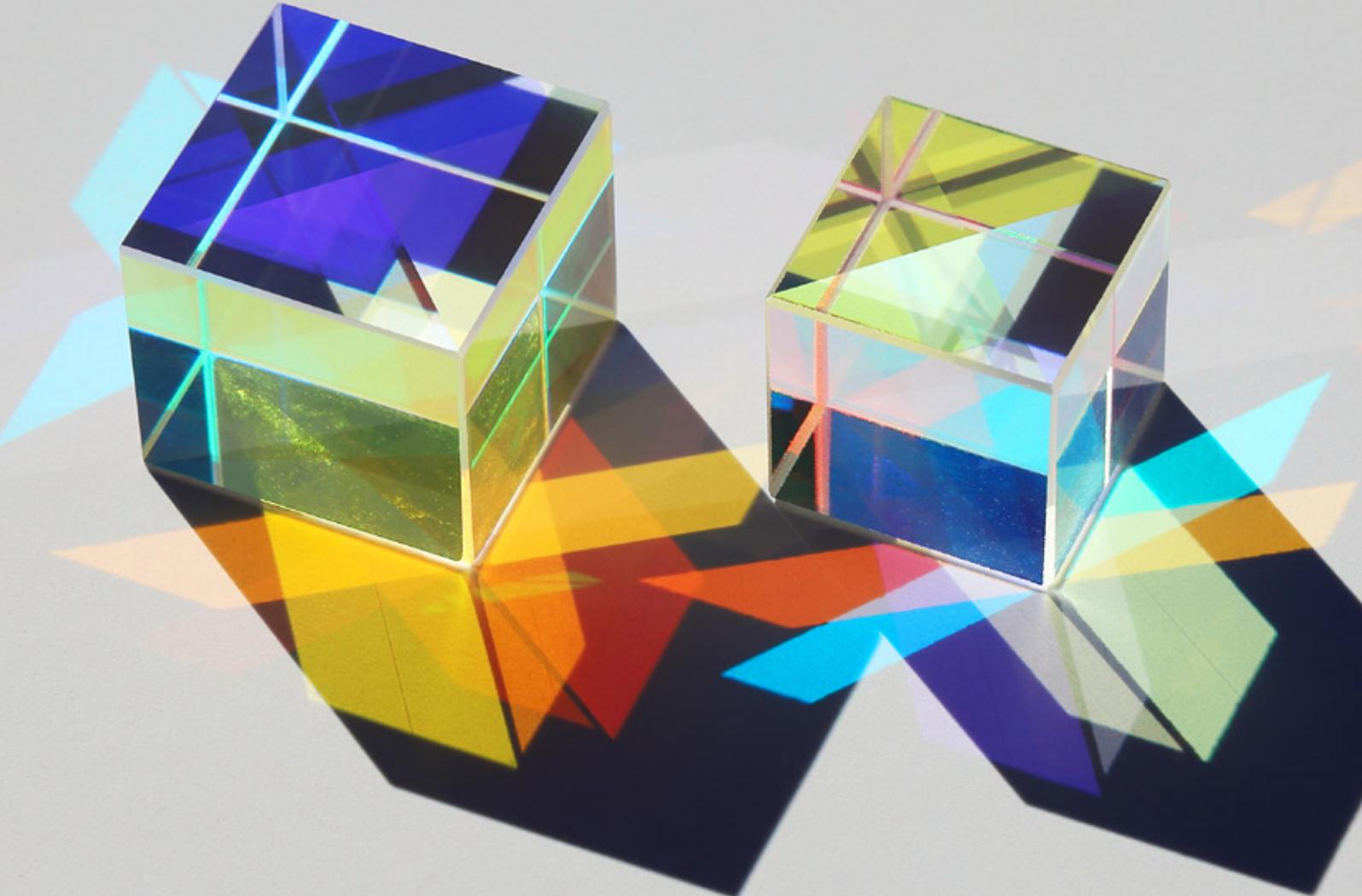


SpencerStuart



2021 U.S.

Spencer Stuart Board Index

About Spencer Stuart Board Services

At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to nonprofit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning more than 70 offices, over 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment, employee engagement and many other facets of organizational effectiveness.

For more than 35 years, our Board Practice has helped boards around the world identify and recruit independent directors and provided advice to board chairs, CEOs and nominating committees on important governance issues. We serve a range of organizations across geographies and scale, from leading multinationals to smaller organizations.

Our global team of board experts works together to ensure that our clients have unrivaled access to the best existing and potential director talent, and regularly assists boards in increasing the diversity of their composition.

1,400

We've **conducted more than 1,400 director searches** worldwide in the past year alone.

55%

of our assignments in North America were for **companies with revenues over \$1 billion**.

3,000

We've helped place **over 3,000 women** in corporate board roles around the world.

1,000

We've helped place **more than 1,000 directors from historically underrepresented racial and ethnic groups** in corporate board roles worldwide.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring the key concerns of boards and innovative solutions to the challenges they face. Publishing the *U.S. Spencer Stuart Board Index*, now in its 36th edition, is just one of our many ongoing efforts. Each year, we support a range of organizations focused on enhancing diversity and inclusion in the boardroom and participate in several acclaimed director programs, including:

- » African American Directors Forum
- » Diligent Modern Leadership initiative
- » Latino Corporate Directors Association
- » Next-Gen Board Leaders (NGBL)
- » The New Directors Program, a unique two-year development program for first-time, non-executive directors
- » WomenCorporateDirectors (WCD) Foundation

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Spencer Stuart Perspective for 2021



U.S. corporate boards have been reshaping their composition in recent years, adding new skills and perspectives. In the past several years, increasing gender diversity was a top priority, but more recently, we have seen a growing focus on enhancing the racial/ethnic diversity of the boardroom.

One tactic boards have used to accelerate change in the boardroom is to increase their size. In the 2021 proxy year, for example, 78 boards expanded to add one or more women directors, on top of the 76 boards that expanded to increase gender diversity in 2020. Eighty-eight boards increased their size to add racial/ethnic diversity. These boards added a total of 114 directors who are Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial — 37 of whom are women.

The focus on diversity is likely to continue. Our [survey of nominating/governance committee chairs](#) found that adding racial/ethnic diversity will be a recruiting priority for the next several years, as will bringing on directors with global perspective and corporate experience, including in technology and finance. But boards cannot always increase in size to bring on needed skills or backgrounds.

Making meaningful progress on recruiting priorities — and ensuring they continually have the right perspectives around the board table in a dynamic business environment — will require many boards to embrace a new mindset. Rather than thinking in terms of mechanisms to encourage turnover, such as mandatory retirement or term limits, forward-looking boards will adopt a refreshment mindset and an intentional and ongoing process for evaluating whether they have the right expertise in the boardroom.

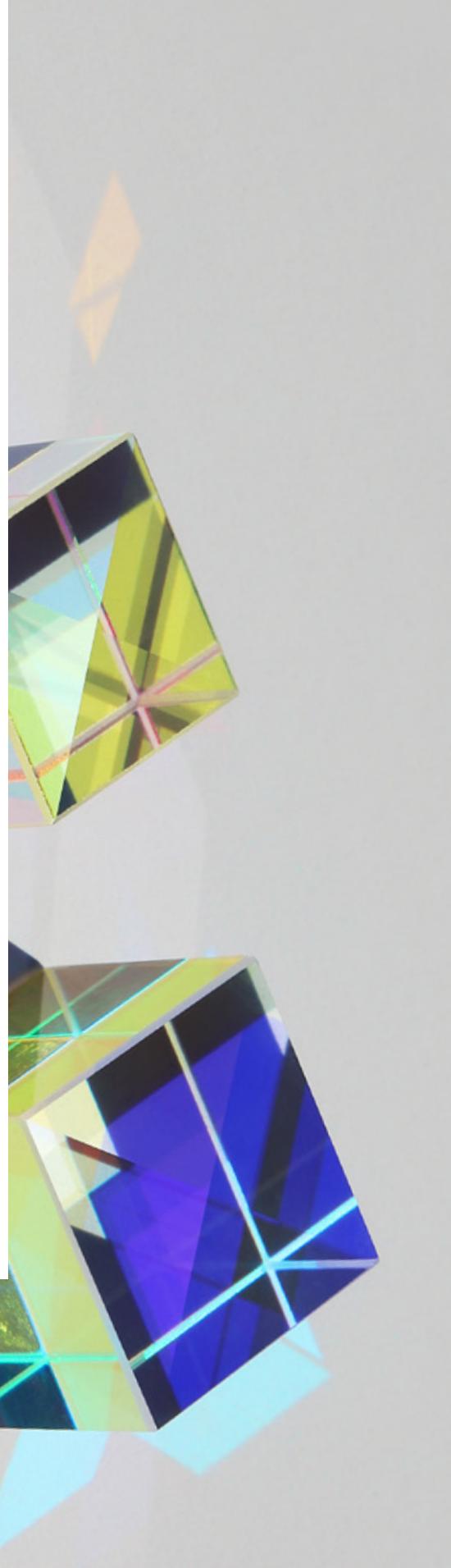
These boards will compare the skills and attributes of current directors with those that are critical to the company's long-term strategy to identify and address any gaps or overcapacity. Tools such as board and director assessments and director skill matrices can be useful for evaluating whether the current board members are still the right ones to address the organization's strategy. When they are not, or director performance is lacking, these boards will have the courage and culture to make a change. They will create the expectation that directors' continued service depends on their performance and the value and relevance of their skills on a forward-looking basis.

Boards that take this approach will be well-positioned to regularly inject new and needed perspectives into their deliberations. They also will reduce reliance on the retirement-based refreshment approach many boards take today, in which the oldest person on the board rolls off, regardless of his or her contribution. And when boards adopt a refreshment mindset and more frequent turnover, directors are less likely to feel the perceived stigma of leaving a board before retirement age.

Establishing a refreshment mindset also aligns boards with investors, who expect boards to regularly refresh their skill sets based on the forward-looking strategy. Many investors have expressed a preference for a mix of tenures in the boardroom: roughly a third each of short-, medium- and long-tenured directors.

As boards increase their refreshment, they also should ensure that they are preparing a diverse pipeline of directors for board leadership roles. Diversity in leadership can elevate important perspectives and increase the sense of belonging in the boardroom for all directors. Boards typically tap experienced directors for key leadership roles because they already have institutional knowledge of the company, familiarity with the key issues, and relationships with other board members and management. Forward-looking board succession planning anticipates the departure of board and committee leaders and ensures that the board has someone with the right skills, time and commitment to serve.

To help develop directors for board leadership, committee chairs will ensure that newer members gain deeper exposure to committee responsibilities and develop a perspective on which committee members could be strong committee chairs. The use of “board buddies” — pairing longer-tenured directors with new directors — can help new directors more quickly get up to speed on board culture, issues and responsibilities, while enabling established directors to see where they might best serve in future leadership roles.



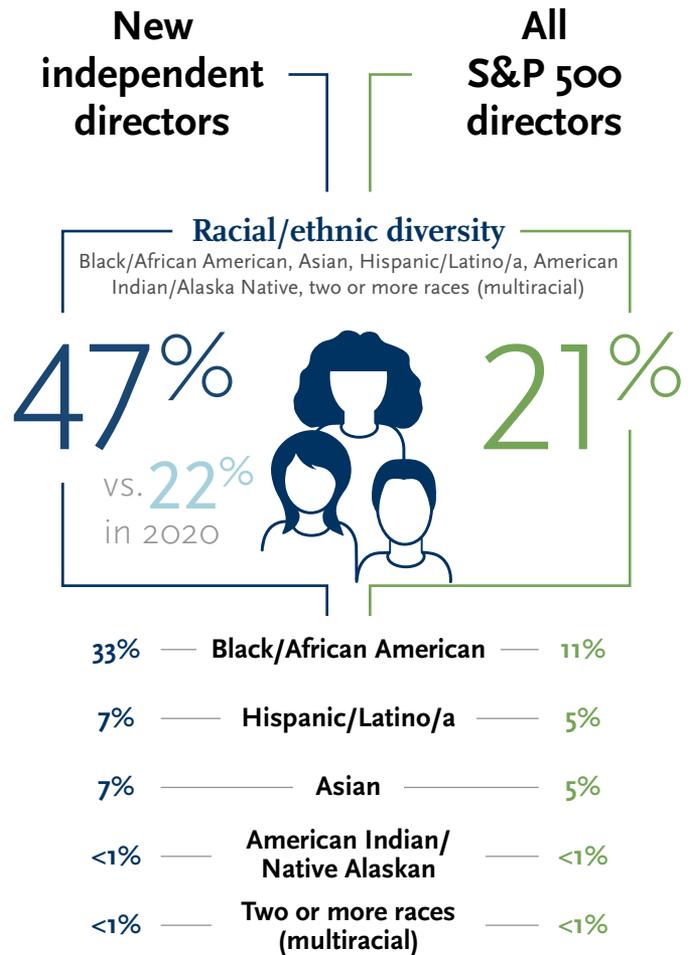
U.S. Spencer Stuart Board Index 2021 Highlights

Now in its 36th year, the *U.S. Spencer Stuart Board Index* analyzes the board governance practices of the S&P 500. Here, some of the most notable findings are highlighted.



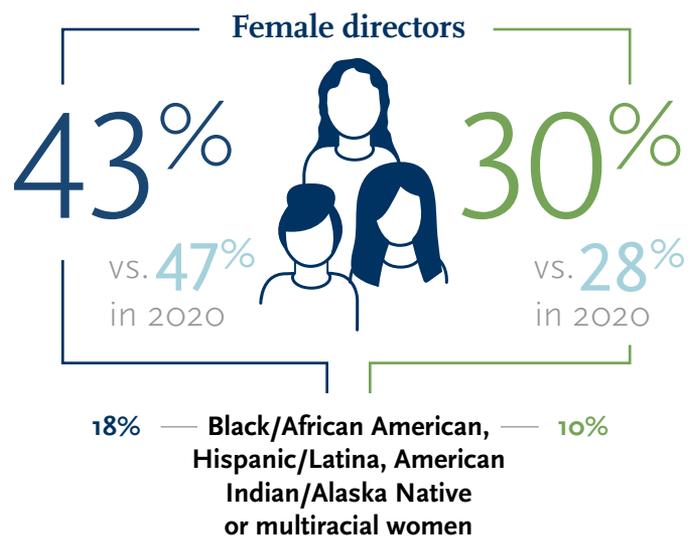
New class of S&P 500 directors is the most diverse ever

- » Directors from historically underrepresented groups — including women and Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial men — account for 72% of all new directors, compared with 59% last year. Nearly half — 47% — of the 456 new independent director class are from historically underrepresented racial and ethnic groups, and 43% are women, including 18% female Black/African American, Asian, Hispanic/Latina, American Indian/Alaska native or multiracial directors.
- One-third (33%) of all new independent directors are Black/African American, three times as much as than last year (11%) and the most since we began tracking this data in 2008.
- The representation of Asian directors among new directors fell slightly to 7% from 8% last year.
- Hispanic/Latino/a directors make up 7% of new directors, an increase from 3% last year and the most since we began collecting this data in 2008.
- The representation of women among new independent directors fell to 43% from 47% last year.



30% of all S&P 500 directors are women, a new milestone

- » Female representation increased to 30% this year from 28% last year and 16% a decade ago.
- » 96% of boards have two or more women directors, compared with 58% of boards in 2011. 72% have three or more women.
- » Only 8% of independent board chairs and 13% of lead/presiding directors are women.



69%

of next-gen directors are from historically underrepresented racial or ethnic groups

More than one-third (35%) of the directors appointed in the 2020 proxy year are serving on their first outside public company board, up from 28% in 2020

- » Nearly three-quarters of first-time directors — 74% — are actively employed, compared with 44% of non-first-time directors. 4% are actively employed private company CEOs who are serving on their first public company board.

Directors 50 and younger make up 16% of new directors and 6% of all directors

- » 69% of these next-gen directors are from historically underrepresented racial or ethnic groups.
- » 47% of new next-gen directors are women.

33%

of new S&P 500 directors are active and retired corporate executives

Functional, line leaders and other corporate executives are the most common new director backgrounds

- » One-third (33%) of new S&P 500 directors are active and retired corporate executives, including functional and other line leaders and division/subsidiary presidents.
- » 22% are active and retired CEOs.
- » 56% of new directors today are actively employed.
- » New independent directors from historically underrepresented groups are more likely to be functional/other line leaders and division/subsidiary presidents than those who are not and much less likely to be CEOs.

Boards continue to be more likely to use mandatory retirement than term limits to trigger refreshment

- » 6% of boards report having explicit term limits for non-executive directors. Term limits range from 10 to 20 years, with 73% of those that have them setting limits at 15 years or more.
- » 70% report having a mandatory retirement age, the same as last year, but retirement ages continue to climb. Half (51%) of boards with age limits have a mandatory retirement age of 75 or older, compared with 48% last year and 20% a decade ago.
- » The average tenure of independent directors on S&P 500 boards is 7.7 years, a year less on average than in 2011 (8.7 years).
- » The average age of independent directors is 63.1, compared with 62.4 in 2011.



70%

of boards report a mandatory retirement policy; 51% set the retirement age at 75 or older

60% of boards disclosed their ethnic/racial composition, with 28% of those boards identifying directors from historically underrepresented groups by name

- » 39% of boards reported having a policy to include individuals from historically underrepresented groups in the candidate pool when recruiting new directors, up from 24% last year.
- » Despite the record number of new directors from historically underrepresented groups during the 2021 proxy year, the overall representation of some demographic groups on S&P 500 boards trails their representation in the [U.S. population](#).
 - 21% of all S&P 500 directors are Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial, versus 42% of the U.S. population.
 - 49 S&P 500 companies (10%) are led by Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial CEOs.
 - 8% of independent board chairs and 10% of lead independent board directors are from historically underrepresented ethnic or racial groups.



49

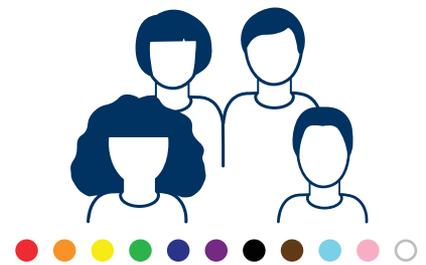
S&P 500 companies (10%) are led by individuals from historically underrepresented ethnic/racial groups

S&P 500 BOARD REPRESENTATION VERSUS U.S. POPULATION

	New S&P 500 directors	All S&P 500 directors	U.S. Census Bureau
% Women	43%	30%	50.8%
% From historically underrepresented ethnic/racial groups	47%	21%	42%
% Black/African American	33%	11%	13.4%
% Hispanic/Latino/a	7%	5%	18.5%
% Asian	7%	5%	5.9%
% American Indian or Alaska Native	<1%	<1%	1.3%
% Two or more races (multiracial)	<1%	<1%	2.8%

Additional proxy disclosures focused on diversity are emerging

- » 32 boards (6%) included LGBTQ+ disclosure in their proxy statement, although most did not identify the LGBTQ+ status of individual directors. Just five LGBTQ+ directors were identified by name.



37% of boards have an independent board chair

- » Today, 59% of S&P 500 boards split the chair and CEO roles, compared with 55% last year and 41% in 2011.
- » Boards also are more likely to name an independent chair — a director who meets applicable NYSE or NASDAQ rules for independence. 37% of boards have a truly independent chair today, compared with 34% last year. A decade ago, only 21% of boards had an independent chair.



In a year of unprecedented challenges, boards met more often

- » Boards met 9.4 times on average, exceeding the 7.9 meeting average last year. Because of travel restrictions and the convenience of virtual meetings, most boards did not meet in person.



More board performance evaluations consider individual director contributions

- » 98% of S&P 500 boards — all but 10 — report conducting some sort of annual performance evaluation.
- » 47% of boards disclose that they have some form of individual director evaluations, an increase from 44% last year and 34% a decade ago.

Director compensation rises modestly

- » The average total director compensation rose 1% to \$312,279. This average reflects actual director compensation, including the voluntary, and usually temporary, pay cuts some boards took during the height of the pandemic crisis.
- » Stock grants and cash represent the largest share of director compensation, 56% and 37%, respectively. Option grants (5%) and miscellaneous fees (2%) constitute the rest.
- » The average annual retainer increased by 2% to \$131,664.
- » 76% of boards provide stock grants to directors in addition to a cash retainer.
- » 93% of the 180 boards with independent board chairs provide additional compensation to the board chair, averaging \$164,276. 79% of boards with a lead or presiding director provide additional compensation to directors serving in those roles, averaging \$41,595.

