The 2017 Proxy Season and the Global Governance Landscape

Advisory Council Meeting Participants*

S. Ward Atterbury  
Katten Muchin Rosenman LLP

Randi Caplan  
Farient Advisors LLC

Janet M. Clarke  
Cox Enterprises Inc.

Ralph D. Crosby  
American Electric Power Co. Inc.

Erroll B. Davis  
Union Pacific Corp.

Roy Dunbar  
Humana Inc.

Stuart M. Essig  
St. Jude Medical Inc.

Robin A. Ferracone  
Farient Advisors LLC

James P. Fogarty  
Darden Restaurants Inc.

Steven L. Gerard  
Las Vegas Sands Corp., Lennar Corp.

Dayna L. Harris  
Farient Advisors LLC

William T. Kerr  
Interpublic Group of Companies Inc.

Eric A. Kuwana  
Katten Muchin Rosenman LLP

Linda Fayne Levinson  
Jacobs Engineering Group Inc., NCR Corp.

John E. Maupin  
LifePoint Health Inc.

Nana Mensah  
Reynolds American Inc.

Linda A. Mills  
Navient Corp.

Diane C. Nordin  
Federal National Mortgage Association

Sarah E. Raiss  
Commercial Metals Co.

Jose R. Rodriguez  
KPMG’s Audit Committee Institute

Laurie A. Siegel  
CenturyLink Inc.

Robert C. Sledd  
Owens & Minor Inc.

Roger B. Vincent  
UGI Corp.

Walter R. Young  
NRG Energy Inc.

* This list includes delegates, partners, stakeholders, and guests who participated in the council’s meeting on April 4, 2017, and/or in a related teleconference on April 11, 2017.
About the Compensation Committee Chair Advisory Council

In support of a sustainable, profitable, and thriving corporate America, the National Association of Corporate Directors (NACD) created the Compensation Committee Chair Advisory Council. Since 2011, this council has brought experienced compensation committee chairs from Fortune 500 companies together with key shareholder representatives, regulators, and other stakeholders to discuss ways to strengthen corporate governance in general and the work of the compensation committee in particular. Farient Advisors LLC and Katten Muchin Rosenman LLP collaborate with NACD in convening and leading this council.

Delegates of the council have the opportunity to engage in frank, informal discussions regarding their expectations for compensation practices, processes, and communications and to share observations and insights on the changing business and regulatory environment. The council’s purpose is threefold:

- Improve communications and build trust between corporate America and its key stakeholders.
- Give directors engaged in the compensation arena a voice and a forum in which to exchange perspectives with regulators, standard setters, investors, and other important constituents on committee-related matters.
- Identify ways to take board leadership and compensation committee practices to the next level.

NACD believes that the open dialogue facilitated by this advisory council is vital to advancing the shared, overarching goal of all boards, investors, and regulators: to build a strong, vibrant capital market and business environment that will continue to earn the trust and confidence of all stakeholders.