

INSIDE THE PUBLIC COMPANY BOARDROOM



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ABOUT INSIDE THE PUBLIC COMPANY BOARDROOM

Inside the Public Company Boardroom leverages NACD partners to create a snapshot of what the boards of Russell 3000 Index companies look like in 2020, utilizing data from both Main Data Group and MYLOGIQ - 360° Public Company Intelligence. A private company equivalent will be published separately.

ABOUT PEARL MEYER AND MAIN DATA GROUP

Pearl Meyer is the leading advisor to boards and senior management on the alignment of executive compensation with business and leadership strategy, making pay programs a powerful catalyst for value creation and competitive advantage.

Main Data Group provides compensation professionals with executive compensation benchmarking and corporate-governance data and analytics through an affordable, easy-to-use, online service.

For more information, please visit pearlmeyer.com and maindatagroup.com or email info@pearlmeyer.com and info@maindatagroup.com

MyLogIQ and Main Data Group may have different statistics because of alternative methods of collecting data. Main Data Group tallies the data based on the reorganizing of the Russell 3000 Index companies, whereas MyLogIQ pulls data from SEC filings from the last fiscal year-end.

Pearl Meyer



INTRODUCTION TO INSIDE THE PUBLIC COMPANY BOARDROOM

Incremental Progress Toward Gender Parity

- The gender balance on corporate boards is continuing to improve. Thirty-nine percent of incoming directors were women, while 61 percent of incoming directors were men. In light of the gender breakdown of departing directors—86 percent were men and 14 percent were women—this has made the overall Russell 3000 Index companies' gender breakdown 79 percent men and 21 percent women. (See [page 6](#) and [page 8](#).)
- The data show that larger companies have more women on boards. Twenty-six percent of large-cap and 30 percent of mega-cap board seats are held by women, whereas women hold only 19 percent of small-cap and 22 percent of mid-cap board seats. (See [page 22](#).)

Boards and Committees Are Getting Larger

- Small- and mid-cap companies have largely driven a trend toward growth in the average board size, from 10 to 10.1, an addition of almost 500 board seats. Micro-/nano- and small-cap companies have an average board size below the overall mean, whereas mid- and large-/mega-cap companies have an average board size above the overall mean. (See [page 18](#).)
- While the average audit committee size has held steady at 3.9 directors since 2018, the compensation committee and the nominating and governance committee have both grown from 3.8 to 3.9. This may be because both the compensation committee and the nom/gov committee have taken on new activities as the board's role has continued to expand, giving relief to audit committee agendas. (See [page 19](#).)

Shifting Skill Sets

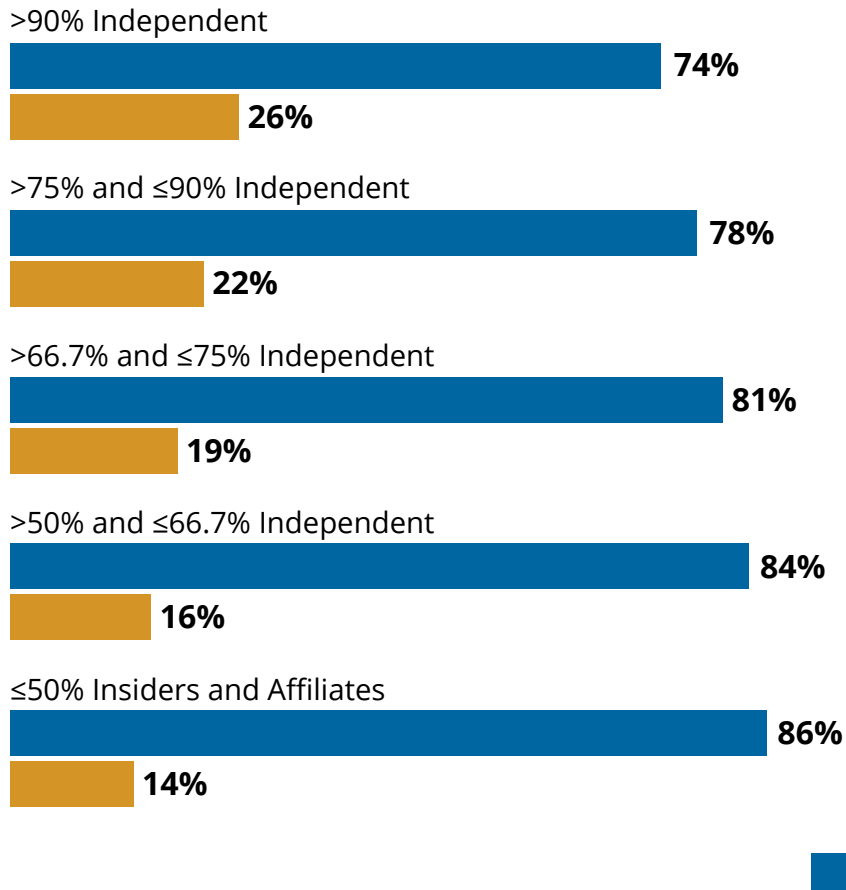
- Despite the increasingly complex ways in which technology is currently reshaping business—and will continue to do so—there is not a significant difference in the average number of incoming directors with technology skills compared to departing directors. (See [page 12](#).)
- Departing directors are leaving behind a wide skill set. Sixty-four percent of departing directors have finance skills, 60 percent have management/strategic vision skills, and 35 percent have investor relations skills. (See [page 12](#).)



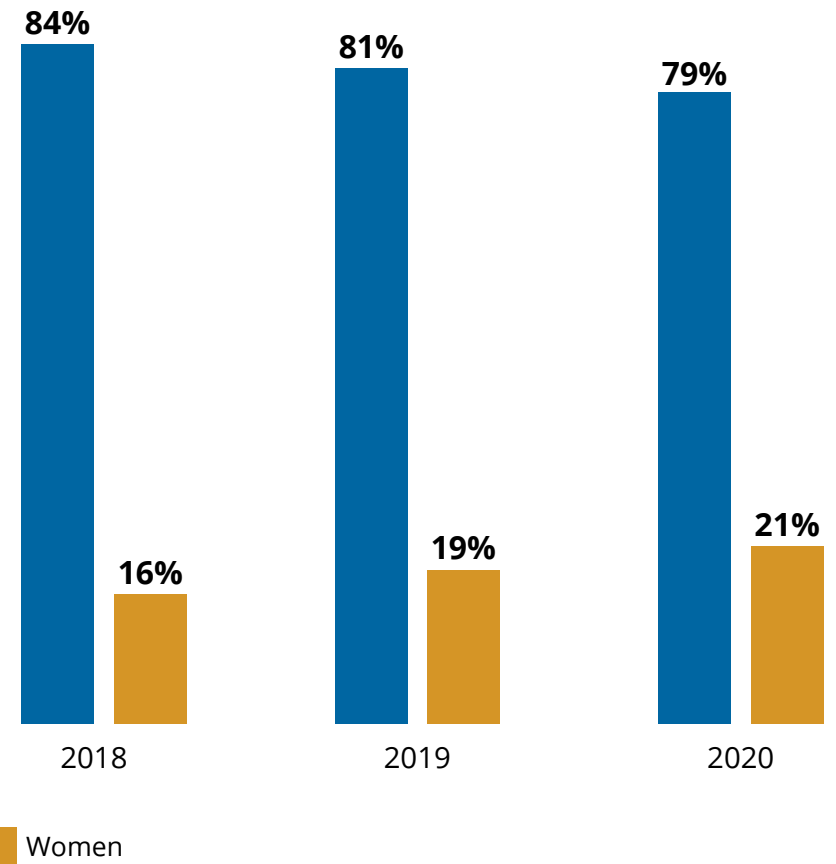
Key Findings

GENDER BALANCE SNAPSHOT (RUSSELL 3000 INDEX COMPANIES)