47%

of S&P 500 boards disclose some form of individual director evaluations

\$312,279

Average total director compensation — an increase of 1% versus 2020



Trends over One, Five and 10 Years

	2021 ^a	2020 ^b	2016 ^c	2011 ^d	5-year % change	10-year % change
Board composition						
Average board size	10.8	10.7	10.8	10.7	0%	1%
Independent directors	86%	85%	84%	84%	2%	2%
Average director tenure	7.7	7.9	8.3	8.7	-7%	-12%
Average age of independent directors	63.1	63.0	63.0	62.4	0%	1%
New independent directors						
Total number	456	413	345	294	32%	55%
Women	43%	47%	32%	21%	34%	105%
Underrepresented ethnic/racial groups	47%	22%	15%	14%	213%	236%
Average age	57.5	57.8	57.3	56.7	0%	1%
Active CEO/chair/president/COO	14%	17%	19%	24%	-26%	-42%
Retired CEO/chair/president/COO	12%	19%	19%	19%	-37%	-37%
Financial backgrounds	27%	27%	25%	18%	8%	50%
All other corporate executives	33%	22%	23%	21%	43%	57%
First-time directors						
% of all new directors	35%	28%	32%*	21%*	9%*	67%*
Average age	54.1	54.0	56.2	55.3	-4%	-2%
# of first-time directors	159	114	111*	63*	43%*	152%*
Women directors						
Women as % of all directors	30%	28%	21%	16%	41%	86%
Boards with at least one woman director	100%	100%	99%	91%	1%	10%
CEO profile						
% of CEOs serving on one or more outside boards	40%	42%	43%	46%	-7%	-13%
# of women CEOs	29	30	24	15	21%	93%
Boards where CEO is the only non-independent	64%	63%	60%	57%	7%	12%
Average age	58.2	58.1	57.2	56.5	2%	3%
Average tenure with company	19.8	19.6	19.4	16.4	2%	21%
Chair independence						
CEO is also chair	41%	45%	52%	59%	-21%	-31%
Independent chair	37%	34%	27%	21%	37%	76%
Boards with lead or presiding director	70%	73%	87%	92%	-20%	-24%
Board meetings						
Average number of board meetings	9.4	7.9	8.4	8.2	12%	15%
Median number of board meetings	8	7	8	8	0%	0%

	2021 ^a	2020 ^b	2016 ^c	2011 ^d	5-year % change	10-year % change
Retirement age						
Boards with mandatory retirement age	70%	70%	73%	73%	-4%	-4%
<i>Boards with mandatory retirement age of 75+</i>	51%	48%	39%	19%	31%	168%
<i>Boards with mandatory retirement age of 72+</i>	97%	96%	94%	83%	3%	17%
Committee meetings (average number)						
Audit committees	8.4	8.2	8.6	8.7	-2%	-3%
Compensation committees	6.2	5.9	6.1	6.6	2%	-6%
Nominating committees	4.7	4.5	4.8	4.7	-2%	0%
Audit committee chair						
Active CEO/chair/president/COO	4%	5%	6%	11%	-33%	-64%
Financial exec/CFO/treas/public acct. exec	37%	36%	28%	21%	32%	76%
Non-employee director compensation						
Total average compensation ^e	\$312,279	\$308,462	\$285,065	\$232,142	10%	35%
Average annual retainer ^f	\$131,664	\$129,428	\$118,521	\$88,858	11%	48%
Median annual retainer ^f	\$100,000	\$100,000	\$100,000	\$75,000	0%	33%
Boards paying retainer of at least \$100,000	61%	60%	51%	29%	20%	110%
Boards paying board meeting fee	6%	7%	16%	37%	-63%	-84%
Average board meeting fee	\$2,663	\$2,512	\$2,155	\$2,284	24%	17%
Boards offering stock option program	11%	11%	14%	28%	-21%	-61%
Boards paying equity in addition to retainer	76%	78%	76%	77%	0%	-1%
Committee compensation						
Boards paying committee chair retainer	98%	98%	96%	91%	2%	8%
Average committee chair retainer	\$23,073	\$22,768	\$20,137	\$16,705	15%	38%
Boards paying committee member retainer	51%	48%	41%	37%	24%	38%
Average committee member retainer	\$11,863	\$11,893	\$11,308	\$9,684	5%	23%
Boards paying committee meeting fees	8%	9%	21%	35%	-62%	-77%
Average committee meeting fees	\$1,874	\$1,818	\$1,677	\$1,635	12%	15%

^a Data based on proxy year May 28, 2020, through May 13, 2021.

^b Data based on proxy year May 24, 2019, through May 20, 2020.

^c Data based on proxy year May 15, 2015, through May 15, 2016.

^d Data based on proxy year May 15, 2010, through May 15, 2011.

^e Based on non-employee director compensation tables included in 493 (2021), 494 (2020), 477 (2016) and 493 (2011) proxies. The number includes all board and committee retainers and meeting fees, supplemental non-executive chair and lead/presiding director fees, the value of equity compensation, and all other compensation paid in fiscal year 2020 to non-employee directors who served for the full year.

^f Not including stock beyond retainer.

* Prior to 2018, first-time directors represented only directors with no prior outside board service.

Editor's Note: The *U.S. Spencer Stuart Board Index* is based on our analysis of the most recent proxy reports from the S&P 500, plus an extensive supplemental survey. This edition of the index draws on the latest DEF14A proxy statements from 493 companies filed with the SEC between May 28, 2020, and May 13, 2021, and responses to our governance survey from 77 nominating/governance committee chairs conducted in the second quarter of 2021. Revenue data and industry/sector categories were taken from Capital IQ.

Data in tables and charts may not total 100% due to rounding.

Board Composition

2021 Snapshot

456

new independent directors



37%

of S&P 500 boards have a truly independent chair



70%

of boards report a mandatory retirement policy; **51%** set the retirement age at 75 or older



72%

of new independent directors are from historically under-represented groups



47% are Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial directors (**29% men** and **18% women**), a large increase from last year



43% are women, a decline from **47%** last year

Boards add 456 independent directors, the most since 2004

- » 59% of the 493 S&P 500 boards included in our index appointed at least one new independent director in the 2021 proxy year, and 21% appointed two or more board members.
- » In total, boards added 456 new independent directors, 10% more than last year and the most since 2004. New directors represent 9% of all S&P 500 directors.
- » New directors range in age from 33 to 79, and the average age is 57.5 — roughly a year older than the 2011 average (56.7).

The incoming class hits a new diversity milestone, with 72% from historically underrepresented groups

- » Nearly half — 47% — of new directors are Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial, and 43% are women. Together, directors from these historically underrepresented groups account for 72% of all new directors, compared with 59% last year.
- » Nearly all of the gains in the diversity of the new class of directors are due to the increase in representation of Black/African American directors.
 - One-third (33%) of all new independent directors are Black/African American, three times more than last year (11%) and the most since we began tracking this data in 2008.
 - The representation of Asian directors among new directors fell slightly to 7% from 8% last year.
 - Hispanic/Latino/a directors make up 7% of new directors, an increase from 3% last year. The representation of Hispanic/Latino/a directors among new directors has vacillated between 3% and 5% since we began collecting this data in 2008, not reaching above 6% before this year.
 - The representation of women among new independent directors fell to 43% from 47% last year.
- » 193 companies (39%) included a statement in their proxy committing to diverse slates when considering new directors, up from 24% last year.
- » 78 companies — 16% — expanded the size of the board to add one or more women.
- » 88 boards expanded in size to add racial/ethnic diversity. These boards added a total of 114 directors (77 men and 37 women) who are Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial.

NEW S&P 500 DIRECTORS: ONE, FIVE AND 10-YEAR BREAKDOWN BY GENDER AND RACE/ETHNICITY

	2021	2020	2016	2011	5-year % change	10-year % change
New directors	456	413	345	294	32%	55%
% Women	43%	47%	32%	21%	34%	105%
% From historically underrepresented ethnic/racial groups	47%	22%	15%	14%	213%	235%
% Black/African American	33%	11%	8%	7%	313%	371%
% Asian	7%	8%	2%	4%	250%	75%
% Hispanic/Latino/a	7%	3%	5%	3%	40%	133%
% American Indian/Alaska native	<1%	n/a	n/a	n/a	n/a	n/a
% Two or more races (multiracial)	<1%	n/a	n/a	n/a	n/a	n/a
% Female	18%	10%	5%	4%	260%	350%
% Male	29%	12%	10%	10%	200%	200%
Percentage of new directors from historically underrepresented groups	72%	59%	42%	31%	71%	132%

One-third of new directors are serving in their first outside public company board role

- » More than one-third (35%) of the S&P 500 directors appointed in the 2021 proxy year are serving on their first public company board, up from 28% in 2020.
 - Nearly three-quarters of first-time directors — 74% — are actively employed, compared with 44% of new directors with previous board experience. 4% are actively employed private company CEOs who are serving on their first public company board.
 - The average age of first-time directors is 54.1, about three years younger than the average age of all new directors overall (57.5).
 - 86% of first-time directors are from historically underrepresented groups, compared with 65% last year and 37% five years ago.

FIRST-TIME DIRECTOR SNAPSHOT

	2021	2020
New directors elected	159	114
% Women	45%	54%
% From historically underrepresented ethnic/racial groups	65%	25%
% Black/African American	45%	10%
% Asian	13%	12%
% Hispanic/Latino/a	7%	3%
% American Indian/Alaska native	<1%	n/a
% Two or more races (multiracial)	<1%	n/a
% Female	24%	13%
% Male	41%	12%
Percentage of newly elected directors from historically underrepresented groups	86%	65%

- » First-time directors are much less likely than experienced directors to be current or retired CEOs (6% versus 31% of experienced directors), and much more likely to be other corporate executives — such as functional leaders/other line leaders and divisional CEOs — 48% versus 23% of experienced directors.

NEW DIRECTOR BACKGROUNDS: FIRST-TIME VERSUS EXPERIENCED DIRECTORS

	First-time directors			Non-first-time directors		
	Active #	Retired #	Total %	Active #	Retired #	Total %
CEOs	7	2	6%	49	42	31%
Chairs/presidents/COOs	6	1	4%	2	10	4%
Line and other functional leaders	41	5	29%	15	33	16%
Financial executives/CFOs	13	5	11%	10	30	13%
Division/subsidiary presidents	24	7	19%	6	16	7%
Investment managers/investors	4	2	4%	31	0	10%
Academics/nonprofit	9	1	6%	5	2	2%
Lawyers/general counsel	9	2	7%	4	4	3%
Consultants	2	1	2%	3	1	1%
Bankers/investment bankers	1	5	4%	2	5	2%
Public accounting executives	0	3	2%	0	10	3%
Others	2	7	6%	5	12	6%
Total	118	41	100%	132	165	100%

Directors 50 and younger make up 16% of new directors and 6% of all directors

- » 16% of the incoming class of S&P 500 directors are “next-generation” directors, age 50 or younger, essentially flat for the past decade.
- » 69% of these next-gen directors are Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial directors, compared with 40% last year. 61% of these next-gen directors are serving on their first public company board, and 47% are women.
- » The most common industry backgrounds for next-gen directors are technology (25%), consumer (15%) and private equity/investments (11%).
- » 6% of all directors are “next-generation” directors, the same as last year.

Fewer new directors are non-nationals or have worked abroad

- » 16% of new independent directors were born outside the U.S., a slight decline from 17% in 2020. 25% of new directors who were born outside the U.S. are active CEOs, and another 11% are retired CEOs.
- » 34% of new directors have worked at an international location, a decline from 42% last year.

Functional, line and other corporate executives are the most common new director backgrounds

- » One-third (33%) of new S&P 500 directors are active and retired corporate executives, including functional and other line leaders and division/subsidiary presidents, compared with 23% last year and 21% a decade ago.
- » Over the same period, the share of active and retired CEOs among new directors has declined to 22% from 36% in 2011.
- » 56% of new directors today are actively employed, a slight decline from 59% a decade ago.
- » New independent directors from historically underrepresented groups are more likely to be functional/other line leaders, but less likely to be active or retired CEOs.
- » 45% of boards include a director skills matrix in their proxies, up from 38% in 2020. More boards have adopted the practice in recent years to disclose the relevant experience, skills and backgrounds of individual directors.

NEW INDEPENDENT DIRECTOR FUNCTIONAL BACKGROUNDS

	All new directors ^{***}	Black/African American	Asian	Hispanic/Latino/a	Men	Women
Functional and other line leaders	21%	26%	27%	20%	17%	26%
Financial executives/CFOs/treasurers	13%	7%	9%	3%	11%	14%
Active CEOs	12%	6%	24%	13%	15%	9%
Division/subsidiary presidents	12%	15%	15%	10%	13%	10%
Retired CEOs	10%	3%	0%	13%	12%	6%
Investment managers/investors	8%	7%	9%	7%	10%	6%
Academics/nonprofit executives	4%	7%	3%	7%	3%	4%
General counsel/lawyers	4%	7%	3%	7%	3%	6%
Bankers/investment bankers	3%	3%	0%	0%	1%	5%
Public accounting executives*	3%	3%	0%	7%	2%	4%
Active chairs/presidents/COOs	2%	2%	0%	3%	3%	1%
Consultants	1%	3%	3%	3%	1%	2%
Retired chairs/presidents/COOs	2%	1%	3%	3%	3%	2%
Others**	5%	10%	3%	3%	5%	6%
Total	456	149	33	30	261	195

* All former partners or executives of public accounting firms.

** Includes a physician, an economist, a medical researcher, an entertainment agent and several private company owners.

*** Includes one director identified as American Indian/Alaska Native and one identified as multiracial.

- » The consumer, technology and industrial sectors are the largest sources of new directors, accounting for 16%, 15% and 10% of new independent directors, respectively.
- » The top industry destinations for new independent directors are the industrial and financial sectors, attracting 18% and 15% of new directors, respectively. The industrial sector represents 15% of all S&P 500 companies and the financial sector 13%.

NEW INDEPENDENT DIRECTOR INDUSTRY BACKGROUNDS

	All new directors	Black/African American	Asian	Hispanic/Latino/a	Men	Women
Consumer	16%	15%	12%	13%	14%	18%
Technology	15%	11%	36%	13%	14%	16%
Industrial	10%	7%	15%	3%	10%	9%
Financial services	9%	9%	6%	10%	6%	13%
Private equity/investment management	7%	4%	9%	3%	8%	6%
Energy/utilities	7%	5%	0%	7%	8%	5%
Healthcare	6%	5%	12%	10%	7%	5%
Transportation	6%	8%	0%	3%	8%	3%
Education/nonprofit	4%	8%	3%	7%	4%	6%
Real estate	4%	4%	3%	3%	3%	4%
Media & entertainment	3%	6%	0%	3%	4%	3%
Government/military	3%	7%	0%	0%	4%	2%
Public accounting	3%	1%	0%	7%	2%	3%
Consulting	2%	2%	3%	7%	2%	2%
Professional services	2%	3%	0%	3%	1%	2%
Others*	3%	3%	0%	6%	4%	4%
Total	456	149	33	30	261	195

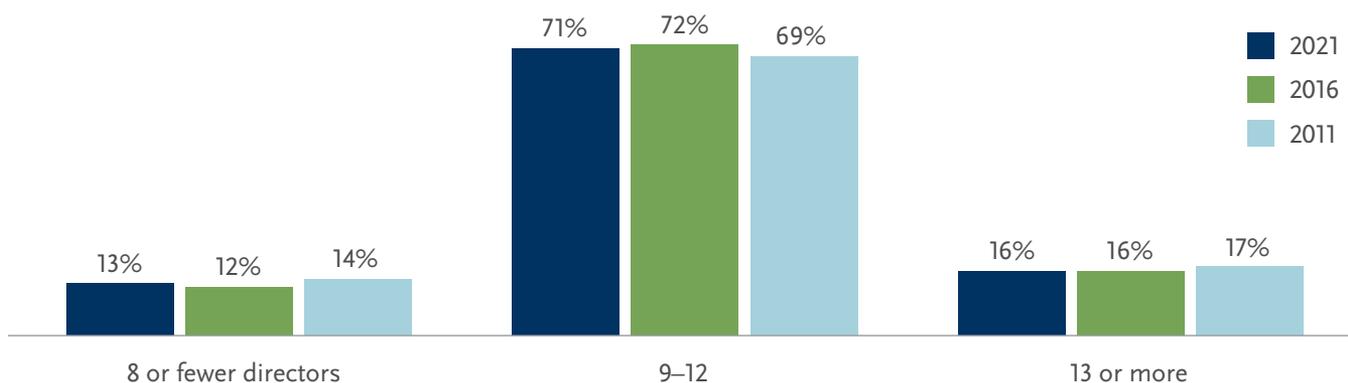
* Other includes holding companies, law firms and agriculture/forestry/fishing companies.

- » 21% of new directors have some experience in the government and/or the military, including 3% who are career military or government officials.

Boards have 10.8 directors on average

- » S&P 500 boards range in size from five to 22 members, and average 10.8 directors. 71% of boards fall into the 9-to-12-member range.

BOARD SIZE

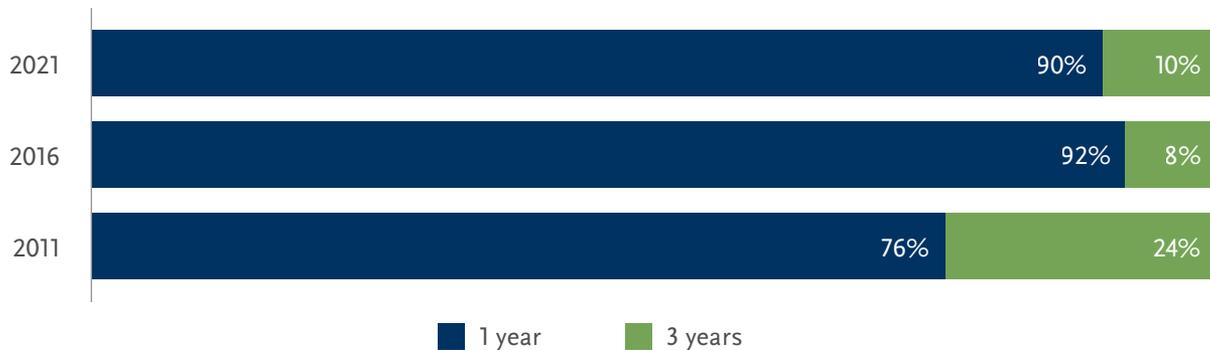


- » 86% of all S&P 500 board directors are independent, largely consistent with the past several years. Boards average 9.3 independent directors and 1.5 non-independent directors.
- » The CEO is the only non-independent director on 64% of S&P 500 boards, compared with 57% a decade ago.

90% of boards have annual director elections

- » Over the past decade, most S&P 500 boards have moved to a declassified board structure, where directors stand for election by shareholders annually. Today, 90% of boards have one-year terms, compared with 76% in 2011. The remaining boards have three-year terms.

DIRECTOR TERM LENGTHS

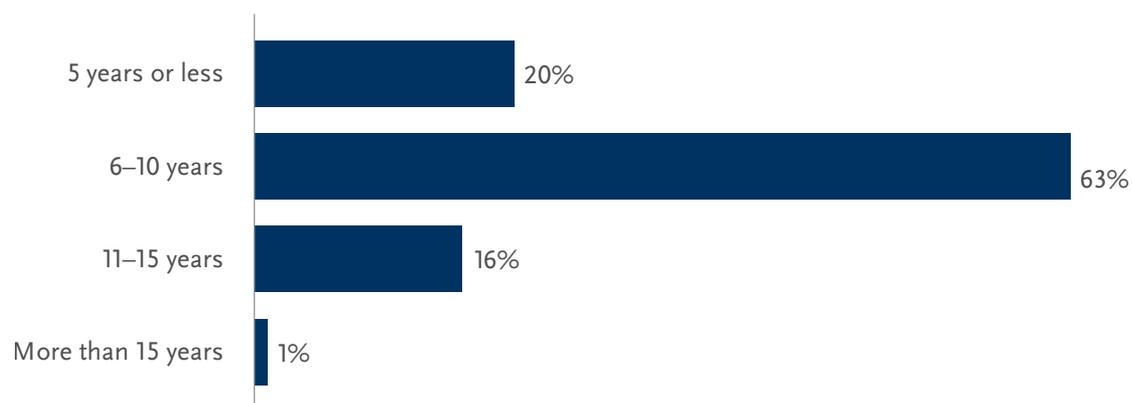


- » Most boards also have policies requiring directors to offer their resignation if they fail to receive a majority vote from shareholders; 89% of boards have such policies today, up from 79% in 2011. Boards retain the discretion to accept or decline a director's resignation.

Average board tenure has declined by a year over the past decade

- » The average tenure of independent directors on S&P 500 boards is 7.7 years, a year less on average than in 2011 (8.7 years). Median tenure fell during that period to 6.0 years from 8.4 years.
- » Just under half of independent directors (46%) have served for five or fewer years. 27% have served for 6–10 years, 14% for 11–15 years and 13% for 16 years or more. The longest-serving director has been on his board for 60 years.
- » Most S&P 500 boards, 63%, have an average tenure of between six and 10 years. The longest average board tenure is 20 years.

BOARD AVERAGE TENURE FOR INDEPENDENT DIRECTORS



Most boards require director resignations when employment situation changes

- » 85% of S&P 500 boards require directors who experience a change in employment status or job responsibilities to offer their resignation. The board chair and/or the nominating committee chair typically have the discretion to accept or decline the resignation.
- » Specific policies for company CEOs are less common. Only 34% of S&P 500 boards require the CEO to submit his or her resignation from the board when the CEO's employment with the company ends. In all cases, however, boards retain the discretion to accept or decline the resignation.

Many boards limit additional board activity by directors and the CEO

- » 77% of S&P 500 boards report having some limit on directors accepting other corporate directorships, a modest increase from 74% a decade ago. Limits take different forms; some apply to all directors, while others apply only to audit committee members or directors who are public company CEOs.
 - 67% of boards report having a numerical limit for other corporate board service that applies to all directors, compared with 57% in 2011. Most of these boards limit members to three or four additional directorships.
 - 42% restrict the number of other audit committees on which their audit committee members may serve (nearly all limiting to no more than two other audit committees), up modestly from 40% a decade ago.
 - 35% restrict the additional board activity of directors who are public company CEOs, compared with just 14% a decade ago.
- » 112 boards do not report specific limits on additional board service; 98% of these boards require directors to notify the board chair prior to accepting an invitation to join another company board and/or encourage directors to “reasonably limit” their other board service.
- » One-quarter of S&P 500 boards report a specific limit on the number of outside boards on which the CEO may serve. Among those that do, nearly all limit CEOs to one or two outside boards. Two boards allow their CEOs to serve on three outside corporate boards.
- » 60% of S&P 500 CEOs do not serve on a public corporate board in addition to their own board, compared with 58% last year and 54% 10 years ago. Of the 195 CEOs with an outside board commitment, only seven CEOs serve on more than one outside corporate board.

