

PRESIDENT/CEO EXECUTIVE COMPENSATION COMMITTEE MEETING MINUTES

Tuesday, October 6, 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

The President/CEO Executive Compensation Committee Meeting was called to order at 12:58 p.m. by David Collins, Board Chair.

PUBLIC INPUT

Chair David Collins read the Public Input Statement.

MINUTES 9/9/20

A motion was made by Donna Clarke to approve the minutes dated September 9, 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 revised draft version of a President-CEO Performance Review Tool.

Committee members' consensus was to further align the evaluation tool language to closely reflect contract terms, using a scale of "exceeds", "meets", and "does not meet" in the same order on all sections. Section I will drop the word "all" from "meets all expectations". The Committee members liked the three-part process and asked Mike Wukitsch to add a comments portion to section II. In addition, the Section II slide will be reworked for clarity and titled quantitative not qualitative. Committee members asked that the tool include the pertinent policy and employment contract reference information, be included on section III at the top. For example, "exceeds expectations" correlates to 52% base pay, "meets expectations" median base pay, and "does not meet" no base pay increase. Mike Wukitsch will come back to the committee with edits for the next committee meeting.

Donna Clarke questioned the timeline and procedure for approval of the short term incentive plan. George Knott, Deputy Board Counsel stated from Dr. Antonucci's

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contract “By no later than the last regular meeting of the Board prior to December 1st each year, the Board shall review and approve a short term incentive plan in accordance with the provision of Board Policy 40.02J.”

Committee members selected two new committee dates, October 27th and November 10th. Mike Wukitsch will bring to the next meeting what was done in the past, and let the committee discuss.

NEXT STEPS RECOMMENDATIONS TO FULL BOARD

None at this time.

NEXT REGULAR MEETING

The next President/CEO Executive Compensation Committee Meeting will be held on October 27, 2020 at 1:00 p.m.

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Physical Location: Gulf Coast Medical Center, Medical Office Building Boardroom, 13685 Doctor’s Way, Fort Myers, FL 33912

ADJOURNMENT

The President/CEO Executive Compensation Committee Meeting adjourned at 1:55 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: **10/27/20**