As Board Independence Increases, So Does Gender Balance (2020)



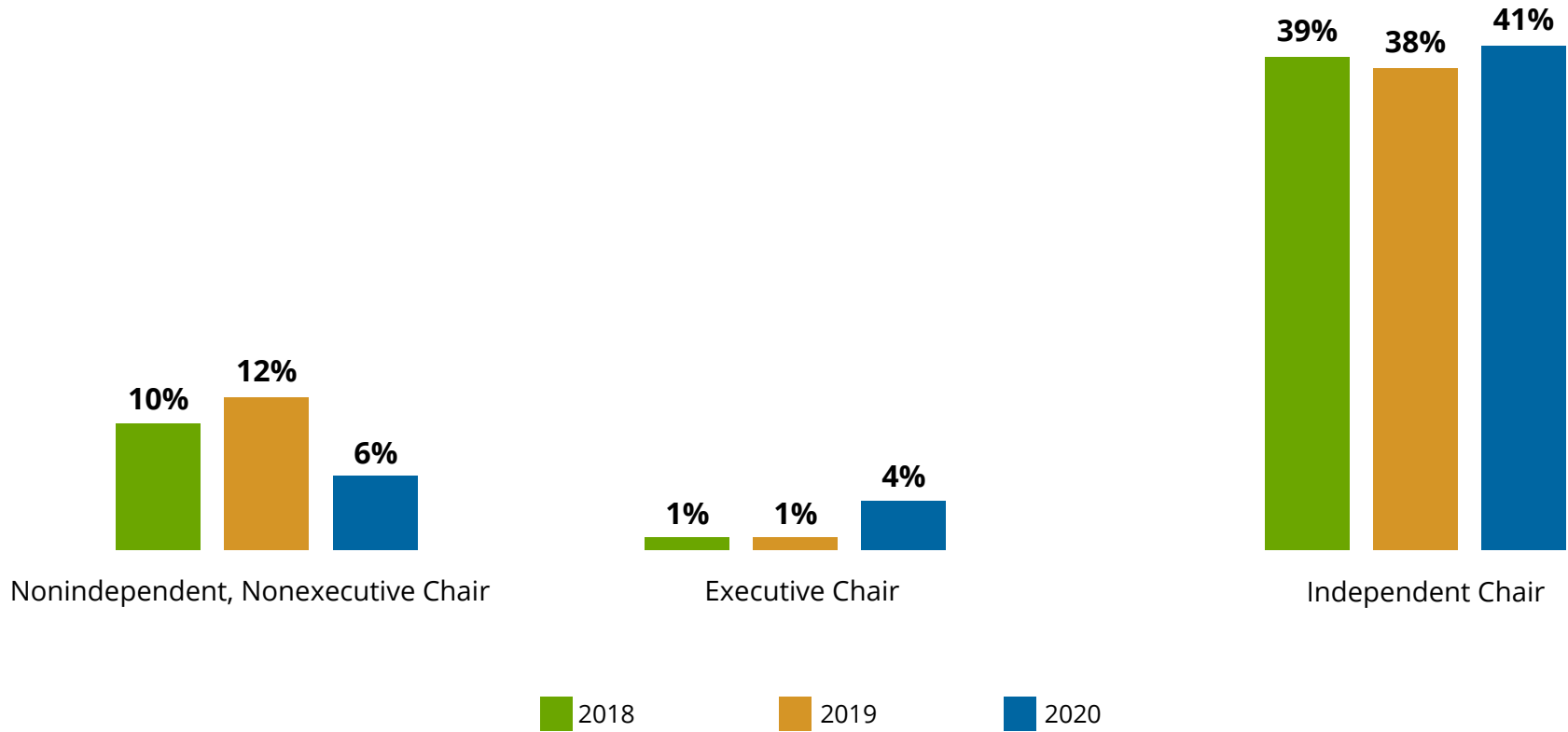
Over the Past Several Years, Board Gender Composition Has Become More Balanced



KEY FINDINGS

Boards that are more independent have more directors who are women seated on the board. On boards where less than 50 percent of the directors are independent directors, 14 percent of the directors are women. When independence is 90 percent or greater, 26 percent of the board members are women. Between 2018 and 2020, the percentage of women on boards grew from 16 percent to 21 percent.

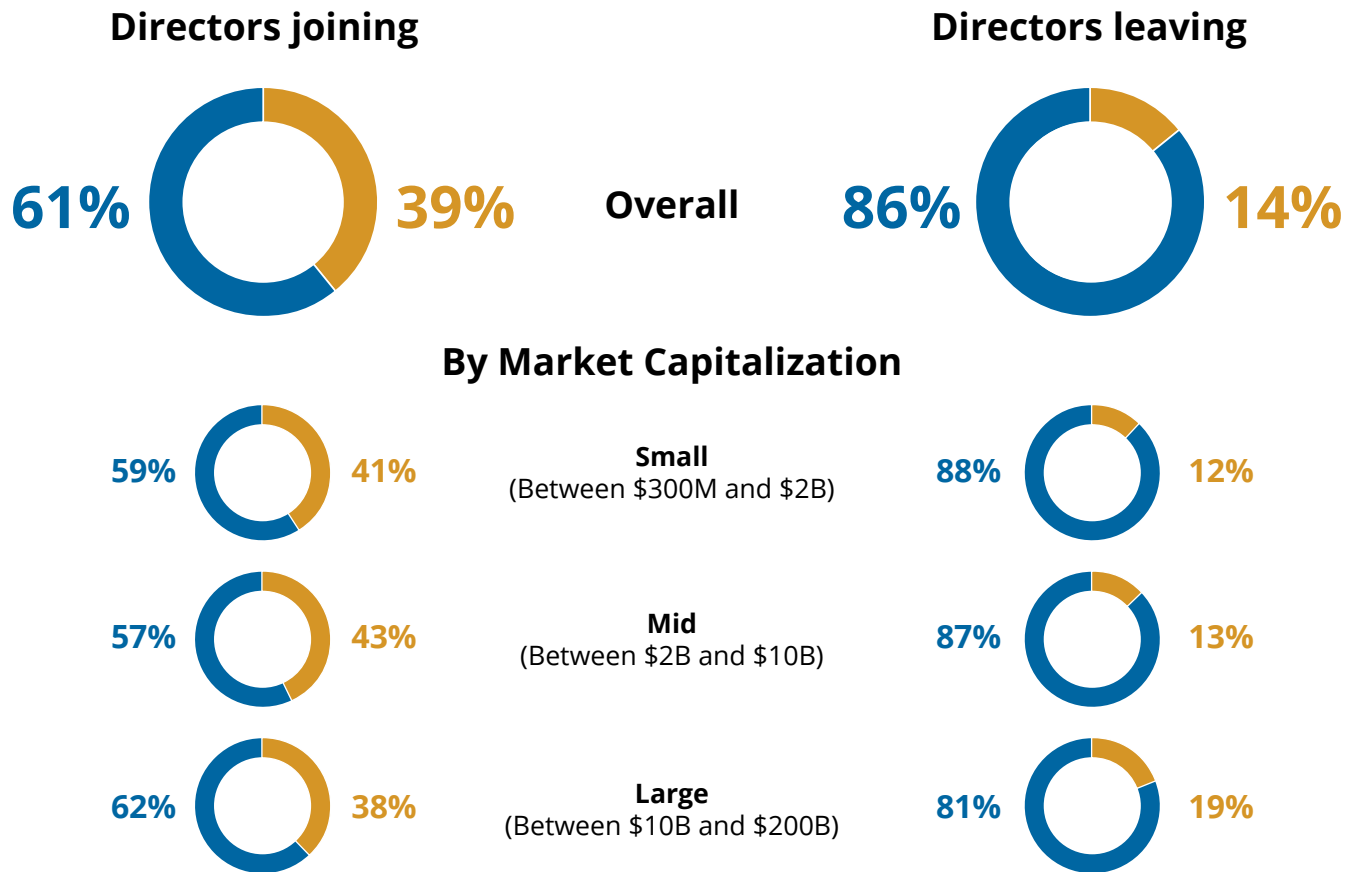
BOARD LEADERSHIP SNAPSHOT (RUSSELL 3000 INDEX COMPANIES)