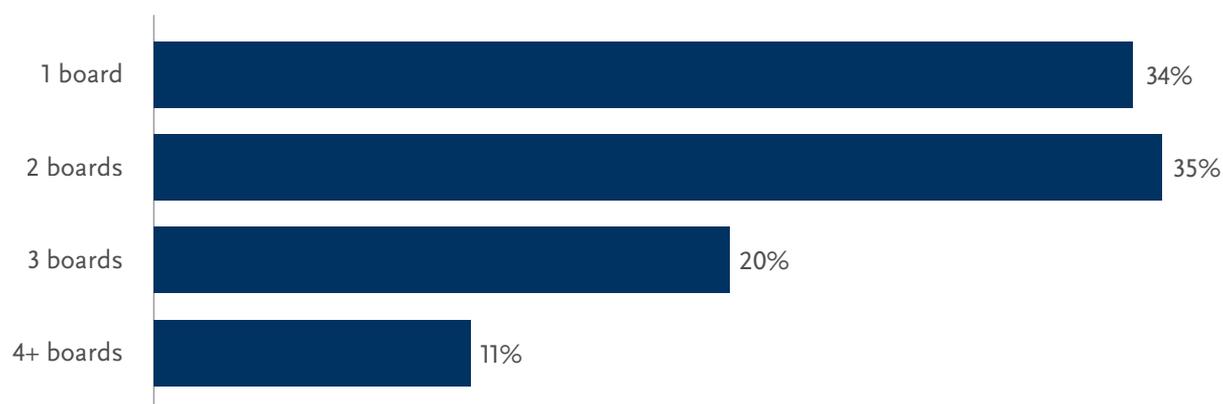
BOARDS WITH LIMITS ON ADDITIONAL CORPORATE DIRECTORSHIPS

Numerical limit	All directors	Audit committee members	Fully employed directors	CEOs
1	0%	0%	14%	12%
2	3%	41%	19%	13%
3	33%	1%	1%	0%
4	28%	0%	0%	0%
5	2%	0%	0%	0%
6	1%	0%	0%	0%
No reported limit	33%	58%	66%	75%

Independent directors serve on two boards on average

- » On average, independent directors on S&P 500 boards have 2.1 public corporate board affiliations.
- » 35% have two board affiliations, 20% have three and 11% have four or more. One director serves on six boards.

NUMBER OF CORPORATE BOARD AFFILIATIONS FOR INDEPENDENT DIRECTORS



Few boards have established director term limits

- » 31 S&P 500 boards (6%) report having explicit term limits for non-executive directors, two more than last year. Term limits range from 10 to 20 years, with 73% of those that have them setting limits at 15 years or more.
- » 64% of boards explicitly state in their corporate governance guidelines that they do not have term limits. 29% do not mention term limits. Three companies disclose that director terms are not unlimited, but do not specify a number.
- » Hybrid tenure policies are emerging. For example, Microsoft's tenure policy targets an average tenure of 10 years or less for the board's independent directors.

BOARDS WITH TERM LIMITS

Company	Term limit	Company	Term limit
Target Corporation	20 years	Newmont Corporation	15 years
Vertex Pharmaceuticals	20 years	Qorvo	15 years
Globe Life	18 years	Rockwell Automation	15 years
The Procter & Gamble Company	18 years	Roper Technologies	15 years
Evergy	16 years	Sysco Corporation	15 years
The AES Corporation	15 years	The Walt Disney Company	15 years
Air Products & Chemicals	15 years	Xcel Energy	15 years
Alaska Air Group	15 years	AvalonBay Communities	12 years
Baker Hughes	15 years	CBRE Group	12 years
Duke Energy Corporation	15 years	CDW Corporation	12 years
General Electric Company	15 years	Pinnacle West Capital Corporation	12 years
The Hartford Financial Services Group	15 years	Raymond James Financial	12 years
Healthpeak Properties	15 years	Wal-Mart Stores	12 years
Huntington Ingalls Industries	15 years	Allegion Public Limited Company	10 years
MasterCard	15 years	Illumina	10 years
Mondelez International	15 years		

Half of boards with mandatory retirement set the age at 75 or older

- » While the number of S&P 500 boards disclosing a mandatory retirement age for directors has declined modestly during the past 10 years — to 70% today from 73% in 2011 — the retirement ages of boards with these policies continue to rise.
- » Half (51%) of boards with age limits have a mandatory retirement age of 75 or older, compared with 48% last year and 20% a decade ago.
- » 18% of boards report not having a mandatory retirement age, and 12% do not discuss mandatory retirement in their corporate governance guidelines.

MANDATORY RETIREMENT AGES AMONG BOARDS WITH RETIREMENT POLICIES

	2021	2016	2011
Boards with a retirement policy	70%	73%	73%
70 and younger	3%	5%	16%
71	1%	1%	1%
72	37%	45%	55%
73	3%	4%	5%
74	6%	6%	3%
75 and older	51%	39%	20%

Average and median director ages have increased by a year in the past decade

- » The average age of independent directors of S&P 500 companies is 63.1, compared with 62.4 in 2011, and median age is 64 versus 63 a decade ago.
- » Independent directors range in age from 33 to 96 years old. Most directors — 51% — are in their 60s.
- » Similarly, most boards (82%) have an average board age in the 60s. 15% have an average age of 59 or younger, and 3% have an average age of 70 or older.

AVERAGE AGE OF INDEPENDENT DIRECTORS

	2021	2016	2011
Average age of all independent directors	63.1	63.0	62.4
Youngest average board age	50	47	50
Oldest average board age	74	76	72

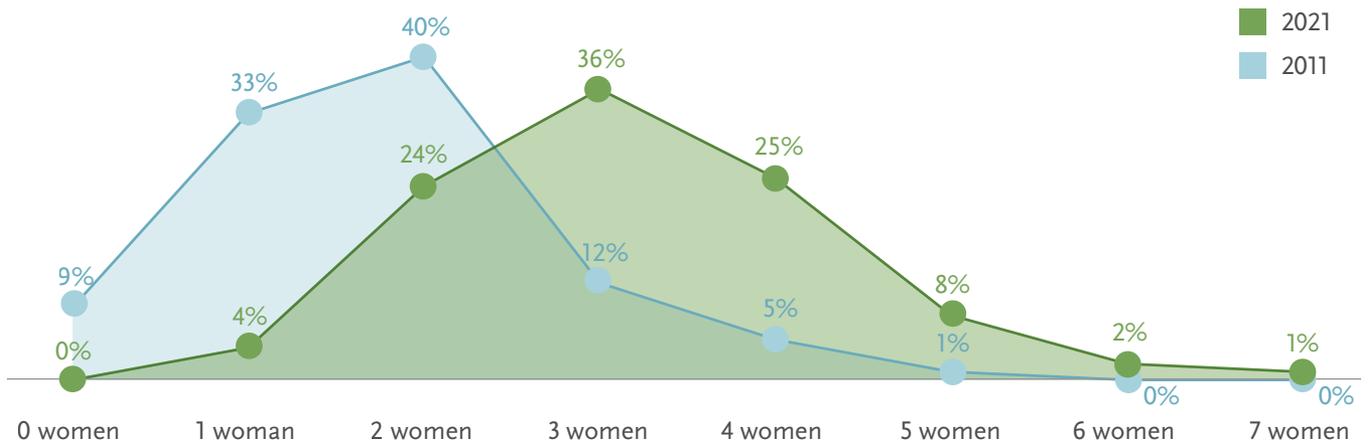
PERCENTAGE OF BOARDS WITHIN AVERAGE AGE RANGES

	2021	2016	2011
59 and younger	15%	15%	17%
60–63	47%	48%	46%
64 and older	38%	37%	37%

30% of directors are women, a new milestone

- » Female representation continues to tick up, reaching 30% this year, compared with 28% last year and 16% a decade ago.
- » Boards have been increasing the number of women members over the last several years. 96% of boards include two or more women directors, compared with 58% in 2011. 36% of boards today have three female directors and another 36% — compared with 28% last year — have four or more. In 2011, only 18% of boards had three or more female directors.
- » All boards have at least one woman director, and only 4% of boards have only one woman.

NUMBER OF WOMEN ON BOARDS BY PERCENTAGE



» Women now chair 30% of board audit committees, 28% of compensation committees and 29% of nominating/governance committees. However, only 8% of independent board chairs and 13% of lead/presiding directors are women.

WOMEN IN S&P 500 LEADERSHIP ROLES

	% Female 2021	% Female 2020
Independent board chair	8%	4%
Lead/presiding director	13%	11%
Audit committee chair	30%	26%
Compensation committee chair	28%	25%
Nominating/governance committee chair	29%	28%

» As of our May 15, 2021, cut-off date, 29 S&P 500 companies (6%) have a woman serving as CEO, one fewer than last year. The S&P 500 had the most female CEOs — 31 — in 2017.

Board ethnic/racial diversity remains limited, despite record recruitment in 2021 proxy year

- » 60% of S&P 500 boards disclosed their ethnic/racial composition, with 28% of those boards identifying directors from historically underrepresented groups by name.
- » 92% of S&P 500 companies have at least one director from a historically underrepresented racial/ethnic group. Because this is the first year the *U.S. Spencer Stuart Board Index* has tracked the ethnic/racial diversity of all S&P 500 boards, we do not have prior-year comparisons.

- » Despite the record number of new directors from historically underrepresented groups recruited during the 2021 proxy year, the overall representation of some demographic groups on S&P 500 boards trails their representation in the U.S. population.
- » 21% of all S&P 500 directors are Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial, 70% of whom are male.

S&P 500 BOARD REPRESENTATION VERSUS U.S. POPULATION

	New S&P 500 directors	All S&P 500 directors	U.S. Census Bureau
% Women	43%	30%	50.8%
% From historically underrepresented ethnic/racial groups	47%	21%	42%
% Black/African American	33%	11%	13.4%
% Hispanic/Latino/a	7%	5%	18.5%
% Asian	7%	5%	5.9%
% American Indian or Alaska Native	<1%	<1%	1.3%
% Two or more races (multiracial)	<1%	<1%	2.8%

- » 49 (10%) of S&P 500 companies are led by Black/African American, Hispanic/Latino/a, Asian, American Indian/Native Alaskan or multiracial CEOs.
- » Only 8% of independent board chairs and 10% of lead independent board directors are from a historically underrepresented racial/ethnic group.

S&P 500 LEADERSHIP ROLES

	% From historically underrepresented ethnic/racial groups
Independent board chair	8%
Lead/presiding director	10%
Audit committee chair	12%
Compensation committee chair	14%
Nominating/governance committee chair	16%

The majority of boards include at least one non-national director

- » More than two-thirds (68%) of boards include at least one director born outside the U.S., compared with 66% last year.
- » While the percentage of new non-U.S. directors declined slightly from last year — to 16% from 17% in 2020 — the overall representation of non-U.S. directors increased to 14% of all directors from 13% in 2020.
- » Women make up one-quarter (24%) of the non-national directors.

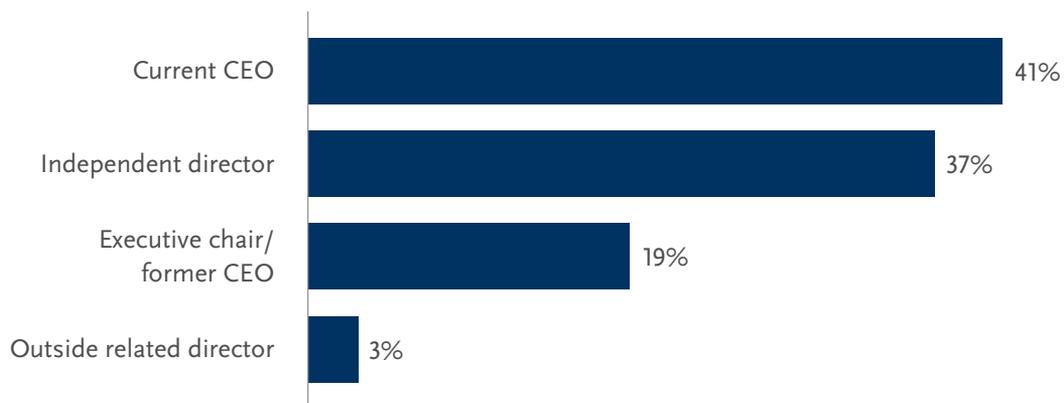
Additional proxy disclosures focused on diversity are emerging

- » 32 boards (6%) included LGBTQ+ disclosure in their proxy statement, although few boards identified the LGBTQ status of individual directors. On these 32 boards, five LGBTQ directors were identified by name.
- » One board disclosed having a disabled/differently abled person on their board.
- » Three boards disclosed having a veteran on their board.

Nearly 60% of boards now separate the chair and CEO roles

- » For more than a decade, a growing number of boards have separated the chair and CEO roles. Today, 59% of S&P 500 boards split the chair and CEO roles, compared with 55% last year and 41% in 2011.
- » Boards also are more likely to name an independent chair — a director who meets applicable NYSE or NASDAQ rules for independence. 37% of boards have an independent chair today, compared with 34% last year. A decade ago, 21% of boards had an independent chair.
- » 15% of board chairs hold the title “executive chair,” 4% are the former company CEO, and 3% are outside related directors, such as major investors, retired company executives other than the CEO, and directors who receive significant compensation from the company. In 2011, only 1% of board chairs were outside related directors.
- » Among the 109 boards where the chair is separate but not independent, nearly all (96%) have identified a lead or presiding independent director.
- » Five boards do not report having any form of independent board leadership, neither an independent chair nor a lead/presiding director.

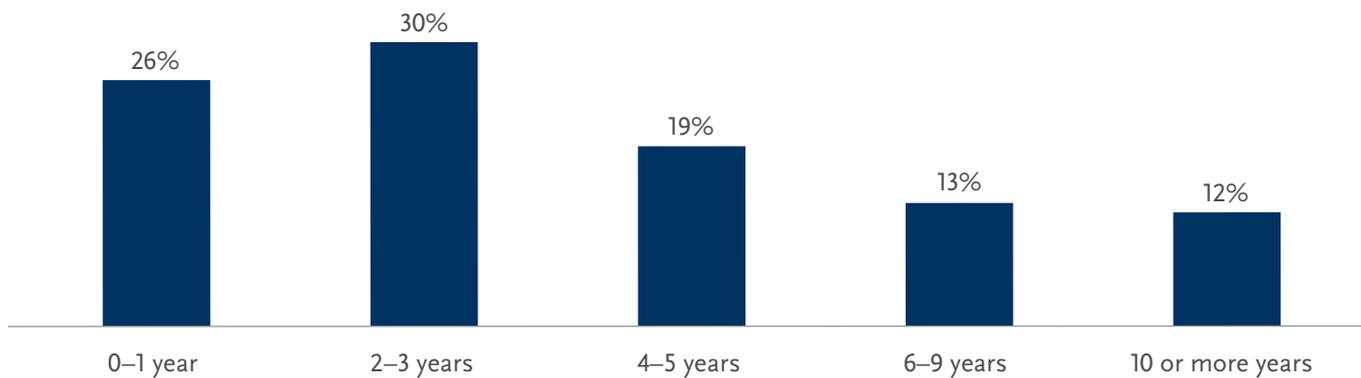
CHAIR'S RELATIONSHIP WITH THE COMPANY



The average tenure for independent chairs is four years

- » Independent chairs on S&P 500 boards are three years older on average than their fellow directors: 66.2 versus 63.1.
- » Nearly all independent chairs, 92%, served as directors on the board prior to becoming chair, serving seven years on average before becoming chair.
- » Independent chair tenures range from less than one year to 22 years. The average tenure is 4.4 years.

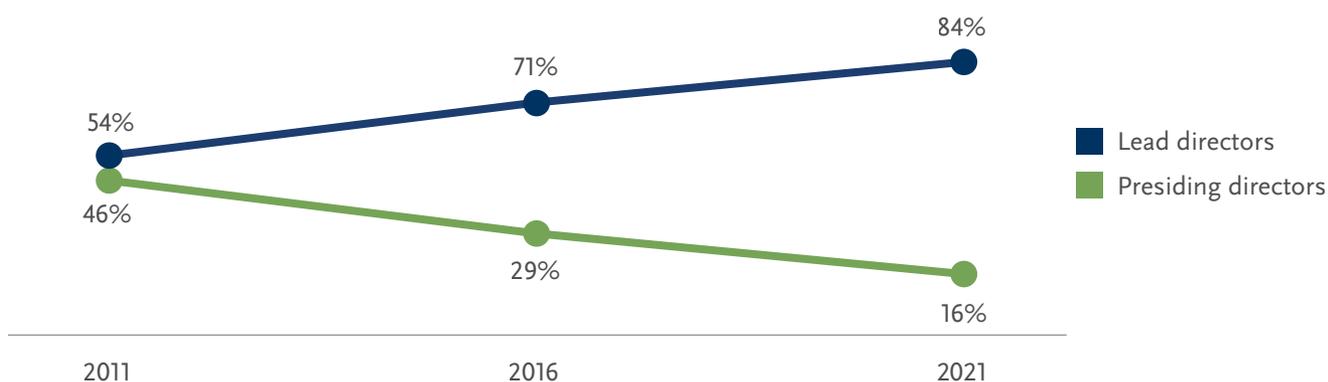
INDEPENDENT CHAIR YEARS IN THE ROLE



Fewer lead/presiding directors as more boards name an independent chair

- » 70% of boards report having an independent lead or presiding director, declining from 73% last year and 92% a decade ago.
- » Among boards with these roles, lead directors are more common. 84% of the 343 boards with one of these roles have lead directors and 16% have presiding directors, including those identified as “chair” of executive sessions. A decade ago, 54% were lead directors and 46% were presiding directors.

LEAD VERSUS PRESIDING DIRECTORS



- » 82% of boards with a lead/presiding director disclosed their tenure. On average, lead/presiding directors have served in the role for 4.3 years, a year longer than the average in 2011, 3.3 years.

Retired CEOs and investors are most common independent chairs and lead directors

- » Most of the 180 independent chairs (54%) are retired CEOs, chairs, vice chairs, presidents or COOs. Investors and investment managers are the next most common profile, representing 15% of independent chairs.
- » 12 active top executives, including six public company CEOs, are independent chairs, representing 7% of the total. A decade ago, 105 boards had independent chairs, 10 of whom (9%) were active CEOs, chairs, presidents or COOs.
- » Similar to independent chairs, the most common backgrounds of lead and presiding directors are retired CEOs, chairs, vice chairs, presidents or COOs (44%) and investors and investment managers (13%). Active executives in these top roles are somewhat more likely to serve as a lead or presiding director than independent chair, but half as likely than a decade ago to serve in the role, 7% versus 15% in 2011.

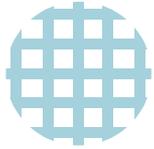
INDEPENDENT CHAIR AND LEAD/PRESIDING DIRECTOR BACKGROUNDS

	Retired chair/ president/ CEO	Investor/ investment manager	Bankers/ financial executives/ CFOs/public accounting	Active/ retired other corporate executive	Active chair/ president/ CEO	Academics/ nonprofit executives	Others*
Independent chair	54%	15%	11%	7%	7%	2%	3%
Lead/presiding director	44%	13%	14%	10%	7%	6%	5%

* Includes consultants and lawyers.

Board Organization and Process

2021 Snapshot



9.4

Average number of board meetings



47%

of boards — up from 34% 10 years ago — disclose that they have some form of **individual director evaluations**



98%

of S&P 500 boards — all but 10 — report conducting some sort of **annual performance evaluation**



4.2

Average number of standing committees on S&P 500 boards



In a challenging year, board meetings increase by almost 20%

- » In a year when businesses were buffeted by a pandemic and social unrest, S&P 500 boards met 9.4 times on average, one and a half more meetings than the 7.9 meeting average in the 2020 proxy year. Because of travel restrictions and the convenience of virtual meetings, most boards did not meet in person.
- » Boards had as few as four meetings and as many as 41. 36% of boards met 10 or more times, compared with 22% of boards in 2020.
- » The share of boards meeting five or fewer times had been increasing in the past several years, reaching 27% last year. In this proxy year, 14% of boards met five times or less.
- » A decade ago, boards met 8.4 times on average. The annual meeting average includes regularly scheduled meetings and special meetings.

DISTRIBUTION OF BOARD MEETINGS*

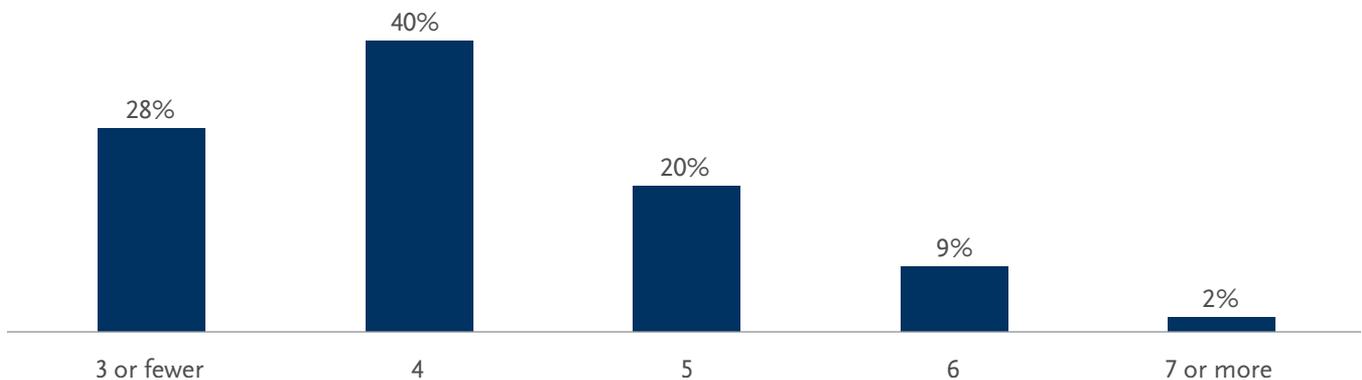
	2021	2020
5 or fewer meetings	14%	27%
6–9	49%	52%
10–12	19%	15%
13 or more	17%	7%

* Includes in-person and telephonic regular and special meetings.

Boards have four standing committees on average

- » S&P 500 boards have an average of 4.2 standing committees. The average and median number of committees have remained mostly unchanged for the past decade. The most committees boards have is seven, a decline from nine last year.
- » 71% have more than the three NYSE-mandated committees (audit, compensation and nominating/governance). In addition to these, the most common committees are the executive committee and finance committee.
- » More boards have a standalone science and technology committee than a decade ago. 13% of boards have these committees today, compared with 6% in 2011.
- » Four boards have established a dedicated diversity, equity and inclusion committee.

