

**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, June 18, 2025, 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
Gail Mitchell (*via Teams*)
Lee Wortham
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Dennis Szefel

Present by

Invitation: Betsy Doty-Lampson, Board Administrator
Errol A. Douglas, Ph.D., Senior Vice President & Chief Human Resources Officer
Susan Koller-Freer, Director, Classification & Compensation
Michelle Moore, Vice President, Human Resources Management
Susan Johnson, Executive Director, Culture and Performance
Michael B. Sexton, Esq., Senior Vice-President & Chief Legal Officer, Corporate Secretary
John R. Dudkowski, Senior Compensation Analyst, Classification & Compensation

I. Opening Remarks/ Minutes

Mr. Sears opened the meeting, welcoming and thanking all for attending. He turned to a review of the minutes of the meeting held March 19, 2025. There being no comments or changes, *a motion was made for approval by Ms. Gioia, seconded by Mr. Wortham and unanimously carried.*

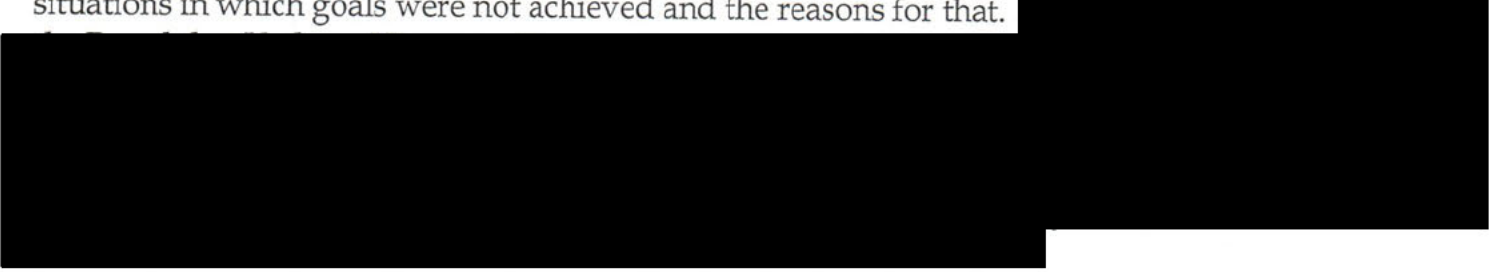
Dr. Douglas announced that John Dudkowski is retiring after many years of service, with today being his last day and last meeting. The team expressed their pride and appreciation for John's service to Roswell Park, noting his excellent ambassadorship.

Mr. Szefel made a motion to move into executive session which was seconded by Ms. Gioia to discuss compensation issues specifically those involving strategic goals of the

organization, specifically the evaluation of the achievement of strategic plan goals by the executive staff and the Chief Executive Officer under the variable compensation program for the 2025 fiscal year end, and a status report on the achievement of strategic plan goals under the fiscal year 2026 plan.

In executive session the meeting moved to an evaluation of the achievement of strategic plan goals by the executive staff and the Chief Executive Officer under the variable compensation program for the 2025 fiscal year. Dr. Johnson stated that the executive team had performed in an outstanding manner for fiscal year 2025, with all organizational goals achieving maximum.

There followed a discussion of the performance of individual executives in the program, with acknowledgment that scoring of achievement is reviewed and adjusted by Dr. Johnson each year. There was also discussion of outliers, and specific focus on several situations in which goals were not achieved and the reasons for that.



Mr. Sears reviewed the achievement list and the total expenditure under the plan of \$5.2M, which he noted is a small percentage for a \$1.3B organization. There was also discussion of how the Committee addresses the CEOs compensation. Mr. Sears stated the Committee approves Dr. Johnson's compensation after full review of the annual assessment by SullivanCotter. Mr. Sears then reviews the decision-making with the Board Chair, Leecia Eve, to get her feedback. There was also discussion of the 75% of budget circuit breaker.

Fiscal Year 2026 goals status was reviewed. Dr. Johnson informed the Committee that the challenge level of the goals has been enhanced for this year, and a number of the goals were revised by her and by Class and Comp staff. Mr. Sears reminded the Committee that goals may be subject to adjustment based on unexpected events and influences, with adjustments taking place at the September meeting.

At that point Mr. Szeffel made a motion to return to open session, which was seconded by Mr. Wortham and unanimously approved.

Mr. Sears noted the extensive review of goals and achievement in executive session, and that the variable compensation plan expenditure for fiscal year '25 was \$5,161,755, which is well under 5% of revenue and a low percentage for a \$1.3B organization. At that point *Mr. Szeffel made a motion to approve the payment of the Variable Compensation Plan for fiscal year 2025, which was seconded by Mr. Wortham and unanimously carried.*

Mr. Sears reviewed the status of the goal performance thus far for the fiscal year 2026 plan and, upon motion duly made, seconded and unanimously carried, that status report was approved.

There being no further business before the meeting, *a motion was made for adjournment, which was duly seconded and unanimously carried.*


Michael B. Sexton, Secretary