KEY FINDINGS

Over the last three years, boards have seen little movement in their leadership structure. A more detailed chart of board leadership structure can be found on [page 17](#).

SNAPSHOT: GENDER BREAKDOWN OF INCOMING DIRECTORS (RUSSELL 3000 INDEX COMPANIES)



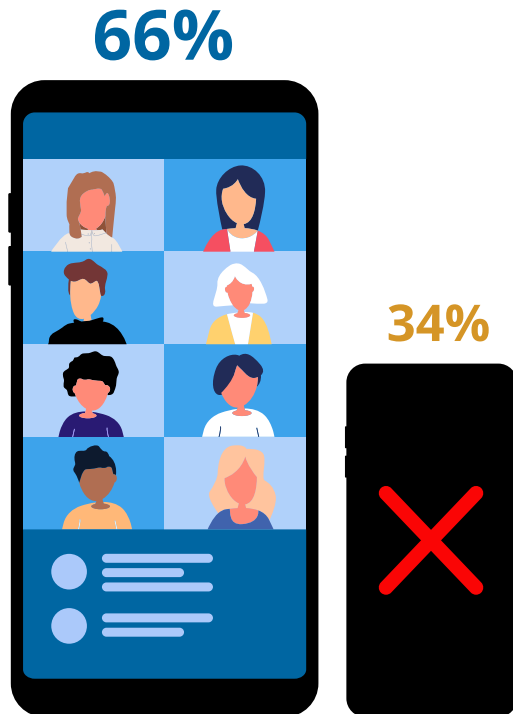
Micro, nano, and mega were omitted due to space considerations. Please reference the Appendix for the full market capitalization breakdown on [page 21](#).

KEY FINDINGS

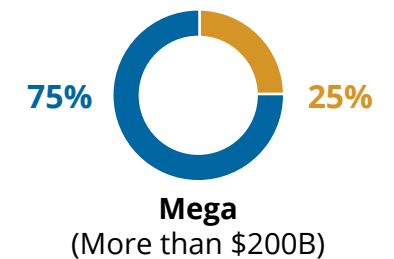
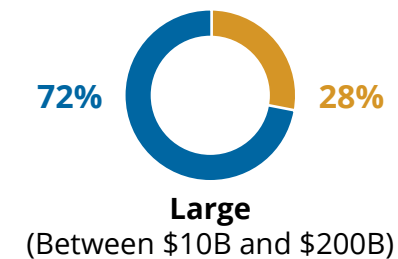
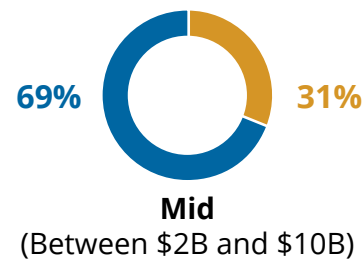
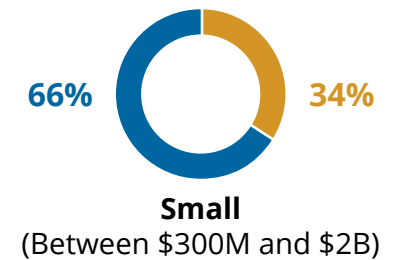
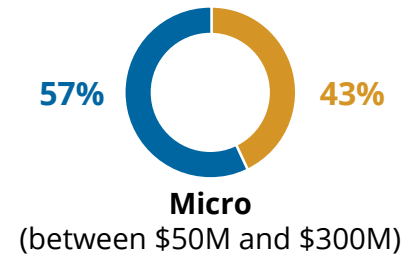
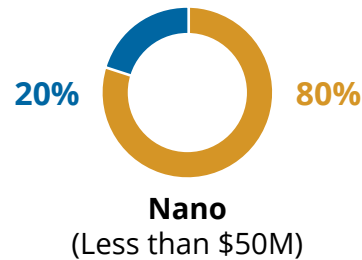
More men are leaving boards than women, increasing the overall proportion of women on boards. Although there are more women represented on larger boards, the proportion of women joining mid- and small-cap boards is slightly higher.

INCREASE IN VIRTUAL SHAREHOLDER MEETINGS (RUSSELL 3000 INDEX COMPANIES)