NUMBER OF STANDING COMMITTEES



PREVALENCE AND INDEPENDENCE OF STANDING COMMITTEES

	% with this committee		% composed entirely of independent directors	
	2021	2016	2021	2016
Audit	100%	100%	100%	100%
Compensation/HR	100%*	100%	99.4%	100%
Nominating/governance	99.8%	99.6%	99.4%	99.8%
Executive	27%	33%	2%	4%
Finance	27%**	31%	90%	78%
Risk	12%	12%	88%	85%
Public policy/social & corporate responsibility	7%	10%	94%	88%
Science & technology	13%	9%	89%	88%
Environment, health & safety	11%	7%	93%	80%
Legal/compliance	6%	5%	89%	91%
Strategy & planning	2%	2%	88%	60%
Investment/pension	3%	3%	67%	75%
Acquisitions/corporate development	2%	2%	75%	50%

* 12 boards have a combined compensation and nominating committee. They are counted as separate committees for the purpose of this analysis.

** Nine boards have a combined finance and risk management committee. They are counted as separate committees for the purpose of this analysis.

Audit committees meet eight times on average

- » While boards met significantly more often during the 2021 proxy year, their committees met about as frequently as in the recent past.
 - Audit committees met 8.4 times on average, versus 8.2 last year. As always, audit committees tend to meet more often than compensation or nominating/governance committees.
 - Compensation committees averaged 6.2 meetings, compared with 5.9 last year.
 - Nominating/governance committees held an average of 4.7 meetings, compared with 4.5 last year.

DISTRIBUTION OF COMMITTEE MEETINGS*

Number of meetings	Audit committee	Compensation committee	Nominating/governance committee
3 or fewer	0%	6%	19%
4	6%	16%	32%
5	9%	20%	27%
6	10%	22%	12%
7	12%	15%	5%
8–10	44%	18%	5%
11–13	14%	3%	2%
14 or more	4%	2%	0%
Average	8.4	6.2	4.7
Median	8.0	6.0	4.0
Maximum	24	22	20

* Includes in-person and telephonic regular and special meetings.

Retired CEOs and finance leaders are most likely to chair board committees

- » 62% of audit committee chairs have a financial background, including CFOs and other corporate financial leaders, public accounting executives, investors and bankers/investment bankers; another 25% are active or retired CEOs, chairs, presidents, and COOs and vice chairs.
- » 26% of all directors are identified as audit committee financial experts.
- » Chairs of compensation and nominating/governance committees are most likely to be retired CEOs, chairs, vice chairs, presidents and COOs; 37% of compensation committee chairs and 36% of nominating committee chairs have these backgrounds.
- » Active CEOs, chairs, presidents and COOs serve as chair of just 4% of audit committees, 11% of compensation committees and 7% of nominating/governance committees. These leaders were more likely to chair committees a decade ago; working CEOs, chairs, presidents and COOs chaired 11% of audit committees, 20% of compensation committees and 15% of nominating/governance committees in 2011.

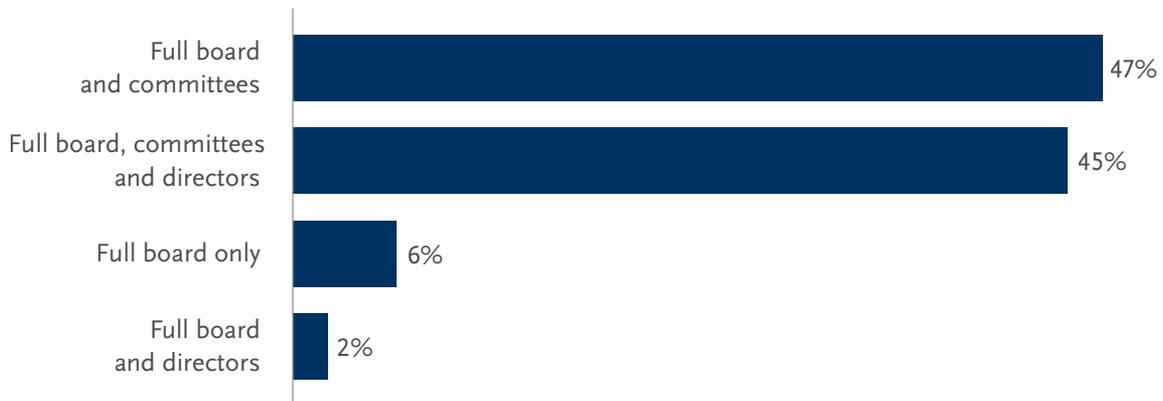
COMMITTEE CHAIR BACKGROUNDS

	% of Chairs		
	Audit committee	Compensation committee	Nominating/governance committee
CEOs/chairs/vice chairs/presidents/COOs	25%	48%	43%
<i>Active</i>	4%	11%	7%
<i>Retired</i>	21%	37%	36%
Other corporate executives	8%	18%	14%
Financial backgrounds	62%	23%	22%
<i>Financial executives/CFOs/treasurers</i>	37%	4%	4%
<i>Bankers/investment bankers</i>	6%	5%	3%
<i>Investment managers/investors</i>	8%	13%	14%
<i>Public accounting executives</i>	11%	1%	1%
Academics/nonprofit executives	2%	4%	6%
Consultants	2%	4%	6%
Lawyers	1%	2%	5%
Others	1%	2%	4%

Nearly half of boards report conducting individual director evaluations

- » 98% of boards — all but 10 — report conducting some sort of annual performance evaluation.
- » 47% of boards disclose that they have some form of individual director evaluations, an increase from 44% last year and 34% a decade ago.
- » 22% of boards report working with an independent third party to facilitate the evaluation process, versus 21% last year. A number of these boards indicate that they use an outside facilitator “periodically” or every two or three years.

BOARD, COMMITTEE AND DIRECTOR EVALUATIONS



Director Compensation

2021 Snapshot



Stock grants and cash represent the largest share of director compensation, **56%** and **37%** respectively

76% of S&P 500 boards provide stock grants to directors in addition to a cash retainer



The average total compensation for S&P 500 directors increased

1% to
\$312,279



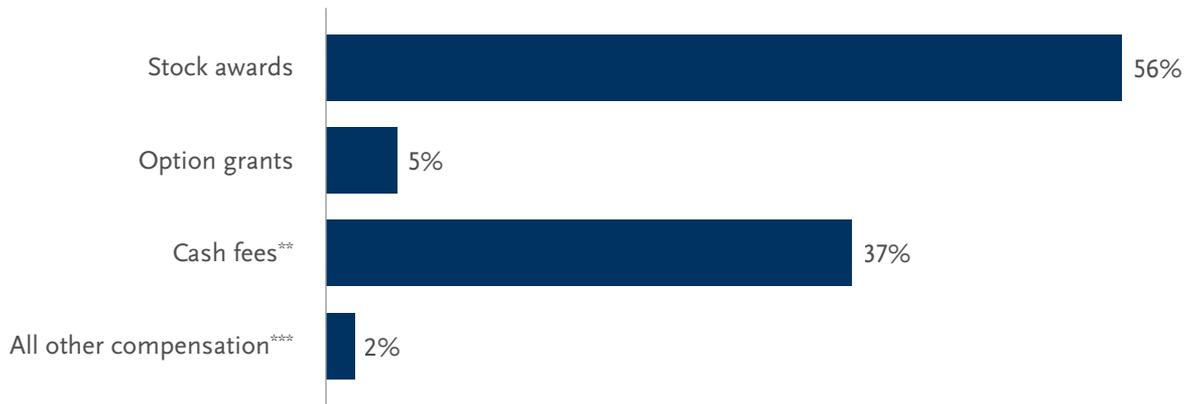
The average annual retainer for S&P 500 directors increased by about

2% to
\$131,664

Average total director compensation increases by 1% to \$312,279

- » The average total compensation for directors rose 1% to \$312,279 from \$308,462 last year. The average compensation rose even though some boards took voluntary pay reductions during the height of the pandemic crisis. Pay cuts were usually temporary, typically three to six months, and included reductions in the either cash components, equity awards or some combination of the two.
- » Excluding premium compensation for the independent board chair, the average total compensation per director is \$305,808.
- » Stock grants represent the largest share of director compensation, 56%, followed by cash compensation, 37%. The composition of equity awards has shifted over time, with fewer companies granting options and more providing stock awards.
- » 70% of boards have deferred compensation plans, the same as last year.

BREAKDOWN OF DIRECTOR COMPENSATION*



* Total average compensation per non-employee director is based on non-employee director compensation tables included in 493 proxies. The number includes all board and committee retainers and meeting fees, supplemental non-executive chairman and lead/presiding director fees, the value of equity compensation, and all other compensation paid in fiscal year 2020. Retiring and new directors are included when paid compensation for at least three quarters of the year.

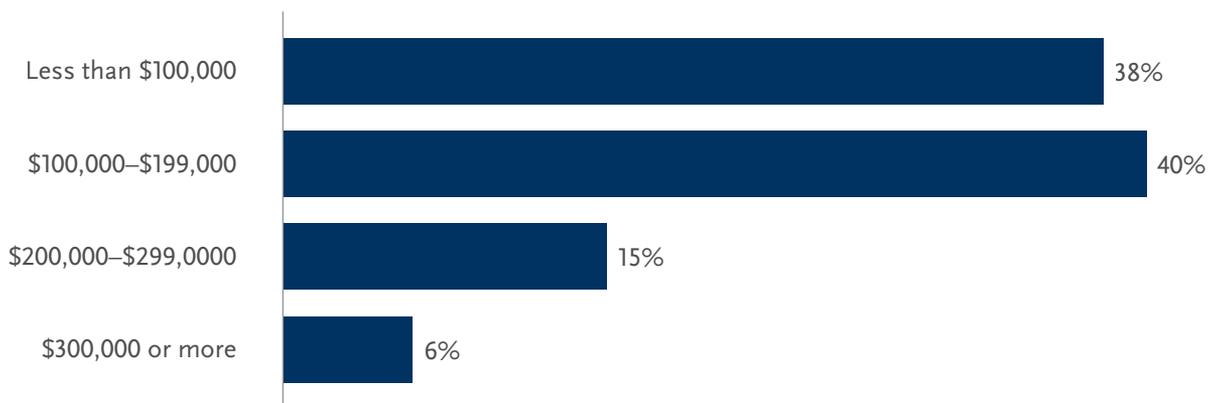
** Includes deferred compensation amounts.

*** Includes, for example, insurance premiums, charitable award programs and incremental cost to company of products provided.

Average retainer rises 2% to \$131,664

- » The average annual director retainer is \$131,664, 2% higher than last year’s \$129,428 average. During the past five years, the average retainer has increased 2% to 3% each year and by 11% overall since 2016.
- » Retainers vary widely by company. The lowest board retainer is \$20,000 and the highest is \$375,000, which is paid partially in equity.
- » 38% of boards pay retainers of less than \$100,000 — including 12 companies with retainers under \$50,000 — while 29 companies (6%) pay retainers of \$300,000 or more.

ANNUAL RETAINERS



- » Only 6% of boards provide meeting attendance fees today. A decade ago, 37% of boards provided meeting attendance fees, but the prevalence of attendance fees has fallen as boards shifted the compensation mix toward retainers and stock awards.
- » Meeting attendance fees range from \$900 to \$15,000 (at a company where meeting fees were paid in lieu of a retainer and capped at \$60,000 per year) and average \$2,663.

CHANGES IN NON-EMPLOYEE DIRECTOR COMPENSATION

Type of compensation	% of boards paying this type		Average paid		% of change in value
	2021	2011	2021	2011***	2011–2021
Board retainer*	100%	100%	\$131,664	\$88,858	48%
Board meeting fee	6%	37%	\$2,663	\$2,284	17%
Committee chair retainer**	98%	95%	\$23,073	\$16,705	38%
Committee member retainer**	51%	41%	\$11,863	\$9,684	23%
Committee meeting fees	8%	26%	\$1,874	\$1,635	15%
Stock option program	11%	28%	\$125,934	\$82,607	52%
Stock grants paid above and beyond retainer	76%	77%	\$177,529	\$113,825	56%

* Dollar amounts for retainer do not include boards that do not pay a retainer or boards that do not provide a dollar value equivalent for the retainer equity amount.

** Average for all committees.

*** Not adjusted for inflation.

Director compensation includes stock grants on most boards

- » Three-quarters (76%) of boards provide stock grants to directors in addition to a cash retainer, roughly the same as a decade ago (77%). The average targeted dollar value of annual stock grants is \$177,529.
- » Stock options, however, are less common today. Only 11% of boards grant stock options to directors, compared with 28% in 2011. The average disclosed value of annual stock option grants is \$125,934.
- » 92% of boards, versus 86% a decade ago, disclose having share ownership guidelines for directors. Typically, these guidelines require directors to own a certain number of shares or a multiple of the retainer value within a specified number of years with the goal of aligning directors' interests with those of shareholders.

EQUITY COMPENSATION

	% of S&P 500 boards		
	2021	2016	2011
Stock option program exists	11%	14%	28%
Stock grants provided in addition to retainer	76%	76%	77%
Stock grants provided as a part of retainer	21%	22%	18%
Directors have flexibility in the compensation mix	47%	51%	57%
Director can elect to receive compensation in stock options	3%	4%	5%
Retainer paid fully in stock	2%	2%	2%

Premium for board leadership service varies by role

- » 93% of the 180 S&P 500 boards with independent board chairs provide additional compensation to the board chair, averaging \$164,276, a 5% decline from last year. Additional board chair compensation ranges from \$40,000 to \$604,153.
- » 79% of boards with a lead or presiding director provide additional compensation to directors serving in those roles, averaging \$41,595.
- » Lead directors are more likely than presiding directors to receive additional compensation — 87% versus 38% — and their premiums are higher. The average lead director premium is \$42,097, 18% more than the \$35,595 average premium for presiding directors.

Committee chair retainers average \$23,073

- » 98% of boards in our study provide a retainer for service as a committee chair, compared with 91% a decade ago. Among these boards, relative to the nominating/governance committee chair retainer, 89% pay a higher retainer to the audit committee chair, and 59% pay more to the compensation committee chair.
- » On average, committee chairs receive a retainer of \$23,073, 1% more than last year.
- » More than half of boards (51%) now provide a retainer for committee member service, an increase from 41% five years ago. The average committee member retainer is \$11,863, nearly unchanged from last year. Audit committee members receive 17% more on average (\$13,902).

COMMITTEE RETAINERS

	Average committee retainers		% of boards paying this type	
	2021	2016	2021	2016
All committee members	\$11,863	\$11,308	51%	41%
<i>Audit committee members</i>	\$13,902	\$13,015	51%	41%
<i>Compensation committee members</i>	\$11,492	\$11,851	38%	28%
<i>Nominating committee members</i>	\$9,431	\$8,947	37%	28%
All committee chairs	\$23,073	\$20,137	98%	96%
<i>Audit committee chairs</i>	\$28,301	\$24,989	98%	96%
<i>Compensation committee chairs</i>	\$22,263	\$20,916	97%	95%
<i>Nominating committee chairs</i>	\$18,573	\$15,370	96%	93%

- » Similar to board meeting attendance fees, committee meeting fees have declined in usage. 8% of S&P 500 boards pay committee meeting fees, compared with 9% last year and 21% five years ago. The average committee meeting fee is \$1,750.

Average director comp varies widely by sector

- » Average total director compensation varies significantly across industries, ranging from a low of \$266,088 in the real estate sector to a high of \$349,014 in healthcare. The average compensation for directors of healthcare companies is 12% more than the S&P 500 average. Average compensation for directors in the real estate sector trails the S&P 500 average by 15%.

- » Stock awards account for 66% of director compensation among technology companies, the most of any sector. Industrial and utility companies rely least on stock awards, which represent 52% of director compensation in these sectors.
- » Cash represents a larger share of compensation in the utility sector — 46% — and a smaller share in the consumer discretionary section — 31%.
- » While S&P 500 companies have generally reduced their use of stock options in director compensation, in two sectors — consumer discretionary and healthcare — the value of stock options represents 10% or more of director compensation.

AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR BY INDUSTRY*

Industry	% of total compensation				
	Total average compensation	Cash fees**	Stock awards	Option value	All other compensation***
Communication services	\$345,562	33%	58%	7%	2%
Consumer discretionary	\$311,646	31%	55%	12%	2%
Consumer staples	\$285,444	38%	57%	4%	1%
Energy	\$325,014	40%	56%	0%	4%
Financials	\$305,336	41%	56%	1%	2%
Healthcare	\$349,014	32%	56%	10%	2%
Industrials	\$298,795	39%	52%	6%	3%
Materials	\$293,988	44%	53%	1%	2%
Real estate	\$266,088	41%	56%	2%	1%
Technology	\$338,663	32%	66%	1%	1%
Utilities	\$289,580	46%	52%	0%	2%
Average	\$312,279	37%	56%	5%	2%

* Based on non-employee director compensation tables in 493 proxies for 2021. Includes all board and committee retainers and meeting fees, non-executive chairman and lead/presiding director supplemental fees when applicable, the value of equity compensation and all other compensation paid to non-employee directors in fiscal year 2020. Retiring and new directors are included when paid compensation for at least three quarters of the year.

** Includes deferred compensation amounts.

*** Includes insurance premiums, charitable award programs and incremental cost to the company of products provided to directors.

- » Average director compensation by company size ranged from a low of \$290,245 for directors of companies with revenue less than \$2.5 billion to a high of \$330,144 for companies with revenue greater than \$10 billion. Director compensation among companies in the greater-than-\$10-billion-revenue category rose nearly 3%, but was virtually unchanged for directors of smaller companies.

AVERAGE DIRECTOR COMPENSATION BY SALES

Less than \$2.5 billion	\$290,245
\$2.5–\$10 billion	\$293,898
Greater than \$10 billion	\$330,144

Nominating/Governance Chair Survey 2021

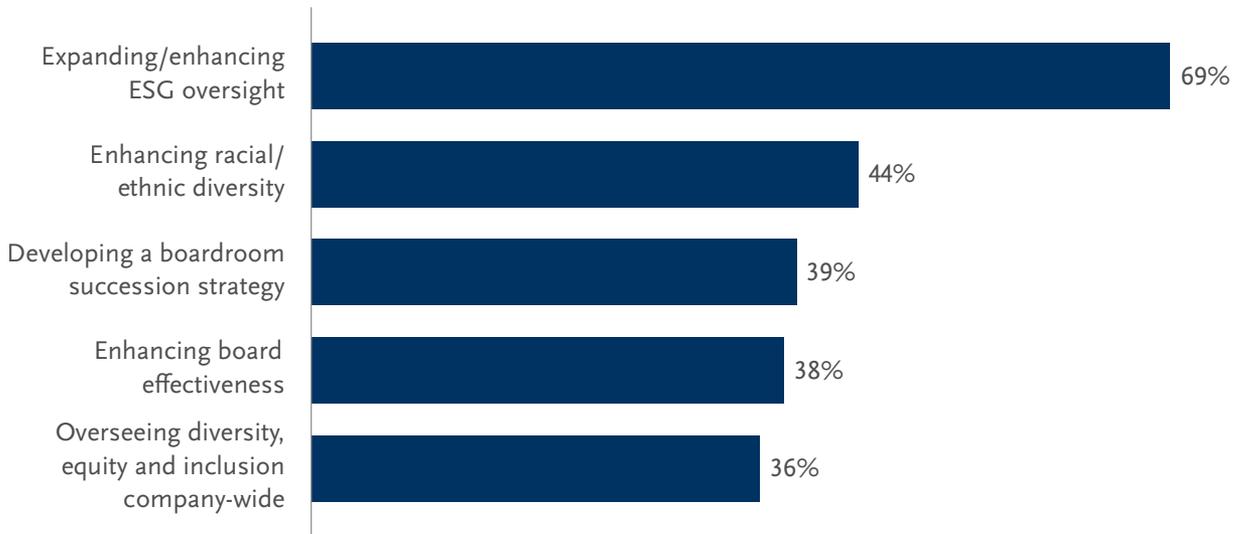
ESG efforts rise to the top of board priorities, with a strong orientation toward increasing diversity.

Our annual survey of S&P 500 nominating/governance committee chairs casts a light on current board trends and priorities. How have things changed — and how have they remained consistent — after a pandemic year? In early 2021, we surveyed 77 committee chairs to find out what is top of mind in the wake of the pandemic and racial justice reckoning, how their recruitment efforts have shifted, and where their board makeup is headed. Here are the highlights.

Nominating/governance committee priorities

Enhancing board diversity remains a high priority, but three new priorities joined the top five list, including today's top priority for nom/gov committees: overseeing environmental, social and governance (ESG) initiatives. Developing a board succession strategy, enhancing board effectiveness and overseeing diversity, equity and inclusion (DE&I) efforts round out the list.

TOP FIVE NOM/GOV COMMITTEE PRIORITIES OVER THE NEXT THREE YEARS



2 out of 5 priorities target corporate and boardroom DE&I



Gender diversity as a recruiting profile **fell from 3rd place in 2020 to 10th in 2021**



Recruitment of women **slowed from 47% in 2020**

What is missing?

Gender diversity, the fourth priority for nom/gov committees last year, did not rank in the top five this year. In terms of recruiting profiles, it fell far — from 3rd place to 10th.

The change in board priorities is also reflected in 2021 proxy composition trends. The recruitment of women slowed: 43% of the new class of S&P 500 directors are women, compared with 47% last year.

Has this movement had its moment?

Or is recruitment of women simply a given priority at this point?

Board performance

18%

The number of nom/gov chairs who reported that their board had one or more underperforming directors **fell from 35% last year**, suggesting that directors stepped up their contributions in response to the challenges of the pandemic or underperformers left these boards.

Recruiting and refreshment

Board refreshment is always top of mind for nom/gov committees, but boards turn over slowly. On average, nom/gov chairs expect one director role to turn over in each of the next three years.

75%

of nom/gov chairs say they start looking for a new director 12+ months before retirement of the current director.

