

Transparency Criteria: Proxy Statements



Here is the set of 74 criteria that companies can use to make their proxy statements more transparent:

1. The document is available in print PDF format on the Investor Relations webpage.
2. The company provides an interactive version with links to navigate to and from sections of the document, including table of contents.
3. The company files a courtesy PDF with the SEC.
4. The cover includes the time and date of the annual meeting.
5. The document includes a secondary color.
6. Every page footer or header includes the company name, document title and year and relevant section.
7. The table of contents is one-page and includes two levels of hierarchy.
8. Voting and general information is presented in Q&A format at the back of the proxy (except in a proxy contest).
9. The company explains how shareholders can submit questions for the annual meeting.
10. The core proposals (election of directors, say-on-pay and ratification of auditors) precede relevant disclosures.



11. The notice of annual meeting is formatted to highlight items to be voted on, voting methods and meeting logistics.
12. The document includes an introductory letter providing an overview of the board's priorities/focus areas from either independent Board leadership or the full Board.
13. The mission, vision or purpose of the company is presented within the introductory pages.
14. The proxy summary or introductory pages include a table summarizing the proposals and the board's recommendation for each one.
15. The document includes a company overview section using graphics or other visual elements that includes a summary of company strategy.
16. The company overview section includes business and financial highlights using graphics or other visual elements.
17. The proxy summary or introduction to election of directors proposal includes a board summary matrix, table, graphics or other visual elements that names all directors and includes, at a minimum: each director's primary occupation; age; independence; tenure; and committee membership.
18. The proxy summary or introduction to election of directors proposal includes graphics presenting, at a minimum: ages; tenures; genders; and race/ethnicities of the full board.
19. The document includes a summary of key governance highlights, practices and/or policies (e.g., what we do/don't do, best practices list or adoption timeline).
20. Each director biography includes a photo and at least five separately presented attributes (such as tenure, age, independence, other public directorships and committee assignments).
21. Board skills are presented in a matrix or table indicating the skills held by each individual director.



22. Board skills are presented in a matrix, table, graphic(s) or using other visual element indicating the skills held by the board in the aggregate.
23. The relevance of each board skill and its link to company strategy is explained.
24. The board nomination or refreshment process is depicted in a graphic or using other visual elements.
25. Key aspects of shareholder nomination rights are discussed in the context of other governance policies and practices.
26. The document has a dedicated section, subsection or callout explaining the company's approach to board diversity, including a policy or specific commitments.
27. Board diversity information (individual or aggregated) is presented in a matrix or table.
28. Board committee responsibilities are presented in bullet format.
29. The attendance rate disclosed for the entire board is precise rather than the minimum "more than 75%" requirement.
30. The duties/responsibilities of the Independent Chair or Lead Independent Director (as applicable) are listed in bullet format.
31. The rationale and/or qualifications related to selection of individuals currently serving as Chair and/or Lead Independent Director is explained.
32. The document includes disclosure on the board's committee chair rotation and selection process.
33. The board's policies and practices related to director onboarding and continuing education is disclosed.
34. The board evaluation process is depicted in a graphic or using other visual elements.



35. The board evaluation disclosure includes topics assessed and examples of enhancements or actions taken resulting from evaluation feedback.
36. The document includes a dedicated section, sub-section or callout discussing the board's role in oversight of strategy.
37. The distribution of specific risk oversight responsibilities among the Board, Board committees, and management is depicted in a matrix, table, graphic or using other visual elements.
38. Within the risk oversight section, there is an overview of the enterprise risk management (ERM) process including timeframes for assessing risks (short, medium, long-term).
39. The document includes a dedicated section, subsection or callout discussing the board's role in oversight of information security/ cybersecurity/data privacy risks.
40. The document includes a dedicated section, sub-section or callout discussing the board's role in management succession planning.
41. The document includes a dedicated section, subsection or callout discussing the board's role in oversight of human capital management.
42. The document includes a human capital highlights/summary section.
43. The document presents EEO-1 or similar workforce data or states that the information is publicly available and where it is located.
44. The human capital highlights/summary section includes, at a minimum: an overview of the company's approach to workforce diversity, equity and inclusion; and employee engagement (may be within the ESG highlights/summary section).
45. The document includes an ESG highlights/summary section.



46. The ESG highlights/summary section includes, at a minimum: an overview of ESG focus areas; graphics or key figures that relate to company priorities and initiatives (e.g., key goals and/or progress for carbon emissions, diversity, gender parity, etc.); ESG reporting status, including use of applicable reporting frameworks; and url for most recent ESG report.
47. The document includes a section, subsection or callout discussing the board's role in ESG oversight.
48. A matrix, table, graphic or other visual elements are used to depict the distribution of specific ESG responsibilities among the Board, Board committees, and management.
49. The shareholder engagement section includes, at a minimum: who from the company participated; how many shareholders were contacted, type of engagement; and topics discussed.
50. The shareholder engagement section includes feedback received from shareholders and actions/responses taken in recent years.
51. The director compensation section discusses benchmarking with peer companies.
52. Pay mix and applicable components of director compensation (including all committee chair retainers and equity awards) are disclosed in a matrix, table graphic or using other visual elements.
53. Director stock ownership requirements are discussed within the director compensation section.
54. The audit section includes an overview of the audit firm selection process / assessment.
55. The CD&A starts with a dedicated table of contents or similar overview of key topics and identifies the NEOs in a table or other visual format.



56. The CD&A executive summary includes prior year say-on-pay results.
57. The CD&A executive summary explains changes to the program for the reporting year or states that there are no changes from the prior year.
58. The CD&A executive summary includes an overview of actual/paid compensation (e.g., incentive payouts, discussion of pay for performance alignment or NEO scorecard/pay summary).
59. The proxy summary or CD&A executive summary includes a summary of key compensation practices and policies (what we do/don't do, or list).
60. The proxy summary or CD&A executive summary includes a components of compensation matrix, table or graphic that presents, at a minimum: the objective/purpose of each element; metrics and weighting used in incentive programs; and performance periods/vesting.
61. The document includes disclosure of CEO and average NEO pay mix presented as a graphic or using other visual elements.
62. The base salary disclosure includes a table, graphic or other visual element that presents change in NEOs' base salaries year-over-year or states no change.
63. The annual incentive disclosure includes a graphic explaining how the award(s) is calculated.
64. Rationale for selection of performance metrics used in the annual incentive program for the applicable year is explained.
65. The annual goal setting process (e.g., including how plan goals relate to the annual operating plan, guidance/forecasts or prior year performance) is explained.
66. A table or graphic is used to present performance goal(s) and final results for the annual incentive program for the applicable year.



67. The long-term incentive disclosures include a graphic explaining how the award(s) is calculated.
68. Rationale for selection of performance metrics used in the long-term incentive program for the applicable year is explained.
69. A table or graphic is used to present performance goal(s) and final results of long-term incentive programs with periods completed in the applicable year.
70. Current payout percentages (i.e., “tracking” based on performance to date) for outstanding equity awards are disclosed in a table, graphic or using other visual elements.
71. The CD&A includes a consolidated discussion or presentation of each individual NEO’s role, performance and total direct compensation (e.g., “NEO pay summary” or “scorecard”).
72. Peer group disclosures include criteria used to identify peer companies and a matrix, table, graphic or other visual element showing how the company compares to peers with respect to the criteria.
73. The CD&A includes a table, graphic or other visual element showing stock ownership guidelines for the CEO and other NEOs.
74. CEO pay ratio and pay versus performance disclosures are included in the Table of Contents (or in separate Executive Compensation Table of Contents).

