

# 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.

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National Association of Corporate Directors

**Robyn Bew**

**Peter R. Gleason**

**Katherine W. Keally**

**Ashley Marchand Orme**

**Steven R. Walker**

\* 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.

**National Association  
of Corporate Directors**  
2001 Pennsylvania Ave. NW, Suite 500  
Washington, DC 20006  
202-775-0509  
[NACDonline.org](http://NACDonline.org)

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