TOP FIVE RECRUITING PRIORITIES OVER THE NEXT THREE YEARS



WHAT THE PROXIES SHOW: THE NEW CLASS OF S&P 500 DIRECTORS IS THE MOST RACIALLY AND ETHNICALLY DIVERSE EVER



Of new independent directors are Black/African American, Asian, Hispanic/Latino/a, American Indian/Native Alaskan or multiracial, **up from 22% in 2020**



Of new independent directors are from underrepresented groups (women and Black/African American, Asian, Hispanic/Latino/a, American Indian/Native Alaskan or multiracial male directors), **up from 59% in 2020**

83%

of nom/gov committee chairs report no issues with recruiting directors with diverse backgrounds — either they already feel they have a diverse board or they have not faced any obstacles in recruitment.

HOW BOARDS ARE INCREASING THEIR RACIAL AND ETHNIC REPRESENTATION



Have **used a global search firm** to identify director candidates with diverse ethnic/racial backgrounds



Have **leveraged the personal networks** of current board directors and management

WHAT'S SHIFTING AND WHAT'S REMAINED CONSTANT IN RECRUITING PROFILES



Global perspective 10th on the list just two years ago, now it's #2



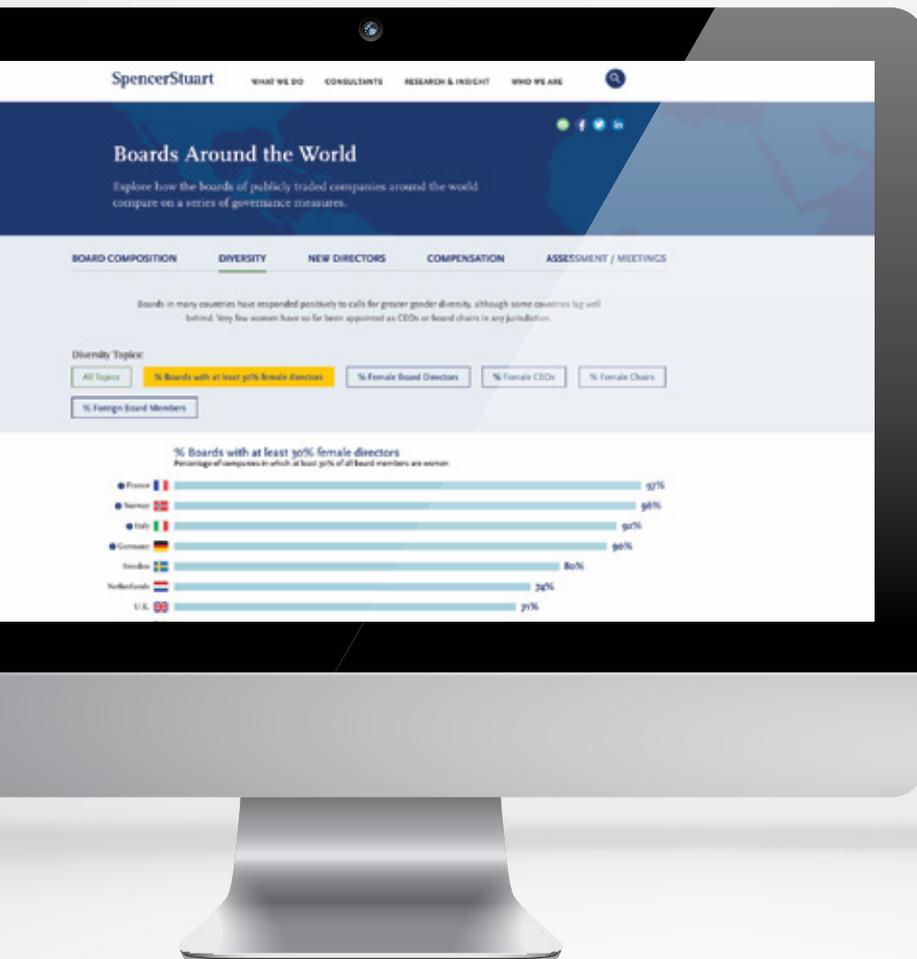
Operational experience Jumped from the #8 spot into the top 5



Financial & Tech experience Have always been top 5 priorities for nom/gov committee recruitment

Boards Around the World

Spencer Stuart publishes Board Indexes covering more than 25 countries around the world. The majority of these Board Indexes are published annually, with a few appearing on alternate years.



We have compiled key data from all these countries into our **Boards Around the World** feature — an interactive data exploration tool.

Compare nationally aggregated data from leading companies from North and South America, Europe and Asia Pacific across a wide range of measures.

Our more detailed International Comparison data set, previously published in printed editions of our Board Indexes, is now available online only.

Visit spencerstuart.com/BATW for more details.

Comparative Board Data

Methodology

Based on the S&P 500 as of May 28, 2020. Fiscal year 2020 company sales data obtained from CapitalIQ; industry/sector categories from Capital IQ. All remaining data were pulled from the most recent DEF14A proxy statements released between May 28, 2020, and May 13, 2021. Tenure includes time at company and the company's predecessors. Corporate boards classified as public company boards and all data on the number of corporate boards obtained from BoardEx as of May 28, 2021. Total average compensation per non-employee director is based on non-employee director compensation tables included in 493 proxies. The number includes all board and committee retainers and meeting fees, supplemental non-executive chair and lead/presiding director fees, the value of equity compensation, and all other compensation paid in fiscal year 2020. Total current other corporate board affiliations for new directors were found by counting any public boards a director was on upon appointment to the new S&P 500 board, including executive directorships. This information was found through proxy data and BoardEx data as of company's most recent proxy. First-time directors have not previously served on any public company board, whether their own board or an outside board.

	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION						
	COMPANY SALES (\$USD IN MILLIONS)	TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER	
COMMUNICATION SERVICES																
Advertising																
The Interpublic Group of Companies	8,064.5	10	8	Y	64	9	74	7	90,000	b	323,338	33%	62%	0%	5%	
Omnicom Group	13,171.1	9	8	N	66	13	75	6	90,000	b,c	335,875	48%	52%	0%	0%	
Alternative Carriers																
Lumen Technologies	20,712.0	11	10	Y	65	8	75	4	75,000	b	311,291	47%	52%	0%	1%	
Broadcasting																
Discovery	10,671.0	12	11	Y	71	9	-	10	100,000	b	292,188	47%	52%	0%	1%	
Fox Corporation	12,303.0	7	4	Y	58	2	-	14	295,000	d	331,986	41%	59%	0%	0%	
ViacomCBS	25,285.0	13	10	Y	66	4	-	19	100,000	b,c	356,265	40%	56%	0%	4%	
Cable and Satellite																
Charter Communications	48,097.0	13	12	N	58	9	-	13	120,000	b,c	352,762	29%	71%	0%	0%	
Comcast Corporation	103,564.0	10	9	N	65	8	72	7	110,000	b,c	402,597	34%	48%	0%	18%	
DISH Network Corporation	15,493.4	8	5	Y	57	7	-	7	60,000	e	126,490	59%	0%	41%	0%	
Integrated Telecommunication Services																
AT&T	171,760.0	12	11	Y	64	7	72	9	140,000	b,c	385,009	40%	57%	0%	3%	
Verizon Communications	128,292.0	9	8	N	63	8	72	21	125,000	b	333,222	47%	53%	0%	0%	
Interactive Home Entertainment																
Activision Blizzard	8,086.0	10	8	Y	65	9	-	9	90,000	b	383,194	35%	65%	0%	0%	
Electronic Arts	5,537.0	9	8	Y	60	13	72	9	60,000	b,c	352,427	25%	74%	1%	0%	
Take-Two Interactive Software	3,089.0	8	7	N	61	8	-	10	275,000	c,d	348,890	33%	67%	0%	0%	
Interactive Media and Services																
Alphabet	182,527.0	11	8	Y	66	12	-	4	75,000	b	456,033	18%	82%	0%	0%	
Facebook	85,965.0	9	7	N	55	5	72	15	50,000	b	430,848	19%	81%	0%	0%	
Twitter	3,716.3	10	8	Y	50	4	-	15	50,000	b,c	305,933	14%	86%	0%	0%	
Movies and Entertainment																
Live Nation Entertainment	1,861.2	12	10	Y	57	9	-	4	90,000	b,c	282,423	8%	92%	0%	0%	
Netflix	24,996.1	12	9	N	60	10	-	5	-	e,f,g	376,999	0%	0%	100%	0%	
The Walt Disney Company	65,388.0	10	8	Y	60	5	-	13	115,000	b,c	307,685	28%	62%	0%	10%	
Publishing																
News Corporation	9,008.0	9	6	Y	56	7	-	5	265,000	d,h	289,887	40%	60%	0%	0%	
Wireless Telecommunication Services																
T-Mobile US	68,397.0	13	4	Y	61	6	-	12	135,000	b	734,656	59%	40%	0%	1%	
TOTAL COMMUNICATION SERVICES																
Average		10	8					73	10	114,091		345,562	33%	58%	7%	2%
Median		10	8					72	9	95,000		342,383				

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS			BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION					
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
CONSUMER DISCRETIONARY															
Apparel Retail															
The Gap	16,383.0	13	11	Y	60	9	75	9	90,000	b	244,250	29%	68%	0%	3%
L Brands	12,914.0	10	9	Y	62	5	-	23	223,800	d	287,812	42%	58%	0%	0%
Ross Stores	16,039.1	11	9	Y	63	13	-	7	245,000	d	258,932	38%	62%	0%	0%
The TJX Companies	41,717.0	12	10	Y	67	10	75	10	90,000	b	285,415	40%	60%	0%	0%
Apparel, Accessories and Luxury Goods															
Hanesbrands	6,664.4	9	8	Y	66	9	74	9	105,000	b	300,649	50%	50%	0%	0%
PVH Corporation	9,909.0	12	10	Y	59	9	72	10	95,000	b	227,046	29%	71%	0%	0%
Ralph Lauren Corporation	6,159.8	12	9	Y	67	11	-	5	80,000	b	261,827	45%	54%	0%	1%
Tapestry	4,961.4	10	9	Y	57	6	-	9	90,000	b,e	244,976	46%	26%	26%	2%
Under Armour	4,474.7	9	7	Y	61	8	75	13	75,000	b,c	238,490	37%	63%	0%	0%
V.F. Corporation	10,488.6	12	11	N	59	8	72	6	95,000	b,c,e	270,827	39%	30%	31%	0%
Auto Parts and Equipment															
Aptiv PLC	13,066.0	12	11	Y	65	5	75	11	265,000	c,d	311,335	7%	93%	0%	0%
BorgWarner	10,165.0	9	8	Y	63	7	72	9	110,000	b	266,962	51%	49%	0%	0%
Automobile Manufacturers															
Ford Motor Company	127,144.0	14	9	Y	64	10	72	18	315,000	c,d,h	358,538	31%	60%	0%	9%
General Motors Company	122,485.0	12	11	N	63	5	72	11	305,000	c,d,h	378,915	43%	51%	0%	6%
Tesla	31,536.0	9	7	Y	56	7	-	14	20,000	e	2,161,063	2%	0%	98%	0%
Automotive Retail															
Advance Auto Parts	10,106.3	9	8	Y	60	3	72	8	85,000	b	259,688	40%	60%	0%	0%
AutoZone	12,632.0	10	9	N	61	8	75	6	225,000	d,g,i	238,884	4%	96%	0%	0%
CarMax	21,424.1	12	10	Y	57	6	76	18	260,000	d	271,024	34%	64%	0%	2%
O'Reilly Automotive	11,604.5	9	6	Y	64	10	78	5	85,000	b	250,500	52%	48%	0%	0%
Casinos and Gaming															
Caesars Entertainment	3,466.0	9	7	Y	66	5	-	14	100,000	b	321,445	46%	54%	0%	0%
Las Vegas Sands Corporation	3,612.0	10	6	N	73	6	-	10	150,000	b,e	273,559	66%	32%	0%	2%
MGM Resorts International	4,917.1	13	11	Y	61	7	74	22	90,000	b	327,516	41%	55%	0%	4%
Penn National Gaming	3,578.7	8	7	Y	67	13	-	11	50,000	b	320,003	15%	85%	0%	0%
Wynn Resorts Limited	2,095.9	10	9	Y	64	4	75	18	60,000	b	417,295	38%	62%	0%	0%
Computer and Electronics Retail															
Best Buy Co.	43,638.0	11	10	Y	57	5	72	8	100,000	b,c	300,755	30%	70%	0%	0%
Consumer Electronics															
Garmin	4,186.6	6	4	Y	66	8	-	5	85,000	b	239,979	38%	62%	0%	0%
Distributors															
Genuine Parts Company	16,537.4	13	11	N	64	8	72	9	60,000	b	272,366	34%	66%	0%	0%
LKQ Corporation	11,628.8	11	9	Y	58	4	-	6	100,000	b,c	303,549	62%	38%	0%	0%
Pool Corporation	3,936.6	8	6	Y	68	13	75	7	65,000	b,c,j	213,356	43%	49%	7%	1%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Footwear															
NIKE	37,403.0	12	9	Y	57	9	72	6	100,000	b	298,711	36%	59%	0%	5%
General Merchandise Stores															
Dollar General Corporation	27,754.0	8	7	Y	61	8	76	5	95,000	b	318,423	33%	66%	0%	1%
Dollar Tree	23,610.8	11	9	Y	62	7	-	9	180,000	b,c,j	282,500	73%	27%	0%	0%
Target Corporation	78,112.0	12	11	N	62	6	72	7	295,000	c,d	309,020	32%	68%	0%	0%
Home Furnishings															
Leggett & Platt	4,280.2	11	9	N	62	9	-	11	240,000	c,d	226,127	41%	42%	0%	17%
Mohawk Industries	9,552.2	7	5	N	68	12	75	7	80,000	b,c	174,120	49%	51%	0%	0%
Home Improvement Retail															
The Home Depot	110,225.0	12	11	N	60	9	72	18	280,000	c,d,h	301,091	22%	76%	0%	2%
Lowe's Companies	72,148.0	11	10	Y	64	5	72	5	90,000	b,c	303,254	35%	65%	0%	0%
Homebuilding															
D.R. Horton	20,311.1	6	5	Y	69	13	75	6	-	b	156,710	49%	51%	0%	0%
Lennar Corporation	22,488.9	11	8	Y	68	12	-	6	140,000	b,c,d	267,230	38%	55%	0%	7%
NVR	7,562.8	12	10	Y	65	12	-	7	75,000	e	88,273	100%	0%	0%	0%
PulteGroup	11,036.1	11	10	Y	62	8	75	8	245,000	d	242,685	37%	62%	0%	1%
Hotels, Resorts and Cruise Lines															
Booking Holdings	6,796.0	11	10	Y	57	4	-	10	60,000	b	264,685	5%	95%	0%	0%
Carnival Corporation	5,594.0	12	10	Y	66	12	75	36	110,000	b	288,558	27%	73%	0%	0%
Expedia Group	5,199.0	14	10	Y	50	4	-	6	45,000	b	283,715	12%	88%	0%	0%
Hilton Worldwide Holdings	1,600.0	10	8	Y	65	7	75	10	100,000	b	290,434	41%	59%	0%	0%
Marriott International	2,119.0	13	9	Y	65	9	72	12	85,000	b,c	170,264	0%	97%	0%	3%
Norwegian Cruise Line Holdings	1,279.9	9	7	Y	61	5	-	6	100,000	b,c	320,896	52%	48%	0%	0%
Royal Caribbean Cruises Ltd.	2,208.8	12	11	N	67	12	-	19	100,000	b	257,589	24%	75%	0%	1%
Household Appliances															
Whirlpool Corporation	19,456.0	13	12	N	61	9	72	6	150,000	b	269,709	42%	54%	0%	4%
Housewares and Specialties															
Newell Brands	9,385.0	10	9	Y	57	3	75	17	115,000	b,c	298,011	48%	49%	0%	3%
Internet and Direct Marketing Retail															
Amazon.com	386,064.0	10	9	N	67	9	-	6	313,000	d,g	935,709	0%	100%	0%	0%
eBay	10,271.0	13	12	Y	56	5	-	10	80,000	b	335,071	32%	68%	0%	0%
Etsy	1,725.6	8	7	Y	60	7	-	9	250,000	d,e	280,297	0%	50%	50%	0%
Leisure Products															
Hasbro	5,465.4	11	10	N	60	9	72	8	95,000	b,c	293,868	46%	54%	0%	0%
Restaurants															
Chipotle Mexican Grill	5,984.6	11	10	N	58	5	-	9	260,000	d	338,564	39%	61%	0%	0%
Darden Restaurants	7,806.9	8	7	Y	62	6	73	6	85,000	b,c	269,766	42%	58%	0%	0%
Domino's Pizza	4,117.4	9	8	Y	58	12	72	6	80,000	b	288,663	42%	58%	0%	0%
McDonald's Corporation	19,207.8	12	11	Y	64	11	-	8	115,000	b,c	354,055	38%	59%	0%	3%
Starbucks Corporation	23,518.0	12	10	Y	52	7	75	5	295,000	c,j	326,188	12%	69%	19%	0%
Yum! Brands	5,652.0	12	11	Y	58	5	72	8	260,000	d,g,i	275,417	0%	99%	0%	1%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Specialty Stores															
Tractor Supply Company	10,620.4	9	8	Y	58	7	72	6	85,000	b	266,966	45%	55%	0%	0%
Ulta Beauty	7,398.1	11	9	Y	62	9	75	16	260,000	d	283,119	47%	53%	0%	0%
TOTAL CONSUMER DISCRETIONARY															
Average		11	9			7	74	10	138,416		311,646	31%	55%	12%	2%
Median		11	9			6	74	9	100,000		282,810				
CONSUMER STAPLES															
Agricultural Products															
Archer-Daniels-Midland Company	64,355.0	12	11	N	62	8	75	8	300,000	c,d	310,000	40%	60%	0%	0%
Brewers															
Molson Coors Brewing Company	9,654.0	14	9	Y	61	7.5	70	7	100,000	b,c	284,260	43%	51%	0%	6%
Distillers and Vintners															
Brown-Forman Corporation	3,363.0	13	6	Y	59	8	71	6	205,000	c,d,h	302,099	49%	49%	0%	2%
Constellation Brands	8,343.5	12	9	Y	59	9	70	7	100,000	b,e	269,976	40%	38%	20%	2%
Drug Retail															
Walgreens Boots Alliance	139,537.0	11	9	Y	63	11	75	11	100,000	b,c	328,125	39%	61%	0%	0%
Food Distributors															
Sysco Corporation	52,893.3	12	11	Y	62	7	-	7	100,000	b,c	303,005	39%	61%	0%	0%
Food Retail															
The Kroger Co.	122,286.0	10	9	N	61	7	72	5	90,000	b	281,415	38%	61%	0%	1%
Household Products															
Church & Dwight Co.	4,895.8	10	9	N	61	10	72	12	120,000	d,e,g,i	268,458	15%	33%	52%	0%
The Clorox Company	6,721.0	13	11	Y	61	6	72	9	103,000	b,c	268,160	42%	58%	0%	0%
Colgate-Palmolive Company	16,471.0	10	9	N	61	6	72	7	65,000	b,c,e,i	297,103	27%	57%	15%	1%
Kimberly-Clark Corporation	19,140.0	11	10	N	61	8	72	8	100,000	b	287,000	35%	65%	0%	0%
The Procter & Gamble Company	70,950.0	12	11	N	65	6	72	6	120,000	b,c	330,250	39%	61%	0%	0%
Hypermarkets and Super Centers															
Costco Wholesale Corporation	166,761.0	10	8	Y	68	13	-	5	30,000	b	307,103	14%	86%	0%	0%
Walmart	523,964.0	12	8	Y	57	6	75	6	100,000	b,c	311,683	40%	60%	0%	0%
Packaged Foods and Meats															
Campbell Soup Company	8,691.0	12	11	Y	61	10	72	10	256,000	c,d	148,682	47%	53%	0%	0%
Conagra Brands	11,054.4	10	9	Y	63	8	72	9	100,000	b	274,455	35%	62%	0%	3%
General Mills	17,626.6	12	11	N	61	6	72	5	75,000	b,c	285,987	31%	69%	0%	0%
The Hershey Company	8,149.7	12	11	N	62	5	72	12	105,000	b,c	277,718	41%	58%	0%	1%
Hormel Foods Corporation	9,608.5	12	11	N	61	8	72	6	80,000	b,c	270,301	37%	61%	0%	2%
The J.M. Smucker Company	7,801.0	12	9	Y	59	7	72	7	100,000	b,c	267,441	40%	56%	0%	4%
Kellogg Company	13,770.0	12	11	N	62	6	72	8	260,000	c,d	270,909	43%	57%	0%	0%
The Kraft Heinz Company	26,185.0	11	9	Y	56	3	-	8	110,000	b,c	257,610	51%	49%	0%	0%
Lamb Weston Holdings	3,792.4	10	9	Y	62	4	75	5	100,000	b,c	269,028	48%	52%	0%	0%
McCormick & Company	5,601.3	11	10	N	63	10	72	8	90,000	b,e	257,550	37%	40%	23%	0%
Mondelez International	26,581.0	12	11	N	66	7	75	13	110,000	b	302,536	40%	58%	0%	2%
Tyson Foods	43,185.0	15	12	Y	63	8	72	12	105,000	b,c	300,217	42%	57%	0%	1%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Personal Products															
The Estee Lauder Companies	14,294.0	16	10	Y	63	14	-	5	175,000	b,d,e	263,970	34%	28%	38%	0%
Soft Drinks															
The Coca-Cola Company	33,014.0	12	10	N	63	9	74	7	290,000	c,d,h	312,240	34%	64%	0%	2%
Monster Beverage Corporation	4,598.6	9	6	N	66	11	-	5	60,000	b	248,791	19%	81%	0%	0%
PepsiCo	70,372.0	13	12	N	60	8	72	6	310,000	c,d	330,161	42%	57%	0%	1%
Tobacco															
Altria Group	20,841.0	11	10	Y	67	9	75	11	110,000	b,c	360,100	41%	53%	0%	6%
Phillip Morris International	28,694.0	13	11	Y	66	5	-	7	125,000	b,c	288,863	47%	53%	0%	0%
TOTAL CONSUMER STAPLES															
Average		12	10				73	8	131,063		285,444	38%	57%	4%	1%
Median		12	10				72	7	101,500		285,124				
ENERGY															
Integrated Oil and Gas															
Chevron Corporation	94,471.0	12	11	N	64	6	74	8	150,000	b,c,j	378,293	30%	59%	9%	2%
Occidental Petroleum Corporation	17,809.0	11	10	Y	63	4	75	12	87,500	b	307,520	32%	68%	0%	0%
Oil and Gas Equipment and Services															
Baker Hughes	20,705.0	9	7	N	61	3	75	9	100,000	b,c	313,707	40%	56%	0%	4%
Halliburton Company	14,445.0	10	9	N	66	8	72	4	115,000	b,c	391,049	28%	55%	0%	17%
NOV	6,090.0	9	8	N	67	12	75	7	100,000	b,c,e	279,506	42%	58%	0%	0%
Schlumberger Limited	23,601.0	8	6	Y	60	4	70	5	115,000	b	325,052	35%	65%	0%	0%
Oil and Gas Exploration and Production															
APA Corporation	4,393.0	10	9	Y	61	6	75	10	100,000	b,c	329,967	36%	64%	0%	0%
Cabot Oil & Gas Corporation	1,405.2	8	7	N	67	6	73	8	75,000	b	351,023	25%	66%	0%	9%
ConocoPhillips	19,216.0	15	12	N	62	5	72	9	115,000	b,c	355,828	37%	62%	0%	1%
Devon Energy Corporation	4,503.0	11	8	Y	66	5	73	26	100,000	b	352,805	35%	65%	0%	0%
Diamondback Energy	2,671.0	8	7	Y	62	6	-	15	80,000	b	273,671	47%	52%	0%	1%
EOG Resources	9,934.2	8	7	N	68	10	80	6	100,000	b	373,716	32%	50%	0%	18%
Hess Corporation	4,543.0	11	10	Y	65	8	75	10	110,000	b	334,115	47%	52%	0%	1%
Marathon Oil Corporation	3,122.0	8	7	N	61	3	72	12	95,000	b	327,429	46%	53%	0%	1%
Pioneer Natural Resources Company	7,026.0	12	10	Y	67	8	-	21	295,000	d	346,515	20%	79%	0%	1%
Oil and Gas Refining and Marketing															
HollyFrontier Corporation	11,183.6	10	9	Y	65	7	75	10	108,000	b	299,838	53%	47%	0%	0%
Marathon Petroleum Corporation	69,897.0	12	11	Y	64	5	72	13	150,000	b	351,853	49%	50%	0%	1%
Phillips 66	64,171.0	9	8	N	65	5	75	6	125,000	b,c	351,731	40%	57%	0%	3%
Valero Energy Corporation	60,115.0	11	10	N	66	9	75	10	130,000	b	347,719	41%	59%	0%	0%

