## 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 Szefel (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 emphasized the extensive data points provided by Sullivan and Cotter, which are so important to ensure the organization's practices are properly benchmarked. He mentioned that the Committee receives a large volume of data from Sullivan and Cotter, which greatly informs decisions about executive 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.

Mr. Sears acknowledged that while the overall positioning is strong, there are always individual outliers that need to be addressed. He emphasized the importance of considering these outliers in the context of the overall data.

## III. Sullivan and Cotter's Value

Mr. Sears stated that Sullivan and Cotter provide exceptional value for the money spent. The HR team highlighted the importance of the benchmarks provided by Sullivan and Cotter, which are used for compensation decisions not only for individuals within the executive team but also for non-executives. It was noted that the team frequently reaches out to Sullivan and Cotter for consultation on various compensation-related matters. This ongoing support is highly valued by the organization.

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

At that point, a motion was made by Ms. Mitchell to move the meeting to executive session for a discussion of strategic business goal performance in the Fiscal Year 2025 Variable Pay Plan; a review of proposed organizational and individual goals proposed for the Fiscal Year 2026 Variable Pay Plan; and a review of a total compensation market assessment for the CEO. The motion was seconded by Mr. Szefel and unanimously carried.

Executive salary COLAs,	, for the executive team implemented by Dr. Johnson, were
also reviewed.	
The Committee reviewed the thi	rd quarter updates on the strategic goals in the 2025 variable
compensation program.	
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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