Overall



By Market Capitalization

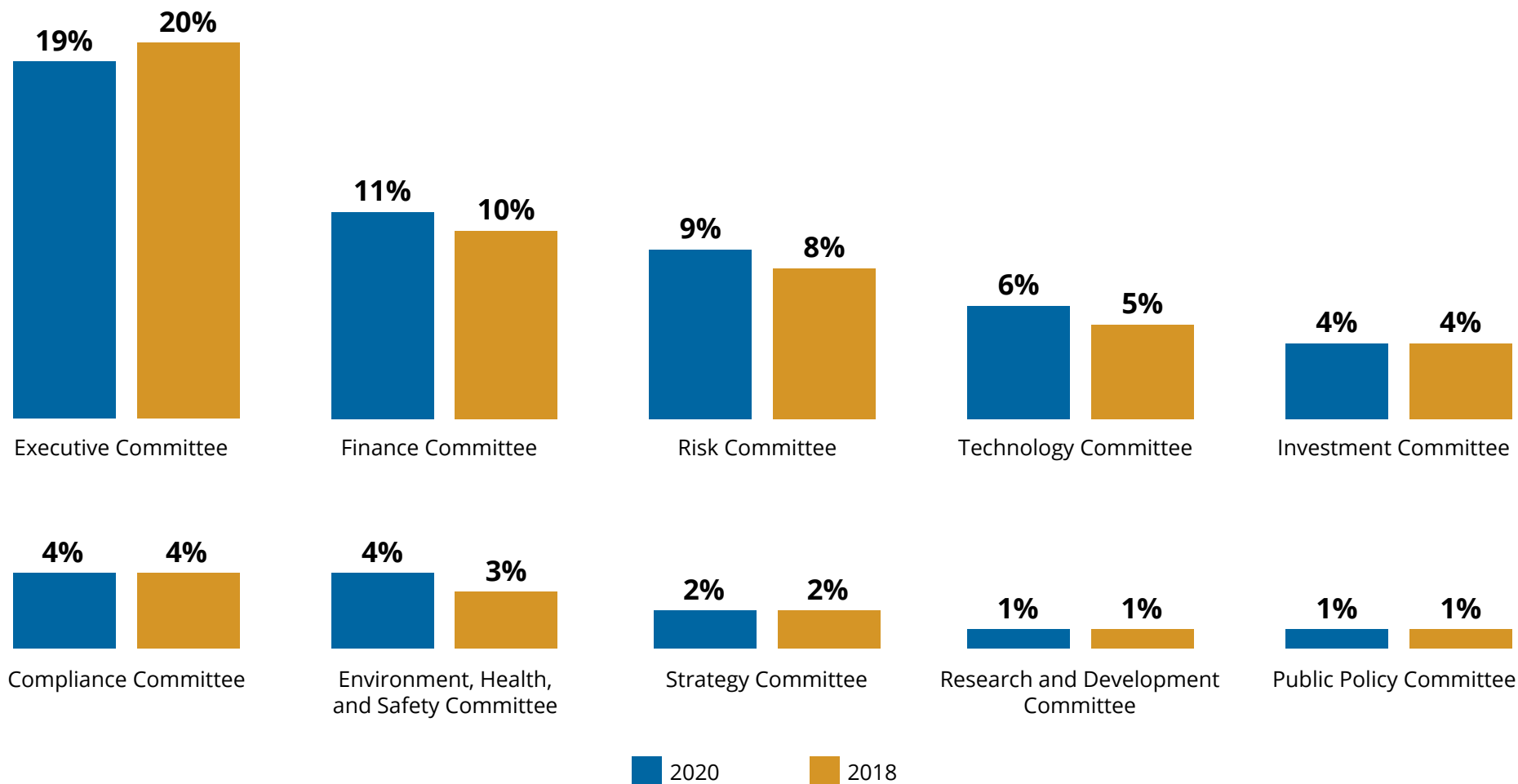


Virtual Not virtual

KEY FINDING

In 2020, due in large part to the COVID-19 pandemic, two-thirds of companies moved their shareholder meeting to a virtual format, while still keeping the basic structure of the in-person shareholder meeting. This trend was much more common among larger companies, with 72 percent of large-cap companies holding the same shareholder meeting virtually as they would have in person.

PERCENTAGE OF NONSTANDARD COMMITTEES (RUSSELL 3000 INDEX COMPANIES)

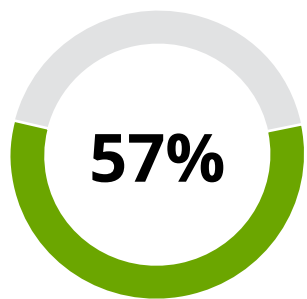


KEY FINDING

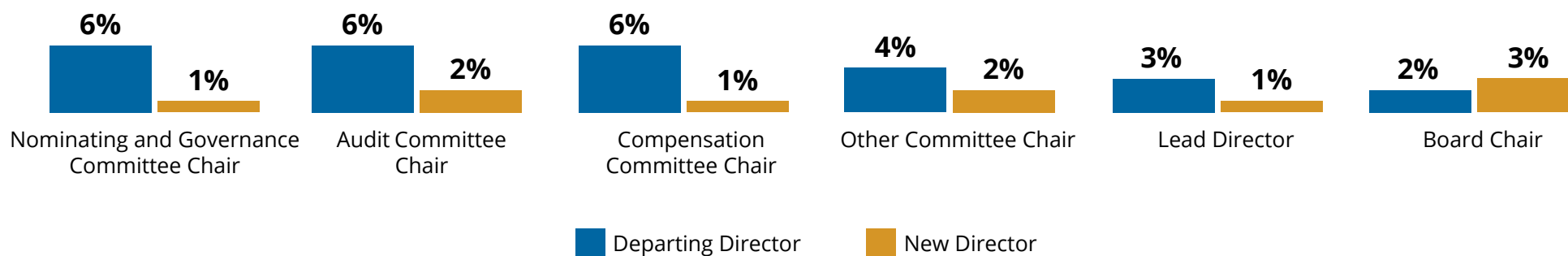
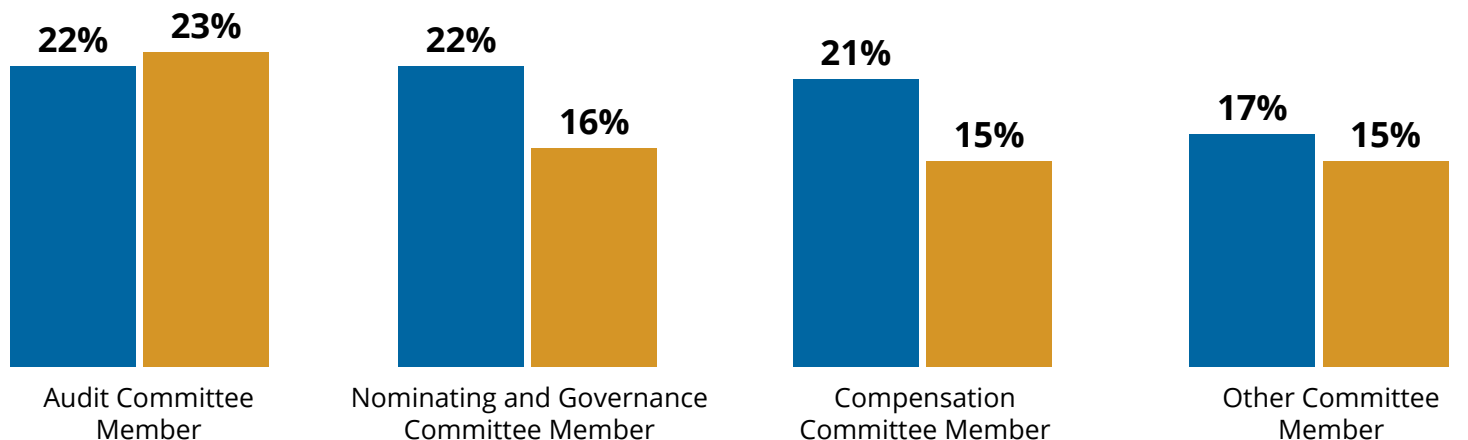
The number of companies in the Russell 3000 Index with one of these nonstandard committees has stayed relatively stable since 2018.