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		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Oil and Gas Storage and Transportation															
Kinder Morgan	11,700.0	15	12	Y	72	9	-	8	235,000	c	235,575	90%	10%	0%	0%
ONEOK	8,542.2	11	9	Y	67	9	75	12	230,000	c,d	257,650	45%	52%	0%	3%
The Williams Companies	7,719.0	13	12	Y	64	4	75	7	275,000	d	282,308	42%	54%	0%	4%

TOTAL ENERGY																
Average		11	9					74	10	135,932		325,014	40%	56%	0%	4%
Median		11	9					75	10	112,500		332,041				

FINANCIALS

Asset Management and Custody Banks

Ameriprise Financial	11,958.0	9	8	N	66	8	75	8	250,000	c,d,h	278,750	46%	54%	0%	0%
The Bank of New York Mellon Corporation	15,472.0	12	11	Y	61	6	75	26	110,000	b,c	346,875	47%	53%	0%	0%
BlackRock	16,205.0	16	14	N	61	7	75	10	85,000	b,c	366,572	35%	65%	0%	0%
Franklin Resources	5,566.5	10	7	Y	58	4	75	8	100,000	b,c	301,417	24%	76%	0%	0%
Invesco	6,145.6	12	11	Y	65	6	75	11	120,000	b	309,979	53%	47%	0%	0%
Northern Trust Corporation	5,975.8	13	12	N	63	9	72	9	235,000	c,d	258,926	52%	48%	0%	0%
State Street Corporation	11,615.0	12	11	N	64	8	75	8	90,000	b,c	342,865	38%	57%	0%	5%
T. Rowe Price Group	6,206.7	11	10	N	67	6	75	10	100,000	b,c	359,986	20%	78%	0%	2%

Consumer Finance

American Express Company	31,357.0	15	14	N	63	7	72	13	100,000	b,c	396,515	35%	52%	0%	13%
Capital One Financial Corporation	18,259.0	12	11	N	59	7	72	16	90,000	b	351,783	46%	51%	0%	3%
Discover Financial Services	5,954.0	12	11	Y	61	9	-	15	105,000	b	291,849	49%	51%	0%	0%
Synchrony Financial	5,852.0	12	10	Y	65	5	75	13	210,000	d	272,969	46%	54%	0%	0%

Diversified Banks

Bank of America Corporation	74,208.0	16	15	N	68	9	75	28	100,000	b,c	389,802	29%	66%	0%	5%
Citigroup	58,369.0	16	14	Y	62	6	72	32	75,000	b,c	388,500	61%	39%	0%	0%
JPMorgan Chase & Co.	102,063.0	10	9	N	62	8	72	13	100,000	b,c	374,966	33%	67%	0%	0%
U.S. Bancorp	19,242.0	13	12	N	58	5	72	11	100,000	b,c	249,957	56%	44%	0%	0%
Wells Fargo & Company	58,319.0	12	11	Y	64	3	72	21	75,000	b,c	403,750	55%	45%	0%	0%

Financial Exchanges and Data

Cboe Global Markets	3,427.1	14	13	N	60	7	73	12	90,000	b	299,904	51%	48%	0%	1%
IntercontinentalExchange	6,036.0	12	11	N	63	9	75	7	100,000	b,c	301,341	39%	61%	0%	0%
MarketAxess Holdings	689.1	12	10	N	58	6	-	9	85,000	b	223,679	48%	52%	0%	0%
Moody's Corporation	5,371.0	9	7	Y	62	6	-	9	105,000	b	311,449	39%	61%	0%	0%
MSCI	1,695.4	9	8	N	61	6	72	8	80,000	b,c	296,553	37%	60%	0%	3%
Nasdaq	5,627.0	10	9	Y	60	7	-	15	75,000	b,c	332,891	5%	95%	0%	0%
S&P Global	7,442.0	12	11	Y	62	8	72	13	90,000	b	292,922	45%	55%	0%	0%

Insurance Brokers

Aon plc	11,066.0	12	11	Y	67	14	-	9	136,000	b,c	355,122	41%	56%	0%	3%
Arthur J. Gallagher & Co.	6,781.8	9	8	N	67	10	78	16	105,000	b,c	272,282	41%	59%	0%	0%
Marsh & McLennan Companies	17,224.0	13	12	Y	67	10	75	10	120,000	b,c	321,818	46%	54%	0%	0%
Willis Towers Watson Public Limited Company	9,352.0	9	8	Y	68	13	-	12	285,000	c,d	334,616	37%	63%	0%	0%

	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS					BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
	COMPANY SALES (\$USD IN MILLIONS)	TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Investment Banking and Brokerage															
The Charles Schwab Corporation	11,691.0	17	14	Y	65	7	-	9	100,000	b,c,e,j	329,545	44%	34%	22%	0%
The Goldman Sachs Group	41,462.0	12	10	N	64	6	75	23	100,000	b,c	604,584	7%	90%	0%	3%
Morgan Stanley	48,198.0	14	11	N	65	5	72	23	80,000	b,c	367,273	32%	68%	0%	0%
Raymond James Financial	7,757.0	13	10	N	60	6	-	4	100,000	b	266,936	43%	56%	0%	1%
Life and Health Insurance															
AFLAC	22,147.0	11	10	N	64	7	75	4	135,000	b,c,e,j,k	283,016	51%	36%	13%	0%
Globe Life	4,737.9	11	9	N	65	9	74	9	260,000	d,e,k	262,440	30%	45%	25%	0%
Lincoln National Corporation	17,439.0	11	10	Y	69	15	-	7	275,000	c,d,h	331,300	40%	57%	0%	3%
MetLife	67,842.0	12	11	Y	64	8	72	14	300,000	d	340,699	52%	47%	0%	1%
Principal Financial Group	14,741.7	12	11	N	62	7	72	13	275,000	c,d	279,992	41%	59%	0%	0%
Prudential Financial	57,091.0	13	11	N	65	10	74	9	300,000	c,d	326,330	53%	46%	0%	1%
Unum Group	13,162.1	11	10	Y	63	8	75	11	120,000	b,c	320,998	45%	53%	0%	2%
Multi-Line Insurance															
American International Group	43,337.0	13	11	Y	65	6	75	12	295,000	c,d,h	335,828	48%	51%	0%	1%
Assurant	10,088.9	12	11	Y	66	7	75	6	100,000	b,c	270,397	48%	52%	0%	0%
The Hartford Financial Services Group	20,494.0	12	11	N	64	7	75	10	110,000	b,c	319,122	40%	59%	0%	1%
Multi-Sector Holdings															
Berkshire Hathaway	245,510.0	14	8	N	74	16	-	1	-	-	2,680	100%	0%	0%	0%
Property and Casualty Insurance															
The Allstate Corporation	44,791.0	12	11	N	63	6	72	10	125,000	b,c	298,934	48%	52%	0%	0%
Chubb Limited	36,052.0	13	12	N	68	9	75	5	305,000	d	364,626	27%	60%	0%	13%
Cincinnati Financial Corporation	7,536.0	14	11	N	63	13	73	14	80,000	d	236,845	57%	42%	0%	1%
Loews Corporation	12,549.0	12	9	Y	73	14	-	13	100,000	b	237,778	58%	42%	0%	0%
The Progressive Corporation	42,638.1	12	11	Y	62	8	80	7	265,000	d,g,i	299,587	13%	87%	0%	0%
The Travelers Companies	31,981.0	11	10	N	66	9	74	5	130,000	b,c	322,701	46%	54%	0%	0%
W. R. Berkley Corporation	8,098.9	10	8	Y	64	15	-	7	84,000	b	314,234	36%	64%	0%	0%
Regional Banks															
Citizens Financial Group	5,289.0	13	12	N	66	7	75	14	90,000	b	265,985	42%	57%	0%	1%
Comerica	2,375.0	11	10	N	63	12	72	8	100,000	b,c	223,002	53%	47%	0%	0%
Fifth Third Bancorp	6,552.0	15	13	N	64	8	72	12	90,000	b	245,605	46%	54%	0%	0%
First Republic Bank	3,759.7	10	7	N	68	15	-	15	50,000	b	290,538	48%	52%	0%	0%
Huntington Bancshares	3,763.0	13	12	N	63	6	72	25	75,000	b,c	279,312	52%	48%	0%	0%
KeyCorp	5,665.0	13	12	N	62	8	72	7	90,000	b,c	239,809	46%	54%	0%	0%
M&T Bank Corporation	5,154.8	19	16	N	67	11	-	11	110,000	c	193,857	54%	46%	0%	0%
The PNC Financial Services Group	13,726.0	13	12	N	64	5	72	18	90,000	b,c	302,848	43%	48%	0%	9%
Regions Financial Corporation	4,955.0	12	11	Y	66	9	72	11	220,000	c,d	238,178	50%	50%	0%	0%
SVB Financial Group	3,746.9	12	11	Y	65	8	75	10	70,000	b	261,795	46%	54%	0%	0%
Truist Financial Corporation	20,370.0	22	20	N	65	9	75	11	75,000	b	281,870	48%	52%	0%	0%
Zions Bancorporation	2,405.0	11	9	N	61	6	72	7	64,000	b,c	179,939	49%	51%	0%	0%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION					
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER	
Reinsurance																
Everest Re Group	9,605.4	9	7	Y	70	11	-	4	125,000	b	499,717	31%	65%	0%	4%	
TOTAL FINANCIALS																
Average		12	11					74	12	130,222		305,336	41%	56%	1%	2%
Median		12	11					74	11	100,000		301,341				
HEALTHCARE																
Biotechnology																
AbbVie	45,804.0	12	11	N	66	6	75	7	115,000	b,c,j	352,133	37%	55%	0%	8%	
Amgen	25,424.0	11	10	N	65	6	75	7	105,000	b	350,560	38%	57%	0%	5%	
Biogen Idec	13,444.6	13	12	Y	64	8	75	21	125,000	b	443,315	34%	64%	0%	2%	
Gilead Sciences	24,689.0	9	8	N	64	3	-	16	75,000	b,c,e	435,806	31%	34%	35%	0%	
Incyte Corporation	2,666.7	8	7	N	63	7	-	6	60,000	b,c,e	590,490	3%	32%	65%	0%	
Regeneron Pharmaceuticals	8,310.4	12	8	Y	69	17	-	11	90,000	b,e	712,221	16%	17%	67%	0%	
Vertex Pharmaceuticals	6,205.7	10	8	Y	59	8	72	8	100,000	b,e,j	543,671	25%	32%	42%	1%	
Healthcare Distributors																
AmerisourceBergen Corporation	189,893.9	10	8	N	67	11	75	7	100,000	b,c	293,336	38%	61%	0%	1%	
Cardinal Health	152,922.0	13	12	Y	66	7	75	9	115,000	b	333,237	39%	61%	0%	0%	
Henry Schein	10,119.1	16	11	N	68	8	80	9	90,000	b	293,012	40%	60%	0%	0%	
McKesson Corporation	231,051.0	11	10	Y	65	9	75	8	110,000	b	334,518	41%	59%	0%	0%	
Healthcare Equipment																
Abbott Laboratories	34,608.0	13	11	Y	63	8	75	8	126,000	b	338,554	40%	55%	0%	5%	
ABIOMED	840.9	7	6	N	68	9	-	4	50,000	b	270,829	26%	74%	0%	0%	
Baxter International	11,673.0	12	11	N	66	9	75	7	100,000	b,j	350,338	41%	46%	10%	3%	
Becton, Dickinson and Company	17,117.0	13	11	Y	65	11	75	9	107,000	b	335,708	33%	66%	0%	1%	
Boston Scientific Corporation	9,913.0	9	8	N	64	8	-	11	115,000	b,c	265,574	30%	70%	0%	0%	
Danaher Corporation	22,284.0	12	9	Y	63	14	-	9	125,000	b,c,e	330,013	17%	57%	26%	0%	
DexCom	1,926.7	11	10	N	62	8	-	4	300,000	d	361,136	0%	100%	0%	0%	
Edwards Lifesciences Corporation	4,386.3	8	7	N	63	4	75	12	75,000	b,c,e,j	326,035	26%	74%	0%	0%	
Hologic	3,776.4	8	7	N	60	7	72	12	80,000	b,e	292,074	28%	36%	36%	0%	
IDEXX Laboratories	2,706.7	10	8	Y	60	5	73	6	80,000	b,c,e	299,675	23%	36%	37%	4%	
Intuitive Surgical	4,358.4	11	10	Y	64	7	-	5	60,000	b,e	321,412	22%	41%	37%	0%	
Medtronic	28,913.0	12	10	Y	64	11	72	6	175,000	b	371,054	53%	47%	0%	0%	
ResMed	2,957.0	8	6	Y	63	8	-	6	65,000	b,e,j,k	325,376	23%	71%	6%	0%	
STERIS plc	3,030.9	8	7	Y	64	12	75	5	290,000	c,d,e,j	318,484	24%	60%	16%	0%	
Stryker Corporation	14,351.0	10	9	N	59	9	-	6	115,000	b	294,218	37%	63%	0%	0%	
Teleflex	2,537.2	9	8	N	66	8	71	6	55,000	b,e	298,534	25%	46%	29%	0%	
Zimmer Biomet Holdings	7,024.5	10	9	N	60	8	72	8	110,000	b,c,d,h	201,340	65%	35%	0%	0%	
Healthcare Facilities																
HCA Healthcare	51,533.0	9	6	Y	67	6	75	11	110,000	b	213,969	18%	82%	0%	0%	
Universal Health Services	11,558.9	7	4	N	56	6	-	6	65,000	e	228,683	36%	0%	64%	0%	

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Healthcare Services															
Cigna Corporation	160,550.0	12	11	Y	63	7	72	11	310,000	c,d	345,493	43%	56%	0%	1%
CVS Health Corporation	267,908.0	13	12	Y	68	8	74	8	310,000	c,d	327,503	16%	84%	0%	0%
DaVita	11,550.6	9	7	Y	64	9	75	10	80,000	b	355,195	47%	53%	0%	0%
Laboratory Corporation of America Holdings	13,978.5	10	9	N	61	10	75	9	110,000	b	304,955	41%	59%	0%	0%
Quest Diagnostics	9,437.0	9	8	N	65	9	-	14	100,000	b,c	291,021	41%	59%	0%	0%
Healthcare Supplies															
Align Technology	2,471.9	10	9	Y	63	12	-	7	50,000	b	382,615	19%	81%	0%	0%
The Cooper Companies	2,430.9	7	5	Y	66	7	-	7	30,000	b	607,205	55%	45%	0%	0%
Dentsply Sirona	3,342.0	10	9	Y	63	5	75	9	100,000	b,c	289,633	31%	69%	0%	0%
West Pharmaceutical Services	2,146.9	10	9	Y	62	9	75	6	90,000	b	327,457	31%	61%	0%	8%
Healthcare Technology															
Cerner Corporation	5,505.8	10	9	N	67	8	75	4	66,000	b	346,568	28%	72%	0%	0%
Life Sciences Tools and Services															
Agilent Technologies	5,339.0	11	10	Y	66	10	75	7	91,667	b,c	360,622	32%	68%	0%	0%
Bio-Rad Laboratories	2,545.6	6	4	N	65	4	-	10	125,000	-	141,600	100%	0%	0%	0%
Illumina	3,239.0	9	8	Y	61	4	-	11	65,000	b,c	446,573	22%	78%	0%	0%
IQVIA Holdings	11,359.0	9	8	N	61	6	-	10	100,000	b,c	292,006	32%	68%	0%	0%
Mettler-Toledo International	3,085.2	8	6	Y	59	10	72	8	80,000	b,e	309,211	34%	26%	40%	0%
PerkinElmer	3,782.7	8	7	Y	62	7	72	7	90,000	b	309,909	35%	65%	0%	0%
Thermo Fisher Scientific	32,218.0	12	9	N	61	9	72	8	125,000	b,c	343,653	40%	57%	0%	3%
Waters Corporation	2,365.4	9	8	Y	65	13	72	13	55,000	b,c,e	369,481	29%	41%	30%	0%
Managed Healthcare															
Anthem	121,868.0	9	8	Y	62	7	72	7	125,000	b	366,626	44%	53%	0%	3%
Centene Corporation	104,176.0	12	11	N	71	11	-	11	125,000	c,d,e,h	437,924	12%	73%	8%	7%
Humana	77,155.0	13	12	Y	60	9	73	15	115,000	b,c	349,529	41%	47%	0%	12%
UnitedHealth Group	257,141.0	9	7	Y	68	14	-	11	125,000	b,c	373,270	18%	78%	0%	4%
Pharmaceuticals															
Bristol-Myers Squibb Company	42,518.0	10	9	N	62	3	75	13	100,000	b,c	357,765	40%	53%	0%	7%
Catalent	3,094.3	11	10	N	63	5	75	5	100,000	b	287,925	39%	61%	0%	0%
Eli Lilly & Company	24,539.8	14	13	N	60	7	72	10	110,000	b,c	317,120	41%	55%	0%	4%
Johnson & Johnson	82,584.0	14	13	N	65	7	72	10	120,000	b	329,023	40%	56%	0%	4%
Merck & Co.	47,994.0	14	12	Y	63	8	72	7	120,000	b,c	354,993	39%	0%	0%	61%
Perrigo Company	5,063.3	11	10	Y	62	4	-	9	75,000	b	398,009	23%	77%	0%	0%
Pfizer	41,908.0	12	11	N	62	5	73	8	142,500	b,c	361,756	45%	53%	0%	2%
Zoetis	6,675.0	11	10	Y	66	7	-	8	330,000	d,h	355,000	35%	65%	0%	0%
TOTAL HEALTHCARE															
Average		10	9				74	9	114,219		349,014	32%	56%	10%	2%
Median		10	9				75	8	100,000		335,113				

