

**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, March 19, 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 (*via Teams*)
Gail Mitchell
Lee Wortham
Donna Gioia
Candace S. Johnson, Ph.D., President & CEO
Dennis Szeffel (*via Teams*)

**Present by
Invitation:** Betsy Doty-Lampson, Board Administrator
Errol A. Douglas, Ph.D., Senior Vice President & Chief Human Resources
Officer
Melanie A. White, Manager, Classification & Compensation
Susan Koller-Freer, Director, Classification &
Compensation
Michelle Moore, Vice President, Human Resources Management
Susan Johnson, Executive Director, Performance & Culture
Michael B. Sexton, Esq., Senior Vice-President & Chief Legal Officer
Meghan Dobson, Associate General Counsel, General Counsel & Compliance
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 December 11, 2024. There being no comments or changes, *a motion was made for approval by Ms. Gioia, seconded by Mr. Wortham and unanimously carried.*

II. Executive Compensation Market Update:

Mr. Sears discussed the executive compensation market update letter from Sullivan and Cotter, highlighting the importance of the data provided and advisement that Roswell Park's compensation practices are properly benchmarked in terms of base salary, total cash, and total compensation.

Mr. Sears highlighted the aggregate percentile positioning shown on the slide deck from the consultant, which indicates that base salary is just above the median, total cash compensation is slightly above 60th percentile, and total compensation is at the same place. He noted that this positioning is ideal for the organization. Mr. Sears noted that the data from Sullivan and Cotter helps the Board meet its fiduciary obligations.

III. Sullivan and Cotter's Value

Mr. Sears introduced the business judgment factors portion of the agenda, acknowledging the organization's continuous improvement in this area and Dr. Johnson's leadership and engagement. The assessments were reviewed, with no disagreement from the Committee

Executive salary COLAs, [REDACTED], for the executive team implemented by Dr. Johnson, were also reviewed. [REDACTED]

The Committee reviewed the third quarter updates on the strategic goals in the 2025 variable compensation program. [REDACTED]

[REDACTED]

After a full discussion, *a motion for approval of the fiscal year 2026 variable compensation plan goals was made by Ms. Mitchell, seconded by Ms. Gioia, and unanimously carried.*

The Committee then excused all staff with the exception of Ms. Koller-Freer, Director of Classification and Compensation, and Ms. Doty-Lampson, Board Administrator. The Committee reviewed an assessment by SullivanCotter as to the reasonableness of Dr. Johnson's base compensation, benefits package and total compensation, and reviewed her proposed base compensation increase. The Committee decided that the Committee Chair will discuss the proposed increase with the Board Chair prior to submitting it for approval by the Board.

At that point a motion was made, seconded and carried to return to open session. In open session, 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