BOARD REFRESHMENT (RUSSELL 3000 INDEX COMPANIES)

Profile of Departing/New Directors, Exiting and Entering Committees and Roles



Serving on their first public company board



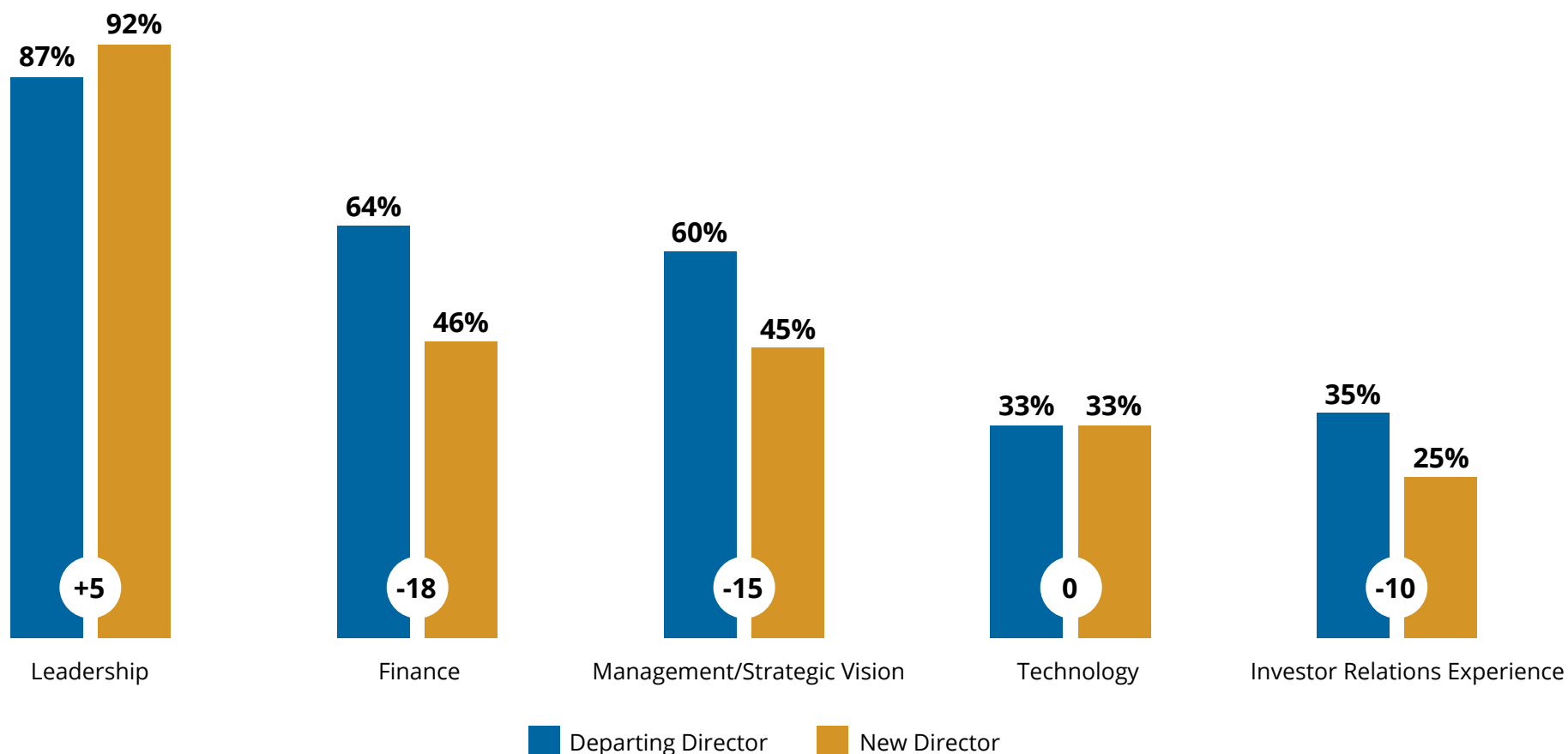
■ Departing Director ■ New Director

KEY FINDINGS

Two percent of all board chairs and 3 percent of all lead directors departed a board seat in 2020. Each standing committee saw a similar rate of turnover in their chairs: six percent. Twenty-three percent of new directors joined their company's audit committee.

BOARD REFRESHMENT (RUSSELL 3000 INDEX COMPANIES)

New Directors and Departing Directors Possess Different Skill Sets



MyLogIQ identifies director skills by what is mentioned in director-disclosed biographies.

KEY FINDINGS

New directors are less likely than departing directors to have finance skills, investor relations experience, and management/strategic vision skills. The two cohorts have similar levels of technology skills. New directors are more likely than departing directors to have leadership skills.

BOARD TENURE (RUSSELL 3000 INDEX COMPANIES)

A Look at Director/Chair Average Tenure by Role

Average Age of Director

62 yrs.

Average Age Limit for Directors

74 yrs.

Overall Tenure on Board

13 yrs.
Board Chair

12 yrs.
Lead Director

9 yrs.
Audit Committee Chair

10 yrs.
Compensation Committee Chair

10 yrs.
Nominating/Governance Committee Chair

Individual Tenure in Current Role

8 yrs.
Board Chair

4 yrs.
Lead Director

5 yrs.
Audit Committee Chair

4 yrs.
Compensation Committee Chair








4 yrs.
Nominating/Governance Committee Chair



KEY FINDING


Despite having roughly equal amounts of director tenure, board chairs on average have eight years of tenure in their current role as a chair, while lead directors only have four years in seat on average.

A LOOK INTO BOARD LEADERSHIP (RUSSELL 3000 INDEX COMPANIES)

	Skills						
							
	Leadership	Management/ Strategic Vision	Finance	Global Experience	Technology	Investor Relations Experience	Women
Board Chair	95%	63%	63%	26%	34%	33%	5%
Lead Director	89%	70%	74%	26%	34%	41%	10%
Audit Committee Chair	88%	63%	95%	25%	35%	37%	19%
Compensation Committee Chair	89%	67%	63%	27%	38%	37%	20%
Nominating and Governance Committee Chair	87%	68%	64%	27%	36%	36%	24%

KEY FINDINGS

Women are more likely to chair the compensation committee and the nominating and governance committee than the audit committee. Each committee chair has roughly the same percentage of each skill except for finance skill: the highest percentage of finance skill is possessed by the audit committee chair.

A stack of papers is shown on the right side of the image, with a bright, glowing light flare on the left side. The papers are slightly blurred, suggesting a shallow depth of field. The overall color palette is warm, dominated by the yellow and orange tones of the light flare and the off-white color of the paper.

Appendix

BOARD INDEPENDENCE

Directors not listed as independent in the proxy and who were no longer an employee of the company were considered an affiliate. If a director is listed as independent in the proxy statement, they were considered an “outside” director.