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		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
INDUSTRIALS															
Aerospace and Defense															
The Boeing Company	58,158.0	10	9	Y	61	5	74	10	135,000	b,c	382,236	40%	54%	0%	6%
General Dynamics Corporation	37,925.0	12	11	N	64	7	75	8	95,000	b,c,e	315,189	49%	26%	25%	0%
Howmet Aerospace	5,259.0	11	9	N	61	2	75	14	120,000	b	294,904	49%	51%	0%	0%
Huntington Ingalls Industries	9,361.0	11	10	Y	64	6	76	17	100,000	b	273,577	47%	53%	0%	0%
L3Harris Technologies	18,194.0	12	10	Y	69	13	75	10	295,000	b,c	314,230	46%	53%	0%	1%
Lockheed Martin Corporation	65,398.0	11	10	N	66	7	75	11	325,000	c,d	344,295	52%	47%	0%	1%
Northrop Grumman Corporation	36,799.0	12	11	N	68	8	75	14	290,000	c,d,h	319,655	45%	50%	0%	5%
Raytheon Technologies Corporation	56,587.0	14	11	Y	63	5	72	8	124,000	b	328,975	25%	71%	0%	4%
Teledyne Technologies	3,086.2	10	9	Y	71	11	75	8	110,000	b	227,000	52%	48%	0%	0%
Textron	11,651.0	10	9	N	69	11	75	7	270,000	c,d,h	343,389	42%	56%	0%	2%
TransDigm Group	5,103.0	11	9	Y	60	9	75	7	75,000	c,e	785,318	1%	4%	57%	38%
Agricultural and Farm Machinery															
Deere & Company	35,514.0	11	10	N	63	8	75	4	135,000	b,c	310,834	47%	51%	0%	2%
Air Freight and Logistics															
C.H. Robinson Worldwide	16,207.1	10	9	Y	63	9	-	8	100,000	b,c	270,156	44%	56%	0%	0%
Expeditors International of Washington	10,116.5	8	6	Y	63	7	72	6	90,000	b	324,251	38%	62%	0%	0%
FedEx Corporation	69,217.0	12	10	N	61	12	75	7	132,000	c,e	302,529	20%	26%	54%	0%
United Parcel Service	84,628.0	13	12	Y	59	7	75	7	110,000	b	303,527	41%	59%	0%	0%
Airlines															
Alaska Air Group	3,566.0	13	11	Y	59	8	72	10	185,000	c,d	156,584	34%	64%	0%	2%
American Airlines Group	17,337.0	12	11	N	65	7	75	11	100,000	b	249,245	36%	60%	0%	4%
Delta Air Lines	17,095.0	12	11	Y	63	6	72	13	100,000	b	230,433	13%	82%	0%	5%
Southwest Airlines Co.	9,048.0	11	10	N	72	12	-	11	85,000	b	261,900	39%	61%	0%	0%
United Airlines Holdings	15,355.0	13	10	Y	61	8	75	17	100,000	b	259,616	28%	65%	0%	7%
Building Products															
A. O. Smith Corporation	2,895.3	10	8	Y	63	13	72	11	75,000	b	226,493	43%	57%	0%	0%
Allegion Public Limited Company	2,719.9	8	7	N	62	5	70	5	150,000	b	271,243	58%	41%	0%	1%
Carrier Global Corporation	17,456.0	8	6	Y	66	5	75	7	310,000	c,d,h	321,767	27%	73%	0%	0%
Fortune Brands Home & Security	6,090.3	10	9	Y	62	7	72	7	100,000	b,c	256,601	44%	53%	0%	3%
Johnson Controls International	22,317.0	12	11	N	62	5	75	4	315,000	c,d	324,545	46%	54%	0%	0%
Masco Corporation	7,188.0	9	8	Y	60	8	75	5	270,000	d	297,109	52%	47%	0%	1%
Trane Technologies	12,454.7	12	11	N	67	10	75	5	305,000	d	320,533	49%	51%	0%	0%
Construction and Engineering															
Quanta Services	11,202.7	9	8	Y	63	12	73	7	85,000	b	294,466	41%	59%	0%	0%
Construction Machinery and Heavy Trucks															
Caterpillar	41,748.0	11	10	N	63	8	74	7	300,000	c,d	328,329	49%	46%	0%	5%
Cummins	19,811.0	13	12	N	65	11	74	15	275,000	d	318,784	43%	47%	0%	10%
PACCAR	18,728.5	11	8	Y	64	9	72	5	110,000	b,c	298,368	48%	50%	0%	2%
Westinghouse Air Brake Technologies Corporation	7,556.1	9	7	Y	67	13	75	9	250,000	d	284,191	48%	52%	0%	0%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
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Diversified Support Services															
Cintas Corporation	7,085.1	8	7	N	67	9	73	5	84,000	b,c,e	238,235	41%	29%	30%	0%
Copart	2,205.6	9	7	Y	58	12	-	6	70,000	e	543,563	13%	0%	87%	0%
Electrical Components and Equipment															
AMETEK	4,540.0	8	7	N	62	7	75	6	100,000	b,c	236,259	43%	57%	0%	0%
Eaton Corporation	17,858.0	10	9	N	63	9	72	5	300,000	c,d	300,909	46%	50%	0%	4%
Emerson Electric Company	16,785.0	12	11	N	65	7	72	9	265,000	d	309,671	45%	50%	0%	5%
Generac Holdings	2,485.2	10	9	N	61	7	-	7	90,000	b	223,187	24%	76%	0%	0%
Rockwell Automation	6,329.8	11	10	N	60	7	72	7	215,000	b,c,d	247,694	37%	59%	0%	4%
Environmental and Facilities Services															
Republic Services	10,153.6	12	11	Y	54	5	72	6	100,000	b	357,277	36%	64%	0%	0%
Rollins	2,161.2	9	6	N	72	13	-	10	100,000	-	131,375	100%	0%	0%	0%
Waste Management	15,218.0	9	8	Y	63	8	75	11	115,000	b	308,806	44%	56%	0%	0%
Human Resource and Employment Services															
Robert Half International	5,109.0	8	6	Y	63	8	-	5	40,000	b	348,416	17%	80%	0%	3%
Industrial Conglomerates															
3M Company	32,184.0	12	11	N	64	7	74	11	305,000	c,d	318,249	46%	54%	0%	0%
General Electric Company	79,619.0	11	10	N	61	4	75	13	275,000	c,d,h	305,722	27%	73%	0%	0%
Honeywell International	32,637.0	11	10	N	64	8	75	7	100,000	b,c,e	374,350	47%	34%	14%	5%
Roper Technologies	5,527.1	8	7	Y	68	14	80	9	60,000	b	460,556	16%	84%	0%	0%
Industrial Machinery															
Dover Corporation	6,683.8	10	9	Y	67	9	75	7	270,000	d	301,205	49%	51%	0%	0%
Fortive Corporation	4,634.4	8	7	Y	55	3	-	9	100,000	b,e,k	298,053	6%	74%	20%	0%
IDEX Corporation	2,351.6	10	9	Y	60	6	70	13	90,000	b	248,270	39%	59%	0%	2%
Illinois Tool Works	12,574.0	10	9	N	62	10	75	6	135,000	b,c	290,739	50%	50%	0%	0%
Ingersoll-Rand	4,910.2	10	9	Y	58	4	75	6	75,000	b	252,650	31%	69%	0%	0%
Otis Worldwide Corporation	12,756.0	9	7	Y	63	3	75	5	310,000	d	337,857	28%	70%	0%	2%
Parker-Hannifin Corporation	13,695.5	11	9	N	63	11	72	9	140,000	b	325,133	47%	52%	0%	1%
Pentair plc	3,017.8	9	8	Y	61	8	75	8	90,000	b	281,188	48%	50%	0%	2%
Snap-on	3,942.2	10	9	N	67	11	75	5	100,000	b,c	275,926	41%	46%	0%	13%
Stanley Black & Decker	14,534.6	12	11	Y	60	7	75	8	125,000	b,c	300,000	38%	62%	0%	0%
Xylem	4,876.0	11	10	Y	61	7	72	10	100,000	b,c	258,846	39%	61%	0%	0%
Railroads															
CSX Corporation	10,583.0	11	10	Y	64	6	75	9	275,000	b,c	318,872	38%	56%	0%	6%
Kansas City Southern	2,632.6	10	9	Y	64	8	75	13	75,000	b,c	263,658	42%	52%	0%	6%
Norfolk Southern Corporation	9,789.0	13	12	N	63	7	75	9	112,500	b	306,350	42%	56%	0%	2%
Union Pacific Corporation	19,533.0	10	9	N	68	8	75	7	280,000	c,d,h	303,123	94%	0%	0%	6%

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Research and Consulting Services															
Equifax	4,127.5	10	9	Y	60	6	72	8	90,000	b,c	293,626	40%	58%	0%	2%
IHS Markit	4,287.8	13	12	N	66	6	-	12	90,000	b,c	273,392	34%	66%	0%	0%
Jacobs Engineering Group	13,567.0	11	10	N	67	9	-	6	115,000	b	314,815	42%	57%	0%	1%
Leidos Holdings	12,297.0	12	11	N	68	8	75	7	125,000	b,e	238,848	56%	44%	0%	0%
Nielsen Holdings plc	6,290.0	10	9	Y	63	5	-	10	80,000	b,c	244,115	20%	80%	0%	0%
Verisk Analytics	2,784.6	12	11	N	64	11	75	9	90,000	b,c,e,j	260,110	9%	71%	20%	0%
Trading Companies and Distributors															
Fastenal Company	5,647.3	9	6	Y	56	8	74	4	85,000	e,j	163,750	87%	0%	13%	0%
United Rentals	8,530.0	11	9	Y	60	7	76	9	80,000	b	266,390	44%	56%	0%	0%
W.W. Grainger	11,797.0	13	12	N	60	10	72	5	100,000	b,c	274,748	39%	60%	0%	1%
Trucking															
J.B. Hunt Transport Services	9,636.6	11	7	Y	61	10	72	4	245,000	c	254,963	45%	55%	0%	0%
Old Dominion Freight Line	4,015.1	11	8	Y	65	7	-	6	90,000	b	254,896	38%	61%	0%	1%
TOTAL INDUSTRIALS															
Average		11	9				74	8	152,804		298,795	39%	52%	6%	3%
Median		11	9				75	8	110,000		297,581				
INFORMATION TECHNOLOGY															
Application Software															
Adobe	12,868.0	11	10	N	60	11	-	6	60,000	b,c	382,257	23%	77%	0%	0%
Ansys	1,681.3	8	7	Y	60	4	75	7	40,000	b	363,701	19%	81%	0%	0%
Autodesk	3,274.3	10	9	Y	57	6	-	4	75,000	b,c	352,489	25%	75%	0%	0%
Cadence Design Systems	2,682.9	9	8	Y	63	11	-	9	80,000	b	343,972	42%	57%	0%	1%
Citrix Systems	3,236.7	10	8	Y	61	6	-	9	70,000	b,c	417,387	29%	63%	0%	8%
Intuit	7,679.0	12	9	Y	57	7	75	8	75,000	b,c	379,383	21%	79%	0%	0%
Paycom Software	841.4	7	6	N	67	7	-	6	75,000	b	339,928	34%	66%	0%	0%
PTC	1,458.4	8	7	Y	64	7	-	10	310,000	d	350,005	27%	73%	0%	0%
salesforce.com	17,098.0	11	9	N	70	11	-	8	375,000	d,g	393,718	5%	95%	0%	0%
Synopsys	3,685.3	9	7	N	65	11	72	6	125,000	b,j	319,245	45%	55%	0%	0%
Tyler Technologies	1,116.7	8	5	Y	63	4	-	6	40,000	b	316,850	21%	79%	0%	0%
Communications Equipment															
Arista Networks	2,317.5	8	6	Y	60	6	-	7	75,000	b	200,906	53%	47%	0%	0%
Cisco Systems	49,301.0	10	9	N	61	9	72	10	80,000	b	368,956	37%	62%	0%	1%
F5 Networks	2,350.8	10	9	Y	57	6	-	11	60,000	b	341,803	27%	73%	0%	0%
Juniper Networks	4,445.1	10	9	Y	63	9	75	8	60,000	b	310,508	30%	70%	0%	0%
Motorola Solutions	7,414.0	7	6	N	62	6	75	6	100,000	b,c	289,823	24%	76%	0%	0%

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Data Processing and Outsourced Services															
Automatic Data Processing	14,589.8	11	10	Y	61	5	72	6	310,000	c,d,h	350,611	38%	59%	0%	3%
Broadridge Financial Solutions	4,529.0	10	8	Y	64	9	72	10	250,000	d,e	284,918	43%	28%	26%	3%
Fidelity National Information Services	12,552.0	10	9	N	67	5	75	13	100,000	b	367,459	41%	58%	0%	1%
Fiserv	14,852.0	10	8	Y	61	5	75	10	78,000	b,c	226,596	11%	89%	0%	0%
FleetCor Technologies	2,388.9	10	9	N	64	9	-	4	250,000	d,g	268,958	7%	93%	0%	0%
Global Payments	7,423.6	12	10	Y	65	6	75	8	320,000	d	247,586	17%	83%	0%	0%
Jack Henry & Associates	1,697.1	9	7	Y	60	9	70	6	40,000	b	274,030	44%	56%	0%	0%
Mastercard	15,301.0	14	12	Y	61	7	72	7	100,000	b	343,551	36%	63%	0%	1%
Paychex	4,040.5	9	7	Y	64	11	-	7	95,000	b,e	291,136	49%	25%	26%	0%
PayPal Holdings	21,454.0	11	10	Y	60	5	-	8	80,000	b,c	389,650	28%	72%	0%	0%
Visa	21,846.0	12	11	N	63	8	75	10	110,000	b	385,554	39%	57%	0%	4%
The Western Union Company	4,835.0	11	10	Y	61	7	74	9	85,000	b,c,e,i,j,k	332,750	35%	50%	10%	5%
Electronic Components															
Amphenol Corporation	8,598.9	9	8	Y	68	11	72	9	90,000	b,c	280,747	43%	57%	0%	0%
Corning	11,303.0	14	13	N	67	10	74	8	110,000	b,c	337,892	34%	65%	0%	1%
Electronic Equipment and Instruments															
Keysight Technologies	4,221.0	9	8	N	68	6	75	6	100,000	b,c	321,948	37%	63%	0%	0%
Trimble	3,147.7	9	7	Y	58	4	75	5	60,000	b	336,978	18%	82%	0%	0%
Zebra Technologies Corporation	4,448.0	8	7	Y	63	12	-	10	80,000	b	315,141	37%	63%	0%	0%
Electronic Manufacturing Services															
IPG Photonics Corporation	1,200.7	9	6	N	61	8	72	6	40,000	b,e	316,695	21%	79%	0%	0%
TE Connectivity	12,172.0	14	11	Y	61	6	72	9	275,000	d	313,016	38%	60%	0%	2%
Internet Services and Infrastructure															
Akamai Technologies	3,198.1	11	10	Y	61	5	-	7	300,000	d,h	321,630	25%	75%	0%	0%
VeriSign	1,265.1	8	7	N	68	11	-	5	40,000	b	341,081	27%	73%	0%	0%
IT Consulting and Other Services															
Accenture	44,327.0	12	10	Y	61	6	75	4	100,000	b,c	347,940	37%	63%	0%	0%
Cognizant Technology Solutions Corporation	16,652.0	10	9	Y	62	5	-	22	90,000	b	378,460	40%	60%	0%	0%
DXC Technology Company	19,577.0	10	9	Y	62	3	72	12	90,000	b,c	308,647	34%	66%	0%	0%
Gartner	4,099.4	10	9	Y	70	16	-	8	60,000	b,d,g,i	326,523	26%	74%	0%	0%
International Business Machines Corporation	73,621.0	12	11	N	63	6	72	9	325,000	c,d,h	428,724	78%	0%	0%	22%
Semiconductor Equipment															
Applied Materials	17,202.0	10	9	Y	58	7	70	6	80,000	b,c	331,391	39%	61%	0%	0%
Enphase Energy	774.4	7	5	N	59	7	-	6	50,000	b	238,292	27%	40%	33%	0%
KLA Corporation	5,806.4	11	10	Y	63	10	75	5	90,000	b	338,748	35%	61%	0%	4%
Lam Research Corporation	10,044.7	9	8	Y	62	7	75	10	75,000	b	366,516	33%	65%	0%	2%
Teradyne	3,121.5	8	7	Y	67	10	75	4	80,000	b,c	298,285	33%	67%	0%	0%

	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS					BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
	COMPANY SALES (\$USD IN MILLIONS)	TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Semiconductors															
Advanced Micro Devices	9,763.0	8	7	Y	61	6	72	15	75,000	b	335,702	38%	62%	0%	0%
Analog Devices	5,603.1	11	9	Y	65	7	-	10	80,000	b	326,842	35%	64%	0%	1%
Broadcom	23,888.0	9	7	Y	60	3	75	8	90,000	b	347,060	36%	64%	0%	0%
Intel Corporation	77,867.0	9	8	Y	57	4	72	16	90,000	b,c	356,250	28%	71%	0%	1%
Maxim Integrated Products	2,191.4	9	8	Y	67	11	-	10	70,000	b	300,656	32%	68%	0%	0%
Microchip Technology	5,274.2	5	4	N	73	20	75	13	60,000	b	205,485	42%	58%	0%	0%
Micron Technology	21,435.0	7	6	Y	67	5	75	5	125,000	b,c	417,501	40%	60%	0%	0%
Monolithic Power Systems	844.5	6	5	N	65	16	-	4	70,000	b	298,500	33%	67%	0%	0%
Nvidia Corporation	10,918.0	13	12	Y	63	12	-	10	75,000	b	341,338	22%	78%	0%	0%
NXP Semiconductors	8,612.0	12	11	Y	63	5	-	5	85,000	b	308,672	37%	63%	0%	0%
Qorvo	3,239.1	9	8	Y	64	6	75	13	80,000	b	297,456	33%	67%	0%	0%
QUALCOMM	23,531.0	14	13	Y	61	4	-	7	100,000	b	369,291	39%	54%	0%	7%
Skyworks Solutions	3,355.7	8	7	N	62	12	-	6	75,000	b	339,411	33%	67%	0%	0%
Texas Instruments	14,461.0	11	10	N	62	8	70	8	110,000	b,c,e	341,974	36%	29%	29%	6%
Xilinx	3,162.7	9	8	Y	61	6	-	9	72,500	b	306,211	33%	67%	0%	0%
Systems Software															
Fortinet	2,594.4	8	6	N	62	6	-	8	55,000	b	309,400	21%	79%	0%	0%
Microsoft Corporation	143,015.0	12	11	Y	59	5	75	7	325,000	c,d	350,035	38%	62%	0%	0%
NortonLifeLock	2,490.0	8	7	Y	53	5	72	41	50,000	b,c	370,571	21%	79%	0%	0%
Oracle Corporation	39,068.0	14	9	Y	73	12	-	7	52,500	b,e	471,186	18%	82%	0%	0%
ServiceNow	4,519.5	10	8	Y	55	5	-	6	40,000	b	380,371	15%	85%	0%	0%
Technology Distributors															
CDW Corporation	18,467.5	10	9	Y	62	6	-	7	102,500	b	263,500	36%	64%	0%	0%
Technology Hardware, Storage and Peripherals															
Apple	274,515.0	8	7	Y	67	11	75	4	100,000	b	411,925	36%	61%	0%	3%
Hewlett Packard Enterprise Company	26,982.0	12	11	Y	63	5	-	9	325,000	b,c,d	338,751	23%	77%	0%	0%
HP	56,639.0	11	10	Y	62	5	-	35	320,000	d	334,065	31%	69%	0%	0%
NetApp	5,412.0	8	7	Y	63	8	-	5	75,000	b	373,202	32%	68%	0%	0%
Seagate Technology plc	10,509.0	10	8	Y	60	7	-	5	100,000	b	443,412	30%	70%	0%	0%
Western Digital Corporation	16,736.0	8	7	Y	61	8	72	13	75,000	b	382,957	34%	66%	0%	0%
TOTAL INFORMATION TECHNOLOGY															
Average		10	8				73	9	115,277		338,663	32%	66%	1%	1%
Median		10	8				75	8	80,000		338,750				
MATERIALS															
Commodity Chemicals															
Dow	38,542.0	11	10	N	62	4	72	6	125,000	b	329,058	44%	56%	0%	0%
LyondellBasell Industries N.V.	27,753.0	12	11	Y	65	6	75	9	285,000	c,d	352,196	38%	61%	0%	1%

