

**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 Wednesday, June 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
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., Senior Vice President and Chief Legal Officer,
and Corporate Secretary
Anthony Woods, Assistant Vice President & Director of Classification
and Compensation

Opening Remarks/Review of Minutes

Mr. Sears opened the meeting and thanked all for attending. He noted that Mr. Joseph and he had spoken prior to the meeting and Mr. Joseph is unable to attend due to an unexpected business matter requiring his presence.

Mr. Sears asked for a review of the draft Minutes of the Compensation Committee meeting held Tuesday, March 16, 2021. *On motion by Ms. Anne Gioia, seconded by Ms. Mitchell, those minutes were unanimously approved.*

AVP & Equivalent Incentive Tier Recommendation

Mr. Sears noted that the Sullivan & Cotter compensation consultants had recommended an increase in the variable compensation allocation for the Assistant Vice President and equivalent group to be raised from 7.5% to 10% at target goal achievement for the Fiscal Year 2022 plan. Mr. Dudkowski noted that this recommendation was based on Sullivan & Cotter's market evaluation. He noted that five (5) Executives are at that level in the current plan and that the overall cost impact would be approximately \$26,700, which equates to just slightly over .01% of the cost of the current plan at target. Both Ms. Donna Gioia and Ms. Mitchell voiced support for this increase. *A motion was made by Ms. Anne Gioia, seconded by Ms. Donna Gioia to raise the target level allocation in*

the Variable Compensation Plan for the Assistant Vice President and equivalent tier to 10% for Fiscal Year 2022. That motion was unanimously approved.

Review of Business Judgment Factors for Executive Compensation Levels

Mr. Sears then turned to a review of the business factors for the Executive Compensation levels above the 75th percentile and below the 25th percentile. Executives David Donovan, Carl Morrison, DVM, MD, Igor Puzanov, MD, Steven Wright and Boris Kuvshinoff, MD were all compensated at above the 75th percentile. The business justifications for each were reviewed and there no comments.

Ms. Donna Gioia made a motion to move the meeting to Executive Session for an evaluation of the achievement of strategic goals under the Variable Compensation Plan programs for the Executive Staff and CEO; a status report on achievement of strategic plan goals under the Fiscal Year 2022 plan; and an assessment of the CEO compensation benchmarking study. That motion was seconded by Ms. Anne Gioia and unanimously carried.

Strategic Goal Achievement for FY'21

Fiscal Year 2021 Variable Compensation Plan goal achievement was reviewed. Dr. Johnson reviewed the goals for the Committee noting the substantial performance of her team during the pandemic. Ms. Donna Gioia noted her amazement at what the management team had accomplished given the Covid situation. Mr. Sears said that financially, the organization had one of the better years in its history and lauded the outstanding performance of management. He noted that morale is significantly improved, strategic positioning is excellent, and the Cuba project and other projects are putting Roswell Park in the best position that its been in many years. Dr. Johnson also noted that most of her senior leadership team included in the Variable Compensation Plan were working on campus during the pandemic.

Mr. Sears mentioned that Dr. Kelvin Lee and Dr. Kunle Odunsi are leaving the Institution, both of which are significant loses but the Institution remains performing extremely well.

There was a discussion of individuals in the Variable Compensation Plan who were not successful in achieving all or most of their goals. It was noted that in some instances that there were extenuating circumstances attributable to the pandemic, unexpected alterations in work requirements and goals, and other resource issues. Mr. Sexton noted that he and other managers need to report back to the Committee earlier in future fiscal years to get goals adapted as needs change.

FY'22 Strategic Goal Updates

The Committee then reviewed changes to the Fiscal Year 2022 Plan goals for a number of individuals. Jeff Walker has been added to the staff as the Executive Vice President and his goals are being developed. Dr. Johnson noted that Diversity and Inclusion as well as LGBT community

goals will be added for herself and the organization. The Committee members were in general agreement with the changes.

CEO LTIP Strategic Goals for FY'19, '20 & '21

The Long Term Incentive Plan (LTIP) for Dr. Johnson was reviewed for the three year period encompassing Fiscal Year's 2019-2021. The goals were reviewed, and completion of those goals was noted.

President & CEO Total Compensation Assessment

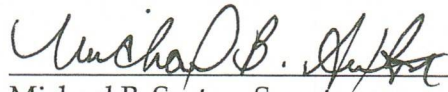
The Sullivan & Cotter Chief Executive Officer total compensation assessment and review was reviewed by the Committee. The Committee gave a positive assessment of both the review itself and the Sullivan & Cotter firm.

Ms. Mitchell made a motion to return to Open Session, which was seconded by Ms. Anne Gioia and unanimously carried.

Ms. Anne Gioia made a motion for approval of the achievement of the strategic goals by the Executive Management team in the Variable Compensation Plan for Fiscal Year 2022. That motion was seconded by Ms. Mitchell and unanimously carried.

The outcome of the CEO LTIP for Fiscal Years 2019-2021 were reviewed. A motion for approval was made by Ms. Donna 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. Anne Gioia, and unanimously carried.


Michael B. Sexton, Secretary