

PRESIDENT/CEO EXECUTIVE COMPENSATION COMMITTEE MEETING MINUTES

Tuesday, October 27 2020

Gulf Coast Medical Center, Medical Office Building Boardroom, 13685 Doctor's Way,
Fort Myers, FL 33912

Teleconference 1-415-655-0002 Access Code 479 493 525

MEMBERS PRESENT:

David Collins, Board Chair, Committee Chair

Therese Everly, Board Vice Chair

Donna Clarke, Board Treasurer

Diane Champion, Board Secretary

OTHERS PRESENT:

George Knott, Board Deputy Counsel

Mike Wukitsch, Chief Human Resources Officer

Larry Antonucci, M.D., President/CEO

Alison Thurau, System Director HR Total Rewards

Tracy Pyles, Senior Attorney

Kevin Talbot, Gallagher

The President/CEO Executive Compensation Committee Meeting was called to order at 1:00 p.m. by David Collins, Board Chair.

PUBLIC INPUT

Chair David Collins read the Public Input Statement.

MINUTES 10/6/20

A motion was made by Therese Everly to approve the minutes dated October 6, 2020 as presented. The motion was seconded by Diane Champion and carried with no opposition.

PRESIDENT/CEO PERFORMANCE EVALUATION TOOL

Mike Wukitsch, Chief Human Resources Officer, presented the committee with a proposed version of the 2021 President-CEO Performance Review Tool.

Discussion ensued with several revisions being put forward.

- remove the draft watermark
- add document page numbers
- in the Introduction, change the adjusted annually date from June 1 to October 1
- in section II correct the scorecard percentile rank 40th to 50th percentile to read 40th to 59th percentile

A motion was made by Therese Everly to recommend to the Board of Directors approval of the FY 2021 President and CEO Performance Review Tool to include

**PRESIDENT/CEO EXECUTIVE COMPENSATION COMMITTEE MEETING
MINUTES – 10/27/20**

the revisions discussed. The motion was seconded by Donna Clarke and carried with no opposition.

INCENTIVE PLAN EDUCATION

Kevin Talbot, Managing Director Gallagher presented Incentive plan design best practices to the committee. Discussion ensued.

PRESIDENT / CEO FY2021 SHORT TERM INCENTIVE PLAN

Mike Wukitsch, Chief Human Resources Officer presented committee members information to facilitate discussion on the FY 2021 Short Term Incentive Plan Design.

Topics included;

- President and CEO's Employment Contract provision
- Purpose of the Short Term Incentive Plan
- Design Options for discussion of the Short Term Incentive Plan

Discussion ensued. Board Members asked that a measure reflective of employee retention/engagement be included in the FY 2021 Design Proposal. Mike Wukitsch will come back with a plan that incorporated the committee members' suggestions.

NEXT STEPS RECOMMENDATIONS TO FULL BOARD

The FY 2021 President and CEO Performance Review Tool will be recommended to the Full Board at the November 19, 2020 meeting.

NEXT REGULAR MEETING

The next President/CEO Executive Compensation Committee Meeting will be held on November 10, 2020 at 1:00 p.m.

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ADJOURNMENT

The President/CEO Executive Compensation Committee Meeting adjourned at 3:02 p.m. by David Collins, Board Chair.

Minutes were recorded by Kathy J. Hagen/Assistant to the Board

Signed by:

David Collins, Committee Chair

Date: **11/10/2020**