Directors: Pamela Reeve (Chairperson), Rupa Cornell, and Paige Fetzer-Borelli attended the meeting.

Staff: Carolyn Kirk, Lisa Erlandson, Jennifer Saubermann, Holly Lucas Murphy, Brianna Wehrs, Michelle Sweet, and Katie Stoico attended the meeting.

Location: The Meeting was held virtually via Zoom

Ms. Reeve observed the presence of a quorum and called the Meeting to order at 9:04 AM

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<tr>
<th>Agenda Topic</th>
<th>Discussion</th>
<th>Action Taken</th>
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<td>Approval of Minutes</td>
<td>The minutes of the December 17, 2022, meeting of the Personnel and Governance Committee (“Committee”) were presented for approval.</td>
<td>The Committee voted unanimously and without abstention to approve the meeting minutes as presented.</td>
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<td>MassTech Human Resources Update</td>
<td>Holly Lucas Murphy (Chief Human Resources Officer) provided a MassTech Human Resources update for the Committee.</td>
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<td>Ms. Lucas Murphy indicated that there have been six employee terminations since the last Committee meeting on June 13, 2022, for the following reasons: Medicaid contract end (2), family relocation (1), family reasons (1), passed away (1), better admin opportunity (1).</td>
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<td>She then noted that the employee handbook was updated in 2022. There were no changes to policies, severance, retirement or deferred compensation packages, or policies relative to the accrual and payment of sick and vacation time, including</td>
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payouts for unused sick and vacation time. Benefit rates stayed the same for calendar year 2023.

Regarding training and professional development, MassTech will focus on low-cost programming in FY2024, such as presentation and communication skills, Lunch & Learns, etc. Ms. Reeve asked about professional development training and if other areas of improvement are needed by staff. Ms. Lucas Murphy responded that areas of need include presentation and communication skills, project/program management, e-mail skills/etiquette and time management.

Ms. Lucas Murphy noted that the Human Resources Department will explore updating MassTech’s salaries and salary bands. The focus will be on establishing compensation ranges that distinguish entry, mid, and max ranges. MassTech will explore being competitive in the public sector market with a focus on quality hires that hold specialized knowledge in the sectors in which MassTech operates.

Finally, Ms. Lucas Murphy indicated that Stephanie Helm retired on January, 27, 2023, after over four years of service with MassTech. John Petrozzelli was hired on May 5, 2023, to head the MassCyberCenter. Mr. Petrozzelli comes from a managed security services provider, where he was Director of Cybersecurity for the Boston Metro Area, managing the company’s Security Operations Center. He gained extensive experience while serving with the FBI for 17 years, rising to the level of the FBI Boston Office’s Chief Security Officer. It was determined that Mr. Petrozzelli an executive for the purpose of setting compensation pursuant to M.G.L. Chpt. 29, Sec. 29K and 801 CMR 53.00.

| MassTech Funding Overview by Program | Ms. Lucas Murphy Presented a slide on funding overview by program. This slide explained where MassTech is in terms of growth, responsibilities, and need for staff. Ms. Kirk stated that the operating fund number is increasing as we are absorbing new people and payroll is increasing. Staffing is not going up as fast as funds under management. MassTech has to be strategic about staffing, focusing on greater expertise and quality over quantity. All MassTech divisions are in need of staffing, and the nature of talent is shifting. | N/A |
Ms. Reeve agreed with the experience level of staff needed, but wondered about existing staff being called to perform more work and if that was problematic. Ms. Kirk responded that where funds are available, we hire new staff, but if there is no new funding source associated with the additional work, the burden is on existing staff. MassTech is being proactive in thinking of staffing plans where funding may materialize while we await funding.

Ms. Lucas Murphy then showed slides displaying where MassTech falls within the list of quasis in regard to employee count and payroll.

| Executive Compensation | A comprehensive salary assessment and comparison of executive compensation was next presented, and the proposed cost of living adjustment ("COLA") increases for the executive staff was discussed. There was also a recommendation for merit increases to Ms. Nolan (Director, CAM) and Mr. Linville-Engler (Chief Investment Strategist & Program Executive) in addition to their COLA increase due to increased responsibility.

Ms. Lucas Murphy indicated that MassTech recommends a 4% COLA increase, which is higher than the usual increase of 2% due to inflation. Ms. Fetzer-Borelli asked if HR is getting feedback from staff on cost of living, transportation, etc. Ms. Lucas Murphy responded that MassTech provides certain transportation benefits, as well as providing a good overall benefits package, supporting employees with STD, LTD and life insurance. There was no increase in health insurance costs, maintaining low copays and no deductible. This helps alleviate some of the inflation costs and helps with retention.

Ms. Lucas Murphy explained that Mr. Linville-Engler and Ms. Nolan bring highly specialized technical knowledge with them which is critical to MassTech’s programs and goals. Over the past year their job scope and responsibilities have increased due to the federal CHIPS and Science Act, and they both continue to excel. A merit increase, in addition to a COLA increase, will align them with the market and help with retention. Replacement costs would be far greater, should they resign.

Ms. Kirk stated that Ms. Nolan would be a peer to Mr. Petrozzelli (Director, MassCyberCenter), who is compensated at $170,000.00, and Ms. Nolan has done an amazing job pulling her team together to bring together a broad coalition of over 85 companies in support of a proposal submitted to the federal government for funding.

The Committee members unanimously voted to approve the 4% COLA increase.
Ms. Kirk explained that Mr. Linville-Engler is responsible for overseeing CAM, MassCyberCenter, and MEHI. He also has responsibilities regarding our investment portfolio. There are executive tiers at MassTech, but not all executives are the same and that is what needs review.

Regarding specific salary recommendations, Ms. Lucas Murphy explained that MassTech used data from The Survey Group to show where Ms. Nolan falls in comparison to similar positions at the other quasis. It was noted that MassTech salaries are always in the middle range and there is room to absorb some of these changes.

Ms. Nolan’s current salary is $155,529.00, with a proposed salary increase of 9.31% to $170,000.00.

Ms. Lucas Murphy pulled two data survey categories given the breadth of Mr. Linville-Engler’s job scope.

Mr. Linville-Engler’s current salary is $171,272.00, with a proposed salary increase of 11.52% to $191,000.00.

Ms. Reeve asked if, given the concentration of responsibility and institutional knowledge, there have been any thoughts on succession plans? Ms. Kirk explained that MassTech does have some vulnerabilities on succession planning, which is a good reason to present on this issue to the Committee.

Noting no further items for discussion, the meeting adjourned at 9:56 a.m.

**Materials and Exhibits Used at this Meeting:**
1. Draft Minutes of the June 13, 2022 meeting of the Personnel and Governance Committee
2. Presentation- Executive Compensation
3. Motion - Executive Compensation
Exhibit A – Motion Adopted at the May 23, 2023, Personnel and Governance Committee Meeting

The Personnel and Governance Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting pursuant to the authority delegated by the Board of Directors, does hereby approve the following compensation adjustments for members of the staff based on factors that include, but are not limited to, salary data for positions with similar functions and responsibilities at public and private-sector employers. The compensation adjustments for Fiscal Year 2024 shall include:

- a 4% cost-of-living adjustment increase for Carolyn Kirk, Patrick Larkin, Jennifer Saubermann, Lisa Erlandson, Holly Lucas Murphy, Michael Baldino, and Brianna Wehrs; and
- an 11.52% increase in salary for Benjamin Linville-Engler, and a 9.31% increase in salary for Christine Nolan.

The salary increases authorized herein shall take effect as of July 1, 2023.