Russell 3000 Index Companies	>90% Independent			>75% and ≤90% Independent			>66.7% and ≤75% Independent			>50% and ≤66.7% Independent			≤50% Insiders and Affiliates		
	Board	Men	Women	Board	Men	Women	Board	Men	Women	Board	Men	Women	Overall	Men	Women
Overall															
2018	16%	79%	21%	56%	83%	17%	13%	86%	14%	12%	88%	12%	4%	90%	10%
2019	16%	77%	23%	56%	81%	19%	13%	84%	16%	13%	86%	14%	3%	89%	11%
2020	15%	74%	26%	55%	78%	22%	14%	81%	19%	13%	84%	16%	3%	86%	14%

By Market Capitalization (2020)

Nano (Less than \$50M)	2%	91%	9%	57%	87%	13%	14%	84%	16%	23%	84%	16%	5%	83%	17%
Micro (between \$50M and \$300M)	6%	81%	19%	53%	84%	16%	18%	85%	15%	22%	88%	12%	1%	93%	7%
Small (Between \$300M and \$2B)	9%	76%	24%	57%	80%	20%	16%	82%	18%	14%	85%	15%	4%	88%	12%
Mid (Between \$2B and \$10B)	16%	75%	25%	57%	77%	23%	14%	79%	21%	10%	84%	16%	2%	86%	14%
Large (Between \$10B and \$200B)	35%	75%	25%	49%	77%	23%	7%	79%	21%	6%	84%	16%	2%	86%	14%
Mega (More than \$200B)	57%	69%	31%	32%	70%	30%	0%	0%	0%	11%	75%	25%	0%	0%	0%

BOARD LEADERSHIP STRUCTURE

Russell 3000 Index Companies	Number of Companies	Nonindependent, Nonexecutive Chair			Executive Chair			CEO Chair			Chair Is Former CEO			Independent Chair			Companies With Cochair			No Chair		
		Board	Men	Women	Board	Men	Women	Board	Men	Women	Board	Men	Women	Board	Men	Women	Board	Men	Women	Board	Men	Women

Overall

2018	2933	10%	86%	14%	1%	86%	14%	33%	82%	18%	14%	85%	15%	39%	83%	17%	<1%	87%	13%	2%	86%	14%
2019	2931	12%	83%	17%	1%	83%	17%	32%	84%	16%	14%	82%	18%	38%	81%	19%	<1%	76%	24%	2%	81%	19%
2020	2936	6%	80%	20%	4%	80%	20%	34%	82%	18%	14%	79%	21%	41%	78%	22%	<1%	100%	0%	2%	82%	18%

By Market Capitalization (2020)

Nano (Less than \$50M)	44	2%	100%	0%	9%	77%	23%	34%	86%	14%	9%	84%	16%	36%	86%	14%	<1%	0%	0%	9%	91%	9%
Micro (between \$50M and \$300M)	423	7%	86%	14%	3%	89%	11%	28%	86%	14%	11%	83%	17%	48%	84%	16%	<1%	100%	0%	3%	86%	14%
Small (Between \$300M and \$2B)	1086	6%	81%	19%	3%	85%	15%	31%	82%	18%	13%	81%	19%	44%	80%	20%	<1%	NA	NA	2%	79%	21%
Mid (Between \$2B and \$10B)	861	6%	79%	21%	5%	81%	19%	32%	77%	23%	16%	80%	20%	39%	76%	24%	<1%	NA	NA	1%	81%	19%
Large (Between \$10B and \$200B)	494	5%	76%	24%	4%	78%	22%	44%	74%	26%	17%	75%	25%	30%	73%	27%	<1%	0%	0%	0%	85%	15%
Mega (More than \$200B)	28	4%	75%	25%	0%	NA	NA	64%	68%	32%	7%	77%	23%	25%	72%	28%	<1%	NA	NA	0%	NA	NA

BOARD SIZE

Board size is calculated by counting the total number of directors listed in the Director Compensation Table as well as the directors listed in the Director Election/Nominee Section in the proxy. The total includes those who have served a partial year (e.g., retiring directors) as well as those directors who have been nominated for election in the coming year.

Russell 3000 Index Companies	Number of Companies	Board Seats	Average of Board Size			Median of Board Size	Mode of Board Size
			Overall	Men	Women		
Overall							
2018	2933	29286	10.0	8.3	1.6	10	9
2019	2931	29506	10.1	8.2	1.9	10	9
2020	2936	29738	10.1	8.2	1.9	10	9
By Market Capitalization (2020)							
Nano and Micro (Less than \$300 M)	467	4031	8.6	7.6	1.2	8	8
Small (Between \$300M and \$2B)	1086	10347	9.5	7.8	1.6	9	9
Mid (Between \$2B and \$10B)	861	9035	10.5	8.3	2.1	10	10
Large and Mega (More than 10B)	522	6325	12.1	9.4	3.0	12	13

BOARD COMMITTEE STATISTICS

This table provides the sum (total), average, median, and mode number of directors who are members of the audit, compensation, and nominating and governance committees as reported in each company's proxy.

Russell 3000 Index Companies	Number of Companies	Audit			Compensation			Nominating/Governance		
		Average	Median	Mode	Average	Median	Mode	Average	Median	Mode
Overall										
2018	2933	3.9	4.0	3.0	3.8	4.0	3.0	3.8	4.0	3.0
2019	2931	3.9	4.0	3.0	3.8	4.0	3.0	3.8	4.0	3.0
2020	2936	3.9	4.0	3.0	3.9	4.0	3.0	3.9	4.0	3.0

By Market Capitalization (2020)

Nano (Less than \$50M)	44	3.0	3.0	3.0	3.0	3.0	3.0	2.8	3.0	3.0
Micro (between \$50M and \$300M)	423	3.7	3.0	3.0	3.6	3.0	3.0	3.5	3.0	3.0
Small (Between \$300M and \$2B)	1086	3.8	3.0	3.0	3.7	3.0	3.0	3.5	3.0	3.0
Mid (Between \$2B and \$10B)	861	4.0	4.0	3.0	3.9	4.0	3.0	3.8	4.0	3.0
Large (Between \$10B and \$200B)	494	4.4	4.0	4.0	4.2	4.0	4.0	4.2	4.0	4.0
Mega (More than \$200B)	28	4.2	4.0	4.0	4.0	4.0	4.0	4.0	3.5	3.0

STAGGERED ELECTION DATA

A staggered board of directors consists of directors who are grouped into classes—Class 1, Class 2, Class 3 or Class A, Class B, Class C, etc. In a staggered board of directors, only one class is open to elections each term. Terms of service for elected directors vary, but a three-year term is common.

Russell 3000 Index Companies	Staggered Election	
	Yes	No
Overall		
2018	43%	57%
2019	42%	58%
2020	43%	57%

By Market Capitalization (2020)

Nano (Less than \$50M)	66%	34%
Micro (between \$50M and \$300M)	50%	50%
Small (Between \$300M and \$2B)	51%	49%
Mid (Between \$2B and \$10B)	43%	57%
Large (Between \$10B and \$200B)	21%	79%
Mega (More than \$200B)	0.0%	100.0%

PROXY ACCESS DATA

Proxy access is shorthand for the ability of a long-term shareholder (or a group of long-term shareholders) to place a limited number of alternative board candidates on the company's proxy card (ballot) for the company's annual shareholders meeting. Proxy access is generally available only to shareholders who have collectively held at least 3 percent of outstanding shares for at least three years.

Proxy Access			Share Ownership Threshold			Share Ownership Duration		
Yes	No	Not Disclosed	0 to 2%	3% and Above	Not Disclosed	1 Year	2 Years and above	Not Disclosed
89%	3%	7%	1%	15%	83%	2%	14%	84%
94%	3%	3%	2%	17%	81%	3%	15%	82%
96%	2%	2%	2%	19%	79%	3%	17%	79%

61%	5%	34%	0%	2%	98%	0%	2%	98%
96%	1%	3%	1%	3%	96%	3%	1%	96%
97%	2%	1%	2%	7%	92%	3%	5%	92%
96%	3%	1%	2%	19%	79%	4%	17%	80%
97%	2%	1%	3%	58%	39%	4%	57%	39%
100%	0%	0%	0%	75%	25%	0%	79%	21%

BOARD REFRESHMENT DATA

This data is calculated by counting the total number of directors who join or leave the board within a Current Fiscal Year. The percentage of the total number within specific age ranges and the percentages for gender within those groups is then calculated.