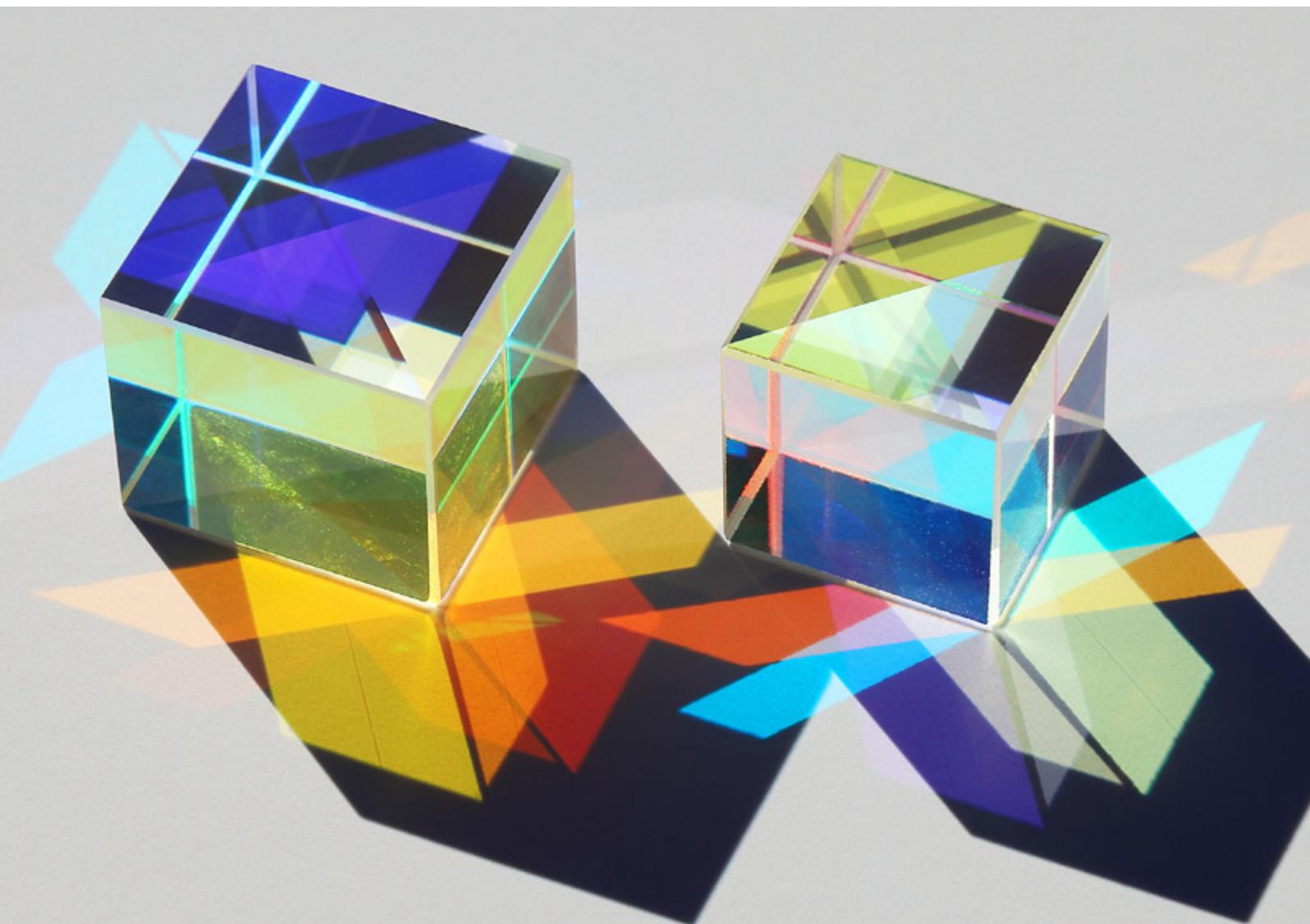
	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION				
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
Construction Materials															
Martin Marietta Materials	4,432.1	11	10	N	65	6	75	4	120,000	b,c	291,635	46%	45%	0%	9%
Vulcan Materials	4,856.8	11	10	N	61	6	74	9	110,000	b,c	281,953	43%	53%	0%	4%
Copper															
Freeport-McMoRan	14,198.0	7	6	N	65	6	-	11	125,000	b,c	327,758	46%	52%	0%	2%
Diversified Chemicals															
Eastman Chemical Company	8,473.0	11	10	N	63	8	75	8	115,000	b,c	295,475	46%	34%	0%	20%
Fertilizers and Agricultural Chemicals															
Corteva	14,217.0	13	12	Y	62	3	75	10	285,000	d	337,831	39%	53%	0%	8%
FMC Corporation	4,642.1	11	9	Y	64	11	75	5	100,000	b,c	260,527	43%	54%	0%	3%
The Mosaic Company	8,681.7	12	10	Y	61	8	74	6	90,000	b	273,301	38%	61%	0%	1%
Gold															
Newmont Corporation	11,497.0	11	10	Y	61	3	75	15	115,000	b	324,853	50%	49%	0%	1%
Industrial Gases															
Air Products & Chemicals	8,856.3	8	7	N	66	7	75	13	120,000	b,c	291,430	45%	52%	0%	3%
Linde plc	27,243.0	12	11	Y	67	3	72	5	180,000	b	368,906	60%	40%	0%	0%
Metal and Glass Containers															
Ball Corporation	11,781.0	12	10	N	62	7	-	6	90,000	b	278,391	36%	56%	0%	8%
Paper Packaging															
Amcor	12,467.5	10	9	Y	65	6	75	8	255,000	d	276,324	54%	45%	0%	1%
Avery Dennison Corporation	6,971.5	9	8	N	63	10	72	5	100,000	b,c	268,239	41%	56%	0%	3%
International Paper Company	20,580.0	11	10	N	61	5	72	9	275,000	c,d	305,504	9%	91%	0%	0%
Packaging Corporation of America	6,658.2	11	9	N	62	11	-	4	235,000	d	245,811	70%	28%	0%	2%
Sealed Air Corporation	4,903.2	9	8	Y	58	3	75	7	240,000	c,d	256,224	47%	53%	0%	0%
WestRock Company	17,578.8	12	11	Y	64	5	72	7	115,000	b	272,492	41%	59%	0%	0%
Specialty Chemicals															
Albemarle Corporation	3,128.9	9	8	N	62	5	-	8	100,000	b	237,124	45%	55%	0%	0%
Celanese Corporation	5,655.0	10	9	N	65	8	75	9	105,000	b	266,847	44%	56%	0%	0%
DuPont de Nemours	20,397.0	12	11	N	57	4	75	15	115,000	b	300,043	43%	57%	0%	0%
Ecolab	11,790.2	13	11	Y	61	8	72	8	110,000	b,c,e	289,655	42%	40%	18%	0%
International Flavors & Fragrances	5,084.2	13	12	N	64	4	72	8	250,000	d,h	260,603	46%	52%	0%	2%
PPG Industries	13,834.0	13	12	N	61	6	72	11	280,000	c,d	295,753	49%	49%	0%	2%
The Sherwin-Williams Company	18,361.7	10	9	N	62	6	72	7	125,000	b,c	299,449	45%	54%	0%	1%
Steel															
Nucor Corporation	20,139.7	7	6	Y	63	7	72	4	125,000	b,c	354,167	48%	52%	0%	0%
TOTAL MATERIALS															
Average		11	10				74	8	158,889		293,988	44%	53%	1%	2%
Median		11	10				74	8	120,000		291,430				

	COMPANY SALES (\$USD IN MILLIONS)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION					
		TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER	
REAL ESTATE																
Healthcare REITs																
Healthpeak Properties	1,644.9	8	7	Y	63	7	-	4	85,000	b,c	286,574	44%	56%	0%	0%	
Ventas	3,800.3	11	10	N	60	8	75	7	99,000	b,c	302,796	42%	58%	0%	0%	
Welltower	4,606.0	11	10	Y	62	5	75	14	95,000	b	303,211	47%	53%	0%	0%	
Hotel and Resort REITs																
Host Hotels & Resorts	1,590.0	9	7	Y	63	7	-	7	220,000	c,d	266,403	42%	53%	0%	5%	
Industrial REITs																
Duke Realty Corporation	1,004.3	12	11	N	64	5	-	5	100,000	b,c	246,500	43%	57%	0%	0%	
Prologis	4,736.1	11	10	N	64	12	75	4	120,000	b	328,805	39%	58%	3%	0%	
Office REITs																
Alexandria Real Estate Equities	1,901.4	7	6	Y	59	8	75	9	110,000	b	310,028	52%	45%	0%	3%	
Boston Properties	2,737.8	11	9	Y	68	8	75	14	85,000	b,c	246,368	43%	57%	0%	0%	
Vornado Realty Trust	1,612.2	10	9	N	70	17	-	10	75,000	b	192,564	26%	74%	0%	0%	
Real Estate Services																
CBRE Group	23,826.2	10	9	Y	60	5	-	7	100,000	b,c	205,986	51%	49%	0%	0%	
Residential REITs																
AvalonBay Communities	2,302.5	12	10	N	61	6	75	10	90,000	b,c	271,626	25%	75%	0%	0%	
Equity Residential	2,571.7	12	9	Y	59	7	-	8	240,000	d,e,j	261,211	39%	43%	18%	0%	
Essex Property Trust	1,556.9	9	7	Y	70	8	-	6	80,000	e,k	255,189	33%	10%	57%	0%	
Mid-America Apartment Communities	1,678.0	12	10	N	68	9	75	4	75,000	b,c	227,244	41%	57%	0%	2%	
UDR	1,260.0	9	8	N	70	11	-	8	80,000	b,c	251,909	37%	60%	0%	3%	
Retail REITs																
Federal Realty Investment Trust	827.4	7	5	Y	59	8	72	7	200,000	d	221,667	42%	58%	0%	0%	
Kimco Realty Corporation	1,057.9	8	6	Y	65	11	-	9	60,000	b,c	280,103	38%	62%	0%	0%	
Realty Income Corporation	1,651.6	9	8	Y	66	13	-	14	25,000	b	252,236	18%	82%	0%	0%	
Regency Centers Corporation	1,047.9	11	9	Y	62	8	75	9	75,000	b,c	193,861	58%	42%	0%	0%	
Simon Property Group	4,604.0	13	10	N	69	11	-	14	110,000	b	302,434	41%	59%	0%	0%	
Specialized REITs																
American Tower Corporation	8,041.5	12	11	Y	67	11	-	10	100,000	b	303,056	41%	59%	0%	0%	
Crown Castle International Corp.	5,840.0	12	10	Y	61	9	72	10	85,000	b	295,975	33%	64%	0%	3%	
Digital Realty Trust	3,846.0	11	10	Y	59	5	76	7	85,000	b	283,097	41%	58%	0%	0%	
Equinix	5,963.1	9	7	Y	63	9	75	10	70,000	b	373,040	29%	71%	0%	0%	
Extra Space Storage	1,378.6	9	7	Y	65	7	-	7	65,000	b	231,484	48%	52%	0%	0%	
Iron Mountain	4,147.3	12	11	Y	65	9	-	7	80,000	b,c	312,505	39%	51%	0%	10%	
Public Storage	2,984.3	14	10	Y	58	3	75	18	120,000	c,e	208,918	63%	37%	0%	0%	
SBA Communications Corporation	2,083.1	8	7	Y	66	14	-	7	95,000	b,e	280,556	43%	57%	0%	0%	
Weyerhaeuser Company	7,532.0	9	8	Y	61	8	72	6	208,000	c,d	230,771	43%	57%	0%	0%	
TOTAL REAL ESTATE																
Average		10	9					74	9	104,552		266,088	41%	56%	2%	1%
Median		11	9					75	8	90,000		266,403				

	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS				BOARD FEES			PERCENTAGE OF TOTAL COMPENSATION					
	COMPANY SALES (\$USD IN MILLIONS)	TOTAL	INDEPENDENT DIRECTORS	SEPARATE CHAIR/CEO	AVERAGE AGE	AVERAGE TENURE (YEARS)	RETIREMENT AGE	MEETINGS PER YEAR*	BOARD RETAINER (\$USD)	BOARD RETAINER FOOTNOTES	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR (\$USD)	CASH	STOCK	OPTIONS	ALL OTHER
UTILITIES															
Utilities															
The AES Corporation	9,660.0	10	9	Y	65	6	-	9	85,000	b,c,d,h	303,694	41%	59%	0%	0%
Alliant Energy Corporation	3,416.0	9	8	N	61	10	70	8	245,000	c	261,015	98%	0%	0%	2%
Ameren Corporation	5,540.0	13	12	N	62	7	72	10	100,000	b,c	271,277	47%	53%	0%	0%
American Electric Power Company	14,918.5	12	11	N	65	8	72	7	125,000	b,c	300,220	46%	54%	0%	0%
American Water Works Company	3,777.0	11	10	Y	64	7	75	13	100,000	b	260,709	44%	54%	0%	2%
Atmos Energy Corporation	2,821.1	14	11	Y	66	11	75	14	100,000	b,c	257,576	42%	58%	0%	0%
CenterPoint Energy	7,418.0	9	7	Y	58	3	-	20	110,000	b	291,456	49%	51%	0%	0%
CMS Energy Corporation	6,680.0	11	10	Y	63	7	75	10	110,000	b,c	289,000	48%	52%	0%	0%
Consolidated Edison	12,246.0	12	9	Y	64	7	75	9	115,000	b,c	288,194	47%	52%	0%	1%
Dominion Energy	14,172.0	12	11	N	63	7	75	9	275,000	c,d	285,902	41%	58%	0%	1%
DTE Energy Company	12,177.0	12	10	Y	67	10	75	9	120,000	b,c	282,971	48%	51%	0%	1%
Duke Energy Corporation	23,453.0	13	12	N	64	5	71	9	285,000	c,d	305,315	47%	52%	0%	1%
Edison International	13,578.0	11	10	Y	62	6	72	14	122,500	b	311,633	44%	51%	0%	5%
Entergy Corporation	10,113.6	11	10	N	64	8	74	16	112,500	b	319,196	43%	49%	0%	8%
Energy	4,913.4	13	11	Y	65	9	72	14	100,000	b,c	264,516	46%	50%	0%	4%
Eversource Energy	8,904.4	11	10	N	65	9	75	9	275,000	d	291,051	43%	57%	0%	0%
Exelon Corporation	33,039.0	12	11	Y	65	6	75	15	125,000	b	344,587	51%	45%	0%	4%
FirstEnergy Corporation	10,607.0	14	12	Y	60	6	72	16	250,000	c,d	328,950	54%	46%	0%	0%
NextEra Energy	17,997.0	12	11	N	65	10	72	8	285,000	d	322,780	47%	53%	0%	0%
NiSource	4,681.7	12	11	Y	61	7	72	18	235,000	d,h	264,735	45%	53%	0%	2%
NRG Energy	9,093.0	11	10	Y	61	9	75	5	267,000	d,h	286,865	36%	64%	0%	0%
Pinnacle West Capital Corporation	3,587.0	11	10	N	68	9	75	9	105,000	b,c	289,567	40%	42%	0%	18%
PPL Corporation	7,607.0	9	8	Y	66	9	75	7	265,000	c,d,h	283,750	46%	53%	0%	1%
Public Service Enterprise Group	9,603.0	10	9	N	67	7	75	7	95,000	b,c	296,021	54%	46%	0%	0%
Sempra Energy	11,370.0	12	10	N	61	7	75	11	85,000	b,c	282,743	42%	50%	0%	8%
The Southern Company	20,375.0	13	12	N	67	8	-	9	110,000	b,c	281,538	43%	57%	0%	0%
WEC Energy Group	7,241.7	10	8	Y	64	7	72	8	110,000	b	265,075	44%	53%	0%	3%
Xcel Energy	11,526.0	14	12	N	64	6	72	6	105,000	b,c	279,064	23%	77%	0%	0%
TOTAL UTILITIES															
Average		12	10				74	11	157,750		289,580	46%	52%	0%	2%
Median		12	10				75	9	113,750		287,530				
TOTAL S&P 500															
Average		11	9				74		131,664		312,279	37%	56%	5%	2%
Median		11	9				75		100,000		302,536				

Comparative Board Data Footnotes

- a: Includes regular, special and telephonic board meetings.
- b: Equity (stock or stock units) is paid in addition to stated retainer.
- c: Directors can elect to receive cash compensation fully or partially in stock.
- d: Equity (stock or stock units) is paid as part of retainer.
- e: Stock option program for directors exists.
- f: Dollar value equivalent for retainer not provided in proxy.
- g: Retainer paid 100% in stock.
- h: Equity portion of retainer paid in deferred stock.
- i: Directors can elect to receive equity retainer fully or partially in cash.
- j: Directors can elect to receive cash and/or stock compensation in stock options.
- k: Directors can elect to receive stock in lieu of stock option grant.



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Six Questions for Boards



2021 S&P 500 Board
Diversity Snapshot



Spencer Stuart
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Board Report



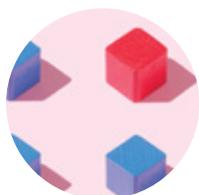
Board Governance and
SPACs: New Competition
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Too Important to Fail:
Four New Rules for CEO
Succession Planning



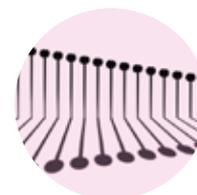
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for an Emergency
Succession: Leadership
Continuity is Essential for
Business Continuity



Stakeholder Voices in the
Boardroom: Ensuring
Stakeholder Interests
Are Factored into
Decision-Making



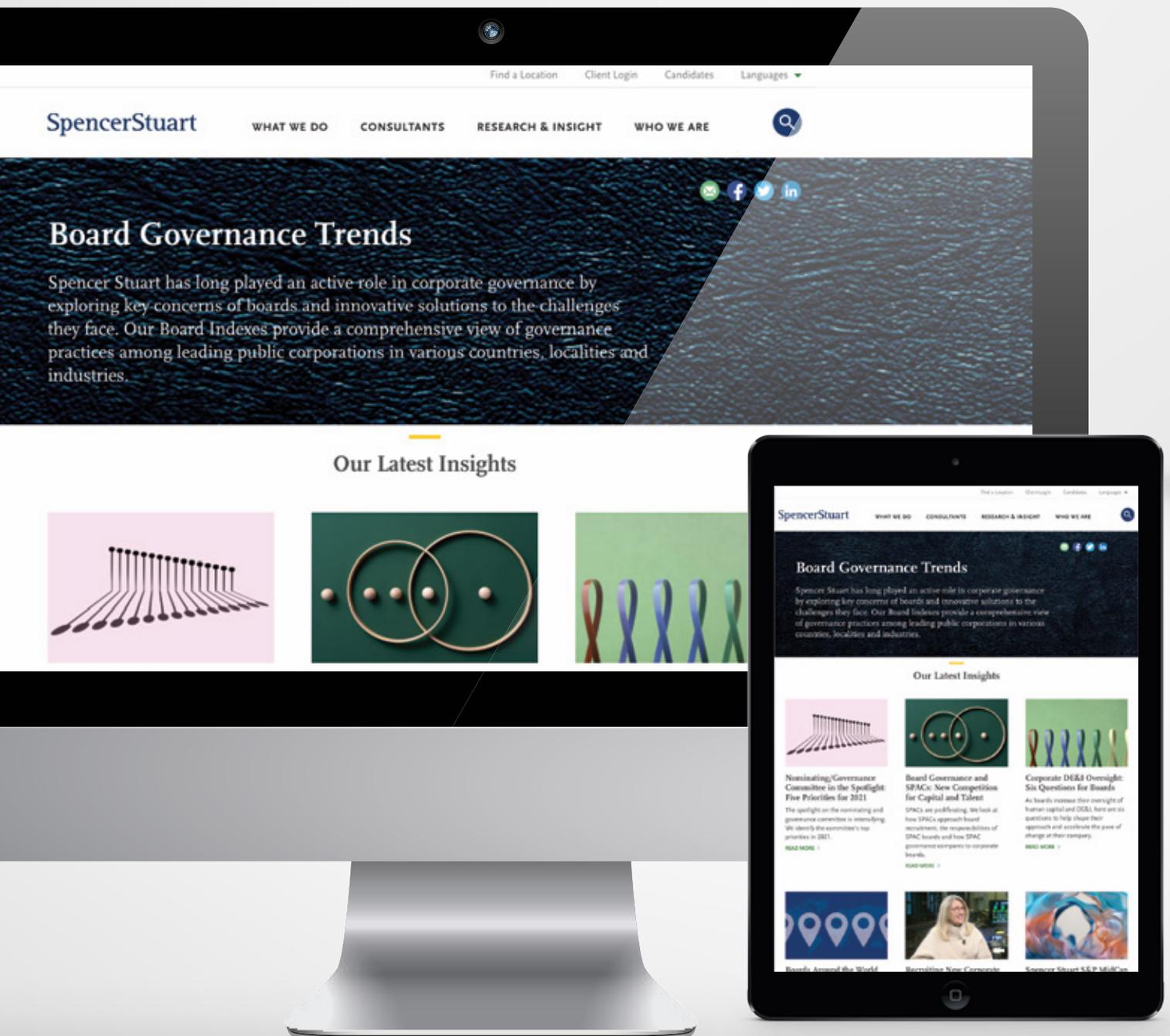
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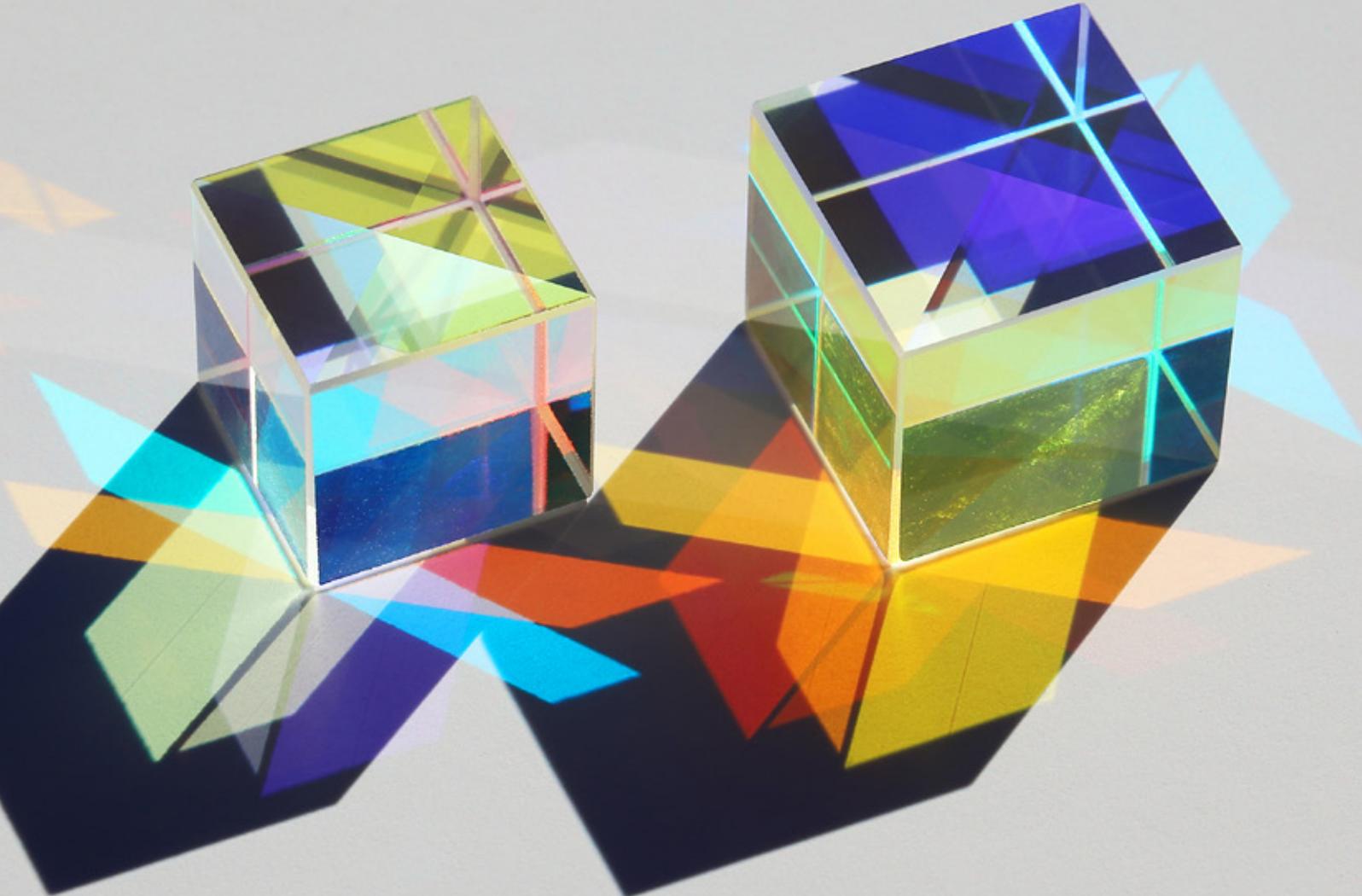
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