

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, September 2, 2020 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)
Donna M. Gioia (via WebEx)
Candace Johnson, President & CEO
Gail Mitchell, Esq. (via WebEx)

Excused: Anne Gioia
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
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

Opening Remarks/Review of Minutes

Mr. Sears brought the meeting to order and asked for a review of the draft Minutes of the Compensation Committee meeting held Wednesday, June 17, 2020. After review, *there was a motion by Ms. Donna Gioia to approve those Minutes, seconded by Ms. Mitchell, and unanimously carried.*

Compensation Committee Calendar

Mr. Sears then reviewed the proposed Compensation Committee calendar for the next four (4) meetings culminating in the June, 2021 meeting. *Dr. Johnson made a motion for approval, which was seconded by Mr. Sears and unanimously carried.*

A motion was made by Dr. Johnson to move the meeting to Executive Session for a discussion of: 1) Status of Strategic Goal Achievement for FY'21 Plan to date; and 2) Review Strategic Business Goal Performance for the CEO's Long-Term Incentive Plan ("LTIP"). The motion was seconded by Mr. Sears and unanimously carried.

FY'21 Individual Goal Updates

Individual goal updates were then reviewed. Dr. Johnson noted that a diversity organization goal is being developed and will be an organizational and an individual goal for Dr. Johnson and Dr. Odunsi.

CEO LTIP Goal Updates for FY'19, '20 & '21 and for FY'20, '21 & '22

The LTIP performance for the CEO's LTIP plan was reviewed for the term FY'19 to FY'21. Status for that plan was reviewed to date. Ms. Mitchell suggested that diversity goals be added for LTIP periods coming after that.

Ms. Donna Gioia and Mr. Sears discussed the need for diversity goals to be implemented for the Institution and Dr. Johnson.

There was a motion to return to Open Session, which was seconded and unanimously carried.

Review of Compensation Committee Charter

Mr. Sears then turned to a review of the Compensation Committee charter. There was a brief review of the charter, and Ms. Gioia questioned whether the charter's requirement of at least two (2) meetings per year is sufficient. *She made a motion to change the charter to require four (4) meeting per year, which motion was seconded by Ms. Mitchell and unanimously carried.*

Review of Executive Compensation Philosophy

Ms. Sears then moved to the annual review of the executive compensation philosophy. He noted that Sullivan and Cotter has reviewed the executive compensation philosophy as well as the compensation levels and fringe benefit programs at Roswell Park, and believes that the Institution is properly positioned in the marketplace. Mr. Sexton noted the importance of this periodic review by Sullivan and Cotter to ensure that Roswell Park's compensation programs are properly benchmarked and approved by an independent expert.

Ms. Donna Gioia made a motion to approve the Executive Compensation Philosophy, which was seconded by Mr. Sears and unanimously carried.

Upcoming Executive Compensation Consulting Needs

Mr. Sears noted that the RFP for the Executive Compensation consultant had been completed and Sullivan and Cotter had been re-selected. He noted that the last full benchmarking survey was conducted in 2017 and the Institution typically performs a new full survey every three (3) years with annual updates in between. He believes a full survey is needed at the present time but noted that we could defer due to the pandemic and cost reduction needs. Ms. Donna Gioia voiced that she supports full review at the present time as does Ms. Mitchell. It was noted that due to the impact of the pandemic, there had been compensation freezes at some Institutions and actual compensation

reductions at others. Dr. Johnson noted that compensation for the management/confidential group had been frozen as a result of the pandemic and Union pay increases had been deferred by the Governor.

Mr. Sears made a motion to conduct a full benchmark study for FY'22, which was seconded by Ms. Mitchell and unanimously carried. It was noted that no post-retirement health assessment would be done as part of this study as it was determined not to be necessary.

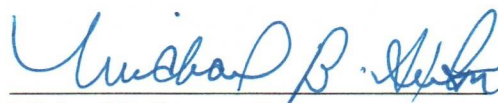
Dr. Johnson then made a motion that the meeting move to Executive Session for a discussion of its annual performance evaluation of the President and Chief Executive Officer. The motion was seconded by Ms. Donna Gioia and unanimously carried.

CEO Evaluation Review

In Executive Session, it was noted that all of the Board members with the exception of Dr. Zucker and Dr. Daniel, had responded to the CEO performance appraisal. Those responses were reviewed, and it was noted that they were uniformly positive, with only one of the appraisals containing suggestions for improvement.

There was a motion to return to Open Session by Dr. Johnson, which was seconded by Ms. Donna Gioia and unanimously carried.

In Open Session, there being no further business, *there was a motion for adjournment which was seconded and unanimously carried.*



Michael B. Sexton, Secretary