

**ROSWELL PARK CANCER INSTITUTE CORPORATION
COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS**

A meeting of the Compensation Committee of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Wednesday, June 14, 2023 at 10:30 a.m. in the Scott Bieler Clinical Science Center, 9th Floor, Patrick P. Lee Board Room.

Present: R. Buford Sears, Committee Chair
Anne Gioia (*via Teams*)
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Gail Mitchell, Esq. (*via Teams*)
Dennis Szeffel

**Present by
Invitation:** Meghan L. Dobson, Esq., Associate General Counsel
Betsy Doty-Lampson, Board Administrator
Errol A. Douglas, Ph.D., Senior Vice President & Chief Human Resources
Officer
John R. Dudkowski, Manager, Classification & Compensation
Michael B. Sexton, Esq., Senior President & Chief Legal Officer
Melanie A. White, Senior Compensation Analyst, Classification &
Compensation
Anthony M. Woods, Assistant Vice President, Classification &
Compensation

I. Opening/Minutes

Mr. Sears opened the meeting at 10:30 a.m. Mr. Sears called for a review of the draft Minutes of the Compensation Committee meeting held on March 13, 2023. With no commentary or questions offered, *a motion for approval of those Minutes was made by Ms. Donna Gioia, seconded by Mr. Szeffel, and unanimously carried.*

II. Review of Business Judgement Factors for Executive Compensation Levels

Mr. Sears moved next to discuss the review of the committee's direction to adopt the best practices associated with the management of executive compensation, which involves the Committee giving focused scrutiny with respect to compensation of executives above the 75th benchmarking percentile and below the 25th percentile. There was a group above the 75th and one executive below the 25th. Rationales for the compensation setting for each individual were in the materials and were discussed. No action was determined to be required.

A motion was made to move to Executive Session by Mr. Szeffel for evaluation of the achievement of strategic plan goals by the Executive Staff and the Chief Executive Officer under the 2023 Variable Compensation programs for the Executive Staff and CEO, and a status report on achievement of strategic plan goals under the Fiscal Year 2024 goal amendments. The motion was seconded by Ms. Donna Gioia and unanimously carried.

III. Strategic Goal Achievement for FY' 23

Mr. Sears began the review of final goal achievement, noting that this year there was a significant incidence of participants in the plan achieving the maximum on all of their goals. He and Dr. Johnson discussed this, and Ms. Mitchell indicated the optics of this are questionable. All agreed it raises the question of whether goals are not vigorous enough or scoring is not sufficiently exacting.

Dr. Johnson noted that the organization had an excellent year, and she also noted that at the Committee's urging there was more sharing of goals this year by executives, which likely resulted in more maximum achievement taking place. She and Mr. woods indicated that goals for FY 2024 would be re-reviewed and changes may be made to ensure they are sufficiently rigorous.

Ms. Donna Gioia asked about employee morale and Dr. Johnson stated that Post COVID Nurses and physicians feel somewhat overworked. Although the nurses were happy with the significant pay increase negotiated by Roswell Park in the previous fiscal year. Dr. Johnson stated that now that the Core Grant is submitted she will be working closely with the physicians to review their concerns.

This coming year the committee and management will be taking a hard look at the goals in place and Mr. Sears will be reaching out to Sullivan Cotter compensation consultants for further benchmarking of this program against others in the industry.

IV. FY'24 Strategic Goal Amendments

Mr. Sears discussed the new additions to the plan Chris Choi and Catherine Cowan for FY'24.

A motion was made to return to Open Session by Mr. Szeffel and seconded by Ms. Donna Gioia and unanimously carried.

A motion was made by Mr. Sears to approve the Strategic Goal Achievement for FY23, which was seconded by Mr. Szeffel and unanimously carried.

A motion was made by Mr. Sears to approve the Variable Pay Expenditure in the amount of \$5,045,381 which was seconded by Ms. Anne Gioia and unanimously carried.

V. Adjournment

There being no further business, *a motion to adjourn the meeting was made by Ms. Donna Gioia which was seconded by Ms. Anne Gioia, and unanimously approved.*

Michael B. Sexton, Secretary