

**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, September 18, 2024, 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
Candace S. Johnson, Ph.D., President & CEO
Dennis Szefel
Lee Wortham

Excused: Gail Mitchell
Donna Gioia
Anne Gioia

**Present by
Invitation:** Betsy Doty-Lampson, Board Administrator
Errol A. Douglas, Ph.D., Senior Vice President & Chief Human Resources
Officer
John R. Dudkowski, Manager, Classification & Compensation
Susan Johnson, Esq., Director, Employee & Labor Relations
Susan Koller-Freer, Director, Classification &
Compensation
Michelle Moore, Vice President, Human Resources Management (*via Teams*)
Michael B. Sexton, Esq., Senior President & Chief Legal Officer
Melanie A. White, Senior Compensation Analyst, Classification &
Compensation

I. Opening Remarks/ Minutes

Mr. Sears opened the meeting by noting this is the first compensation committee meeting he can recall in which Anthony Woods, the former Director of Classification and Compensation at Roswell Park, was not present. Mr. Woods has taken retirement, although he will be returning on a part-interim basis to assist in the Health Research, Inc. project. Mr. Sears noted that Mr. Woods leaves big shoes to fill and is entering into a well deserved retirement and the Committee wishes him well. He also extended confidence and good luck to Susan Koller-Freer in her new position as the new Director of Classification and Compensation.

Mr. Sears also reviewed the calendar for the Compensation Committee for the fiscal year commencing April 1, 2024 and commended Mr. Dudkowski and his team for putting it together.

At that point Mr. Sears ask for a review of the minutes of the Committee meeting held on June 18, 2024. After review, *a motion was made by Mr. Wortham, seconded by Mr. Szefel to approve the minutes, which was unanimously carried.*

At that point a motion was made by Mr. Wortham for the meeting to move to executive session for the purpose of discussing individual strategic goals achievement and proposed amendments to individual goals under the fiscal year 2024-2025 variable compensation plan. That motion was seconded by Mr. Sears and unanimously carried.

Mr. Dudkowski reviewed proposed amendments to the individual and organizational goals in the variable compensation plan. Those amendments began at page 6 of the Director's Desk meeting materials. Mr. Szeffel asked for an explanation of the goal setting process and the process for implementing amendments during the fiscal year. Mr. Dudkowski explained that after the first quarter of the fiscal year, a deep dive is made by his staff and Dr. Johnson to review those goals that appear to be achievable and aligned with the strategic goals of the organization. They then work with Dr. Johnson and get together with the individual executives to discuss their goal statuses. If a goal appears to be unachievable due to changed circumstances or changes in the strategic direction of the organization, the goal will be subject to amendment. Dr. Johnson noted that sometimes goals need to be made more challenging and sometimes a particular executive's job may change during the year, and that in both circumstances the amendment of the goals may be dictated.

Mr. Sears discussed the sharing of goals and the fact that such sharing promotes collaboration. He also noted however, that the variable compensation plan is also intended to promote individual achievement by the executive staff.

After further discussion, a motion was made by Mr. Wortham to approve the amendments to the strategic goals in the variable compensation plan, which was seconded by Mr. Szeffel and unanimously carried.

Mr. Sears then turned to the issue of those individuals who fail to meet goals or who clearly are headed toward not achieving a goal as the fiscal progresses. Mr. Dudkowski indicated that staff is monitoring that issue, and will bring the issue to the committee at the second quarter meeting.

At that point the goal updates were reviewed and discussed. Mr. Wortham made a motion to approve the status reports for the individual and organizational goals in the plan, which was seconded by Mr. Szeffel and unanimously carried.

Mr. Wortham then made a motion to return the meeting to open session which was seconded by Mr. Sears and unanimously approved.

At that point Mr. Sexton reviewed a couple of minor changes to the Compensation Committee Charter. First change was a simple modification to the numbering of the charter. The second change was a clarification to show that the Committee is charged with an annual review of the business judgment factors that go into the assessment of compensation for those individual executives whose compensation is either below the 25th percentile or above the 75th percentile compared to the benchmarks provided by the compensation consultant for the particular year. There was a discussion about this issue, *and upon motion by Mr. Wortham and seconded by Dr. Johnson, the modifications to the Compensation Committee charter were approved.*

At that point Mr. Sears reviewed technical modifications to the executive compensation philosophy for the organization. This included evaluation of goal weighting for certain titles. After discussion, *a motion for approval was made by Mr. Wortham, and seconded by Mr. Szeffel and unanimously carried.*

Mr. Sears then discussed the engagement of the executive compensation consultant, Sullivan and Cotter. Mr. Dudkowski noted that the organization is in the first renewal year with Sullivan and Cotter after the initial three-year term of their agreement. One more renewal term is available when the current one-year renewal expires next June. Mr. Sears discussed the balancing of the interest of having a highly effective consultant such as Sullivan and Cotter but also wanting to avoid the appearance of grandfathering this consultant as a permanent consultant.

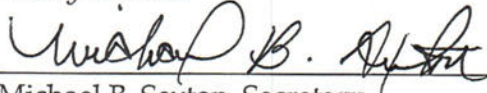
There was a discussing of having Sullivan and Cotter continue during the current renewal term to do the interim assessment of executive compensation benchmarking for the first quarter of calendar FY'25. He suggested that an RFP could be done then in the fall of 2024 for either a new consultant contract with Sullivan Cotter or a new compensation consultant taking over in the summer of 2025. Alternatively, the second renewal term could be exercised and the RFP for a new compensation consultant contract would take place in the fall 2025. Mr. Dudkowski noted the fees for Sullivan Cotter were 125K per year.

There was a continued discussing as to whether to extend for the second renewal term Sullivan Cotter. After discussion *Mr. Sears made a motion to exercise the second renewal term for Sullivan and Cotter and to proceed with RFP for a new compensation consulting agreement in the fall of 2025. This motion was seconded by Mr. Wortham and unanimously carried.*

In other business, Ms. Koller-Freer reported to the committee that Mr. Dudkowski will be taking retirement as Manager of Classification and Compensation as of October 3, 2204. She noted that Ms. White will be promoted into his position October 4th. She also noted the Mr. Dudkowski will be returning as a return to work retiree taking the position of Senior Compensation Analyst, a lower position, as of October 7th. Mr. Douglas complimented Mr. Dudkowski on his performance and he and Mr. Sears offered congratulations to Ms. White on her promotion.

II. Adjournment

There being no further business, *a motion to adjourn the meeting was made by Mr. Wortham that was seconded by Mr. Szefel, and unanimously carried.*



Michael B. Sexton, Secretary