

CHOICE HOTELS INTERNATIONAL INC /DE (CHH)

2026 DEF 14A · filed 2026-04-22 · CIK 0001046311

Headline facts

CEO TOTAL PAY

\$8,074,700

Patrick Pacious · 2025 · + 4% YoY

CEO PAY RATIO ITEM 402(U)

81 to 1

Median employee: \$99,658

SAY ON PAY

Not disclosed

COMPENSATION COMMITTEE CD&A

Human Capital and Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

prohibited

HEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Patrick Pacious President and Chief Executive Officer	\$1,288,462	\$4,000,098	\$2,464,423	\$311,727	\$8,074,700
Dominic Dragisich EVP, Operations & Chief Global Brand Officer	\$750,000	\$2,500,062	\$827,461	\$153,247	\$4,230,770
Scott Oaksmith Senior Vice President, Chief Financial Officer	\$657,692	\$2,000,049	\$630,692	\$102,073	\$3,390,506
Simone Wu SVP, Gen Counsel and Secretary	\$585,000	\$1,200,030	\$335,205	\$94,461	\$2,214,696
Patrick Cimerola Chief Human Resources Officer	\$500,000	\$890,137	\$286,500	\$95,596	\$1,772,233

CEO pay mix (latest year)

Base salary	16%
Cash incentive	31%
Equity	50%
Other	4%
At-risk	80%

Every fact above, traced back to filing text

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CEO pay ratio = 81 to 1

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.94

“of our CEO to the annual total compensation of the median of our other employees. The annual total compensation of our CEO for 2025, as reflected in the Summary Compensation Table, was \$8,074,700. The annual total compensation of the median employee for 2025 was \$99,658. The compensation for our CEO in 2025 was approximately 81.0 times the median pay of our employees. The ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. To determine our median employee, we included all full-time, part-time and temporary employees globally, as of December 31, ...”

Median employee compensation = \$99,658

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“provide below, as required by SEC rules, the ratio of the annual total compensation of our CEO to the annual total compensation of the median of our other employees. The annual total compensation of our CEO for 2025, as reflected in the Summary Compensation Table, was \$8,074,700. The annual total compensation of the median employee for 2025 was \$99,658. The compensation for our CEO in 2025 was approximately 81.0 times the median pay of our employees. The ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. To determine our median employee, we inc...”

Compensation committee = Human Capital and Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“THE HUMAN CAPITAL AND COMPENSATION COMMITTEE”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy gives the Committee the right to require the Company’s senior executives, including NEOs, to pay back certain previously distributed incentive compensation in the event that the Company materially restates its financial results as a consequence of significant noncompliance with financial reporting requirements and complies with NYSE listing standards”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“The Company has an Insider Trading Policy that prohibits all associates (which includes all NEOs and other Choice employees, directors, contract staff and consultants) from engaging in hedging transactions involving Company stock, such as prepaid variable forwards, equity swaps, collars and exchange funds”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“All associates, other than directors, are prohibited from holding shares in a margin account or pledging shares as collateral for a loan.”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

"Our Executive Share Ownership Guidelines are intended to align the interests and actions of executives with the interests of shareholders and promote our longstanding commitment to sound corporate governance."