	Below 40 Years				41 to 70 Years				71 Years and Above				Gender			
	Joining		Leaving		Joining		Leaving		Joining		Leaving		Joining		Leaving	
	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women	Men	Women

Overall

2020	77%	23%	94%	6%	59%	41%	83%	17%	83%	17%	91%	9%	61%	39%	86%	14%
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By Market Capitalization (2020)

Nano (Less than \$50M)	100%	0%	100%	0%	84%	16%	92%	8%	100%	0%	100%	0%	87%	13%	95%	5%
Micro (between \$50M and \$300M)	80%	20%	83%	17%	66%	34%	84%	16%	85%	15%	96%	4%	68%	32%	87%	13%
Small (Between \$300M and \$2B)	83%	17%	100%	0%	57%	43%	84%	17%	84%	16%	95%	5%	59%	41%	88%	12%
Mid (Between \$2B and \$10B)	50%	50%	90%	10%	56%	44%	84%	16%	78%	22%	92%	8%	57%	43%	87%	13%
Large (Between \$10B and \$200B)	83%	17%	100%	0%	61%	39%	77%	23%	85%	15%	85%	15%	62%	38%	81%	19%
Mega (More than \$200B)	0%	0%	0%	0%	60%	40%	82%	18%	100%	0%	71%	29%	62%	38%	77%	23%

GENDER DATA

The number of men and women directors is calculated by counting the total number of directors listed in the Director Compensation Table as well as the directors listed in the Director Election/Nominee Section in the proxy. The total includes those that have served a partial year (e.g., retiring directors) as well as directors that have been nominated for election in the coming year. Gender is assigned to each of them based on information made available in their director biography in the Election/Nominee Section in the proxy.

Russell 3000 Index Companies	Women	Men
Overall		
2018	16%	84%
2019	19%	81%
2020	21%	79%

By Market Capitalization (2020)

Nano (Less than \$50M)	14%	86%
Micro (between \$50M and \$300M)	15%	85%
Small (Between \$300M and \$2B)	19%	81%
Mid (Between \$2B and \$10B)	22%	78%
Large (Between \$10B and \$200B)	26%	74%
Mega (More than \$200B)	30%	70%

CURRENT BOARD PROFILE

Average Age and Tenure (years)

Average Age	62
Average Age Limit	74
Average Audit Committee Chair Tenure	5
Average Compensation Committee Chair Tenure	4
Average Nominating/Governance Committee Chair Tenure	4

Overboarding Policies

Companies With Overboarding Policies	38%

CURRENT BOARD PROFILE

Director Skills by Sector (MyLogIQ identifies director skills by what is mentioned in director-disclosed biographies.)

	Total Directors	Energy & Mining	Entertainment, Media & Communications	Financial Services	Health Industries	Industrial Products	Pharmaceutical & Life Sciences	Retail & Consumer	Technology	Other
Leadership Skill	89%	90%	90%	86%	90%	91%	90%	92%	92%	86%
Finance Skill	65%	69%	61%	82%	56%	60%	47%	62%	60%	100%
Management/Strategic Vision Skill	65%	72%	67%	60%	59%	70%	59%	68%	66%	43%
Technology Skill	36%	27%	54%	21%	36%	35%	54%	28%	69%	57%
Investor Relations Experience Skill	33%	37%	36%	40%	34%	28%	26%	29%	30%	43%
Global Experience Skill	27%	30%	30%	18%	20%	38%	27%	31%	30%	14%
Industry/Operations Experience Skill	25%	24%	17%	27%	15%	33%	25%	22%	17%	29%
Marketing and Sales Skill	24%	16%	22%	32%	15%	21%	17%	30%	20%	14%
Govt. and Regulatory Relations Skill	14%	22%	11%	16%	13%	12%	12%	10%	11%	NA
Risk Management Skill	13%	21%	8%	18%	9%	12%	4%	11%	8%	NA
Long-Term Tenure of More Than 15 Years	14%	10%	14%	19%	14%	13%	8%	16%	13%	14%
Long-Term Tenure Between 10 and 15 Years	16%	15%	16%	18%	19%	18%	13%	16%	15%	14%
Medium-Term Tenure Between 5 and 9 Years	27%	27%	24%	26%	24%	26%	30%	25%	27%	29%
Short-Term Tenure Between 3 and 4 Years	16%	18%	15%	14%	13%	16%	18%	16%	17%	14%
New Director With Tenure of 2 Years or Less	27%	30%	31%	22%	30%	28%	31%	27%	28%	29%

NONSTANDARD COMMITTEE DATA

Russell 3000 Nonstandard Committees	2020	2018
Executive Committee	19%	20%
Finance Committee	11%	10%
Risk Committee	9%	8%
Investment Committee	4%	4%
Technology Committee	6%	5%
Compliance Committee	4%	4%
Environment, Health, and Safety Committee	4%	3%
Strategy Committee	2%	2%
Research and Development Committee	1%	1%
Public Policy Committee	1%	1%
Corporate Responsibility Committee	1%	1%
Acquisition Committee	1%	1%
Plan Committee	1%	1%
Cybersecurity Committee	1%	1%
Sustainability Committee	1%	1%
Special Activities Committee	1%	1%
Loan Committee	1%	1%
Stock Award Committee	1%	1%
Asset and Liability Committee	1%	1%
Capital Committee	1%	1%

RETIRING DIRECTORS: BOARD ROLES, SKILLS, GENDER, AND AGE BY SECTOR

Departing Director Role by Sector

	Total	Energy & Mining	Entertainment, Media & Communications	Financial Services	Health Industries	Industrial Products	Pharmaceutical & Life Sciences	Retail & Consumer	Technology	Other
Board Chair	40	20%	NA	25%	NA	23%	15%	15%	3%	NA
Lead Director	45	18%	4%	27%	7%	18%	4%	16%	7%	NA
Directors From Committee	361	13%	7%	20%	2%	18%	14%	18%	8%	0%
Audit Committee Chair	100	9%	8%	17%	5%	18%	14%	15%	14%	NA
Compensation Committee Chair	106	11%	11%	19%	NA	16%	16%	20%	7%	NA
Nom./Governance Committee Chair	99	16%	3%	18%	2%	20%	11%	22%	7%	NA
Other Committee Chair	68	16%	6%	26%	1%	18%	12%	15%	4%	1%
Audit Committee Member	385	11%	8%	26%	2%	18%	12%	16%	6%	0%
Compensation Committee Member	371	11%	6%	26%	4%	18%	10%	18%	7%	0%
Nom./Governance Committee Member	383	11%	8%	23%	2%	20%	10%	16%	9%	0%
Other Committee Member	297	18%	6%	33%	1%	16%	8%	12%	5%	NA

