

**ROSWELL PARK CANCER INSTITUTE CORPORATION
COMPENSATION COMMITTEE**

A meeting of the Compensation Committee of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Tuesday, March 16, 2021 at 10:30 a.m. in the Patrick P. Lee Conference Room, 9th floor of the Scott Bieler Clinical Sciences Center.

Present by

Phone: R. Buford Sears, Committee Chairman (via WebEx)
Anne Gioia (via WebEx)
Donna M. Gioia
Candace Johnson, President & CEO
Gail Mitchell, Esq. (via WebEx)

Excused: Michael Joseph, Board Chairman

Staff

Present: Betsy Doty-Lampson, Board Administrator
Errol Douglas, Sr. Vice President/Chief Human Resources Officer
John Dudkowski, Manager, Classification & Compensation (via WebEx)
Michelle Moore, Vice President of Human Resources
Michael Sexton, Esq., Chief Administrative Officer, General Counsel
and Secretary
Anthony Woods, Assistant Vice President & Director of Classification
and Compensation (via WebEx)

Invited

Guest: Bruce Greenblatt, Sullivan Cotter

Opening Remarks/Review of Minutes

Mr. Sears opened the meeting and welcomed Bruce Greenblatt from Sullivan Cotter who will give a brief presentation in Executive Session. Mr. Sears asked for a review of the draft Minutes of the Compensation Committee meeting held Wednesday, December 9, 2020. Ms. Gioia noted that she had requested at that meeting that Mr. Greenblatt be invited to this meeting and she requested that be reflected in the meeting Minutes. With that change, *a motion by Ms. Gioia to approve those Minutes, seconded by Ms. Mitchell, was unanimously carried.*

Ms. Mitchell then made a motion for the meeting to go to Executive Session for a presentation on the overall compensation program for the Executive Team by the Compensation Consultant retained by the Compensation Committee, which presentation will involve strategic business and recruitment discussion. The motion was seconded Ms. Anne Gioia and unanimously carried.

Bruce Greenblatt - Sullivan Cotter

Mr. Greenblatt entered the meeting and presented on the Executive Compensation program at Roswell Park. He noted the impact of the pandemic on executive salaries noting that some organizations had decreased executive pay. In most cases, these decreases were reversed by the end of 2020. Many incentive plans were adjusted to add Covid goals. For Fiscal Year '22 most organizations are looking post-Covid. Notwithstanding the Covid retrenchment, 80% of Institutions continue to provide incentive compensation. The 20% who are not were heavily damaged by the pandemic. Payment trends have involved lowering target compensation levels. Mr. Greenblatt did note that total compensation may decrease this year, which will be Covid related. Executive salary increases are generally being given only if frontline workers are getting them. Forty to fifty percent of organizations are not doing merit based pay increases. Those that are, are doing 2-3% adjustments. Market adjustments, however, are happening for underpaid executives whose pay is not meeting benchmarks.

Last year, he noted, Roswell Park made no layoffs, froze management salaries, and did proceed with variable pay implementation. Mr. Sears asked Mr. Greenblatt's opinion as to what Roswell Park should do in terms of funding the variable pay plan for Fiscal Year '21. Mr. Greenblatt noted that most organizations are moving forward with both pay increases and variable compensation plans. On goals that are hurt by the pandemic, Committee can take that into account. He stated that most organizations are paying between 50%-100% of target variable compensation.

Mr. Greenblatt also presented on executive workforce implications for 2021 and beyond. New roles are being implemented in support of strategic planning. Flexibility is being applied to talent acquisition and accent is being placed on efficiency in leadership structures. Succession planning and transitions are being highlighted. Covid-19 recovery goals and financial recovery are also being accented. Diversity and equity inclusion of goals and composition of the leadership team is a major portion of goals for the coming year.

Mr. Greenblatt gave an executive summary of the executive benefits program at Roswell Park. The program is aligned with the compensation philosophy of the Board of Directors and is competitive. It supports recruitment and retention of top level executives.

Mr. Greenblatt commented on those executives whose compensation is over the 75th percentile. Mr. Greenblatt noted that this is actually a conservative level. Most organizations review the 90th percentile as being considered highly paid requiring separate documentation of justification.

Mr. Greenblatt commented on the variable compensation plan noting that it is structurally and generally competitive at the mid-market level. Those executives at the lowest range are actually a bit low at 7.5%. He suggested looking at raising the lowest tier to 10% for Fiscal Year 2022.

Mr. Greenblatt commented on the talent strategy for the organization, noting that two-thirds of the high level executives are over the age of 60. He suggests that executive transitions be managed, and succession planning be looked at. Diversity and equity also need to be looked at more closely. It was noted at the Committee that the Governance committee details with succession planning.

Mr. Greenblatt advised discussing retention incentives where necessary, identification of successors and premiums sometimes needing to be paid to outside candidates to get them to move to take jobs. He noted that Roswell Park and Dr. Johnson have been very progressive in terms of deploying physicians in management positions. Use of the variable pay plan structure has also been very progressive in terms of recruitment and retention.

At that point, Ms. Gioia make a motion to go to Open Session, seconded by Ms. Mitchell and unanimously carried.

Mr. Sears suggested distribution of the Greenblatt PowerPoint presentation to the Compensation Committee, but that Mr. Greenblatt not make an agenda presentation to the Board.

Executive Salary Adjustments

Dr. Johnson noted that she is proposing salary adjustments for the MC staff of 2.5% across the Board, noting that the MC employees did not receive raises last year at the beginning of the pandemic.

Review of Business Judgment Factors for Executive Compensation Levels

At that point, the business judgement factors for those executives paid over the 75th percentile were reviewed.

A motion was made by Ms. Mitchell, seconded by Ms. Gioia to move to Executive Session for a discussion of a particular employment discharge matter. The motion was unanimously carried.

Variable Pay Program, Update for FY'21

The variable pay plan goals for the coming year were reviewed. It was noted that in the event Ryan Grady is successful in CFO recruitment, his goals will have to change.

Proposed FY'22 Organizational and Individual Goals

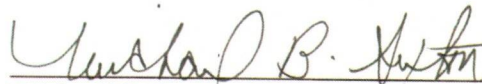
The goals proposed for Fiscal Year 2022 were reviewed. It was noted that Dr. Johnson has six (6) goals, which is a heavy load. It was also noted that Jeff Walker will be coming aboard as Executive Vice President and his goals will be developed. *A motion was made by Ms. Mitchell to approve the Fiscal Year 2022 goals which was seconded by Ms. Gioia and unanimously approved.*

Summary of CEOs LTIP Goals; CEOs LTIP Goal Updates for FY'19, '20 & '21, FY'20, '21 & '22 and for FY'21, '22, '23 ; Proposed CEOs LTIP Goals for FY'22, '23 & '24

The CEO LTIP goals for the periods FY'19 - FY'22 was reviewed in terms of achievement status. The goals for the new LTIP for FY'22, '23, and '24 was also reviewed. *On motion by Ms. Anne Gioia, seconded by Ms. Mitchell, those goals were unanimously approved.*

A motion was made by to return the meeting to Open Session by Ms. Gioia, seconded by Ms. Mitchell, and unanimously carried.

There being no further business before the Committee, a motion for adjournment was made by Ms. Donna Gioia, seconded by Ms. Mitchell, and unanimously carried.

A handwritten signature in cursive script, appearing to read "Michael B. Sexton", written over a horizontal line.

Michael B. Sexton, Secretary