

**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 Friday, June 21, 2024, at 11:00 a.m. in the Scott Bieler Clinical Science Center, 10th Floor, Joseph Family Conference Room.

Present: R. Buford Sears, Committee Chair
Candace S. Johnson, Ph.D., President & CEO
Dennis Szeffel
Lee Wortham
Gail Mitchell, Esq.

Excused: Anne Gioia
Donna Gioia

Present by

Invitation: Meghan L. Dobson, Esq., Associate General Counsel
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, Employee Services
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
Anthony M. Woods, Assistant Vice President, Classification & Compensation

I. Opening Remarks/Minutes

Mr. Sears opened the meeting at 11:01 a.m. by thanking everyone for their attendance. He then acknowledged Mr. Woods' impending retirement and his many contributions to Roswell Park over his many years of service. Dr. Johnson also thanked Mr. Woods for his invaluable contributions to Roswell Park in the important capacity as Director of Classification and Compensation.

Mr. Sears then turned to a review of the draft minutes of the Committee Meeting held on March 13, 2024, and the Special Committee Meeting held on April 24, 2024. With no commentary or questions offered, *a motion to approve the Minutes of the Committee Meeting held on March 13, 2024, and the Minutes of the Special Committee Meeting held on April 24, 2024 was made by Mr. Wortham, seconded by Mr. Szeffel, and unanimously approved.*

A motion was then made by Ms. Mitchell to move to Executive Session for a discussion on Individual and Organizational Strategic Goal

Achievement under the Fiscal Year 2024 Variable Pay Plan, and Amendments to Individual Strategic Goals for the Fiscal Year 2025 Variable Pay Plan. The motion was seconded by Mr. Wortham and unanimously carried.

II. Strategic Goal Achievement for Fiscal Year 2024 ("FY'24")

There was a brief discussion on the eligibility of employees who have left Roswell Park employment mid-fiscal year to receive compensation under that fiscal year's Variable Pay Plan ("VPP"). Mr. Sears then turned to a review of FY'24 VPP Strategic Goal Achievement. Dr. Johnson advised that she reviewed the achievement results in detail with Mr. Dudkowski, making some adjustments.


Mr. Sears commended Dr. Johnson and the Compensation team for improving the VPP each year as Roswell Park has edged up to best practices. He also applauded Dr. Johnson for her personal engagement in overseeing the development and scoring of the individual and organizational strategic goals.

Mr. Sexton then referred the Committee's attention to the FY'24 VPP Goal Achievement Scoreboard in the meeting materials. Ms. Mitchell sought confirmation that events beyond a participant's control do not impact variable pay compensation, recalling a discussion on this matter during a Committee meeting last year. Mr. Sears thanked Ms. Mitchell for her question, recalling a Committee discussion on this issue previously which resulted in the Compensation team implementing a review process in Fiscal Year 2023 whereby individuals' goals are reviewed during the fiscal year's 3rd quarter for any events outside of the individual's control which favorably or unfavorably impact these goals, with modifications to goals made as necessary. Mr. Sears also added that Dr. Johnson reviews individual goals several times during the fiscal year.

Mr. Szeffel then offered commentary on the difficulty on determining what is an appropriate individual goal versus a job requirement. Dr. Johnson and Dr. Douglas spoke to the robust individual goal review process. Mr. Dudkowski also advised the Committee that the Compensation team is reviewing the FY'25 VPP Individual Goals with Dr. Johnson, and amendments that "fine-tune" these goals will be presented at the Committee's September meeting.

Mr. Sears commented that he considered the FY'24 individual goal achievement results to reflect the increased scrutiny of individual goals and achievements, particularly joint goals, that he requested after the high goal achievements in FY'23. The Committee then had a brief discussion on joint goals.





III. FY'25 Strategic Goal Amendments

Mr. Sears then recounted the Committee's consensus during its April 2024 meeting to revise the circuit breaker for the FY'25 VPP to require that Roswell Park to achieve 75% of budget for plan funding and then increase the weighting of the organizational financial goal from 25% to 30% to embed the financial goals into individual performance. A brief discussion then ensued.

The Committee then briefly discussed the positive reaction of the executive leadership team to the changes to the FY'24 VPP. Dr. Johnson advised that the incentive compensation plans for its physician, Chairs, and researchers were also reduced as well.

A motion was then made by Ms. Mitchell to return to Open Session, seconded by Mr. Szeffel, and which was unanimously carried.

Upon return to Open Session, Mr. Sears reported that the Committee had a lengthy and robust discussion on the FY'24 VPP funding level. There were no further questions or comments, aa *motion was made by Ms. Mitchell to approve the total funding of \$2,330,225 for the FY'24 VPP, which was seconded by Mr. Wortham, and unanimously approved.*

IV. Adjournment

There being no further business, *a motion to adjourn the meeting was made by Ms. Mitchell, seconded and unanimously approved.*

Michael B. Sexton, Secretary