RETIRING DIRECTORS: BOARD ROLES, SKILLS, GENDER, AND AGE BY SECTOR

Gender of Departing Directors by Sector

	Total	Percent in Energy & Mining	Percent in Entertainment, Media & Communications	Percent in Financial Services	Percent in Health Industries	Percent in Industrial Products	Percent in Pharmaceutical & Life Sciences	Percent in Retail & Consumer	Percent in Technology	Other
Total # of Departing Directors	1748	11%	7%	24%	3%	15%	14%	16%	10%	<1%
By Industry: Percentage of Departing Directors Who Are Men	1519	11%	7%	24%	3%	15%	14%	15%	11%	<1%
By Industry: Percentage of Departing Directors Who Are Women	229	10%	9%	22%	0%	16%	15%	20%	7%	<1%
Within Each Industry: Percentage of Departing Directors Who Are Women	13%	12%	17%	12%	2%	14%	14%	16%	9%	<1%
Within Each Industry: Percentage of Departing Directors Who Are Men	87%	88%	83%	88%	98%	86%	86%	84%	91%	100%
Average age	65	65	62	67	68	66	62	65	63	70

RETIRING DIRECTORS: BOARD ROLES, SKILLS, GENDER, AND AGE BY SECTOR

Skills of Departing Directors by Sector

	Total Number of Directors	Overall	Energy & Mining	Entertainment, Media & Communications	Financial Services	Health Industries	Industrial Products	Pharmaceutical & Life Sciences	Retail & Consumer	Technology	Other
Leadership Skill	1519	87%	11%	7%	23%	3%	16%	14%	17%	10%	0%
Finance Skill	1127	64%	11%	7%	30%	3%	15%	10%	15%	10%	0%
Management/ Strategic Vision Skill	1057	60%	12%	7%	23%	2%	17%	13%	15%	11%	NA
Technology Skill	581	33%	8%	12%	13%	2%	14%	22%	10%	19%	NA
Investor Relations Experience Skill	609	35%	12%	7%	27%	3%	13%	14%	13%	11%	0%
Global Experience Skill	435	25%	12%	8%	16%	1%	21%	12%	18%	11%	0%
Industry/ Operations Experience Skill	389	22%	11%	3%	27%	2%	20%	17%	12%	8%	NA
Marketing and Sales Skill	381	22%	7%	8%	32%	1%	13%	11%	20%	7%	1%
Govt. and Regulatory Relations Skill	218	12%	18%	9%	26%	1%	15%	9%	13%	8%	NA
Risk Management Skill	167	10%	12%	5%	32%	1%	22%	6%	14%	7%	NA

NEW DIRECTOR DEMOGRAPHICS

New Director Role

Board Chair	3%
Board Lead Director	1%
Audit Committee Chair	2%
Compensation Committee Chair	1%
Nom./Governance Committee Chair	1%
Other Committee Chair	2%
Audit Committee Member	23%
Compensation Committee Member	15%
Nom./Governance Committee Member	16%
Other Committee Member	15%
Board Member Currently as CEO	0%
Board Member as CEO in Last 2 years	0%

New Director Skills

	Percentage With Leadership Skills	Percentage With Management/Strategic Vision Skills	Percentage With Finance Skills	Percentage With Investor Relations Experience	Percentage With Technology Skills
Directors Appointed	92%	45%	46%	25%	33%
First-Time Public Company Directors	93%	41%	41%	21%	29%
Directors Who Are Women	93%	49%	45%	23%	40%
Distribution of Gen. Y (Age 25 to 39)	48%	55%	79%	66%	34%
Distribution of Gen. X (Age 40 to 54)	92%	53%	49%	28%	38%
Distribution of Gen. Baby Boomer (Age 55 to 75)	93%	49%	51%	26%	37%
Distribution of Gen. Older (Age > 75)	75%	38%	38%	38%	13%
Board Chair	100%	47%	56%	34%	28%
Board Lead Director	89%	33%	56%	22%	33%
Audit Committee Chair	45%	77%	77%	32%	23%
Compensation Committee Chair	100%	43%	21%	29%	36%
Nom./Governance Committee Chair	100%	62%	69%	31%	23%
Other Committee Chair	100%	75%	75%	60%	40%
Audit Committee Member	93%	52%	45%	70%	62%
Compensation Committee Member	90%	55%	48%	29%	36%
Nom./Governance Committee Member	90%	48%	42%	24%	29%
Other Committee Member	89%	54%	59%	31%	38%

PROXY VOTING

Shareholder Proposals by Year

	2020	2019	2018
Number of Shareholder Proposals Regarding Directors	108	164	124
Number of Companies With Shareholder Proposals Regarding Directors	102	144	112

PROXY VOTING

Proposals Related to Directors

	2020			2019			2018		
	For	Against	Abstain	For	Against	Abstain	For	Against	Abstain
Adopt Cumulative Voting	NA	NA	NA	6%	94%	1%	9%	90%	1%
Adopt for (or Ease Requirement to) Act by Written Consent	45%	55%	0%	NA	NA	NA	NA	NA	NA
Adopt Term Limits for Directors	NA	NA	NA	10%	88%	2%	14%	85%	0%
Annual Journalism Report by Directors	29%	57%	14%	NA	NA	NA	NA	NA	NA
Board Advisory Position	3%	96%	1%	NA	NA	NA	NA	NA	NA
Board Diversity	13%	86%	1%	13%	87%	0%	23%	76%	1%
Board Size	NA	NA	NA	NA	NA	NA	8%	91%	1%
Change From Plurality to Majority Voting	47%	52%	1%	52%	46%	2%	69%	30%	1%
Declassify Board	80%	19%	1%	74%	19%	7%	86%	13%	2%
Director Compensation Related	NA	NA	NA	4%	93%	3%	NA	NA	NA
Director Independence	6%	93%	0%	NA	NA	NA	NA	NA	NA
Elect Dissident's Director Nominee	11%	86%	4%	3%	83%	14%	NA	NA	NA
Eliminate Dual Class Structure (Unequal Voting)	36%	64%	0%	20%	79%	1%	NA	NA	NA
Employee Board Advisory Position	4%	94%	1%	NA	NA	NA	NA	NA	NA
Employee Representative Director	5%	92%	3%	2%	98%	0%	NA	NA	NA
Enhance Election Related Disclosures	NA	NA	NA	38%	62%	0%	NA	NA	NA
Equal Shareholder Voting	NA	NA	NA	35%	64%	0%	29%	71%	0%
Formation of a Public Policy Committee	NA	NA	NA	NA	NA	NA	3%	97%	0%
Hourly Associates as Director Candidates	2%	98%	0%	NA	NA	NA	NA	NA	NA
Human Rights—Director Representation	NA	NA	NA	20%	70%	10%	7%	91%	2%
Impact of Mandatory Arbitration Policies	NA	NA	NA	34%	62%	4%	NA	NA	NA
Include Shareholder Nominee in Company Proxy (Proxy Access)	29%	70%	1%	34%	65%	1%	31%	68%	1%
Labor Issues—Directors Adopt and Enforce a Policy	NA	NA	NA	NA	NA	NA	35%	63%	1%
Proposals Related to Mandatory Director Retirement Age	4%	94%	2%	NA	NA	NA	NA	NA	NA
Ratification of the Decisions and Actions of the Board of Directors and Executive Officers	NA	NA	NA	NA	NA	NA	83%	16%	1%
Remove Director(s)	54%	45%	1%	11%	81%	8%	34%	65%	2%
Require an Independent Director on Board Committee	47%	53%	0%	9%	91%	1%	26%	73%	1%
Separate CEO/Chair Positions	34%	65%	1%	29%	70%	1%	32%	67%	1%



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