

Transparency Criteria: Proxy Statements



Here is the set of 86 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 listing the proposals together with the board's recommendation for each one.
15. The document includes a company overview section using graphics or other visual elements.
16. An overview of the company's strategy is presented within the introductory pages.
17. The company overview section includes business and financial highlights.
18. 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.
19. The proxy summary or introduction to election of directors proposal includes graphics presenting, at a minimum: tenures; genders; and race/ethnicities of the full board.
20. 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).



21. Each director biography includes a photo and is formatted to highlight skills/qualifications and at least three separately presented attributes (such as tenure, age, independence, other public directorships, and committee assignments).
22. Board skills are presented in a matrix or table indicating the skills held by each individual director.
23. 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.
24. The relevance of each board skill and its link to company strategy is explained.
25. The document includes a dedicated section, subsection or callout discussing director succession planning/refreshment.
26. The document includes a dedicated section, subsection or callout discussing the board's view on director tenure and/or any retirement age or term limit policies.
27. The document discusses considerations for re-nomination of incumbent directors.
28. The process for vetting new director candidates is depicted in a graphic or using other visual elements.
29. Key aspects of shareholder nomination rights are discussed in the context of other governance policies and practices.
30. The document has a dedicated section, subsection or callout explaining the company's approach to board diversity, including a policy or specific commitments.
31. Board diversity information (individual or aggregated) is presented in a matrix or table.
32. Board committee responsibilities are presented in bullet format.



33. The attendance rate disclosed for the entire board is precise rather than the minimum “more than %” requirement.
34. The duties/responsibilities of the Independent Chair or Lead Independent Director (as applicable) are listed in bullet format.
35. The rationale and/or qualifications related to selection of individuals currently serving as Chair and/or Lead Independent Director is explained.
36. The document includes disclosure on the board’s committee chair rotation and selection process.
37. The board’s policies and practices related to director onboarding and continuing education is disclosed.
38. Policies or processes related to director time commitments are disclosed.
39. The board evaluation process is depicted in a graphic or using other visual elements.
40. The board evaluation disclosure includes topics assessed and examples of enhancements or actions taken resulting from evaluation feedback.
41. The document includes a dedicated section, sub-section or callout discussing the board’s role in oversight of strategy.
42. 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.
43. 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).



44. The document includes a dedicated section, subsection or callout discussing the board's role in oversight of information security/ cybersecurity/data privacy risks.
45. The document includes a dedicated section, sub-section or callout discussing the board's role in CEO and management succession planning.
46. The document includes a dedicated section, subsection or callout discussing the board's role in oversight of human capital management.
47. The document includes a section, subsection or callout discussing the board's role in ESG oversight.
48. The company discloses the Board or applicable Board Committee that oversees climate risk.
49. 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.
50. The document includes an ESG highlights/summary section using graphics or other visual elements.
51. The document provides an overview of ESG focus areas and updates on key priorities and initiatives.
52. The company summarizes its ESG reporting practices, including use of applicable reporting frameworks, and the website where to find the most recent ESG report.
53. The shareholder engagement section includes, at a minimum: who from the company participated, how many shareholders were contacted (number of shareholders or percentage of shares outstanding), and topics discussed.
54. The shareholder engagement section includes a graphic or other visual to show the timing of disclosed engagement efforts.



55. The shareholder engagement section includes feedback received from shareholders and actions/responses taken in recent years.
56. The director compensation section discusses benchmarking with peer companies.
57. 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.
58. Director stock ownership requirements are discussed within the director compensation section.
59. The audit section includes an overview of the audit firm selection process / assessment.
60. The audit section includes a discussion of the audit committee's involvement in the selection of the audit engagement partner.
61. The audit section includes disclosure of the length of the audit firm's engagement.
62. 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.
63. The proxy summary or CD&A summary includes prior year say-on-pay results.
64. If say-on-pay proposal from prior year received less than 0% support, an overview of shareholder outreach and a summary of feedback and committee response is included in the CD&A summary.
65. The CD&A summary explains changes to the program for the reporting year or states that there are no changes from the prior year.
66. The CD&A summary includes an overview of incentive program achievement and payouts.



67. The proxy summary or CD&A summary includes a summary of key compensation practices and policies (what we do/don't do, or list).
68. The proxy summary or CD&A summary includes a table or other visual overview of components of compensation including, at a minimum for incentive programs: performance metrics; weighting of each metric; performance periods; and vesting terms.
69. The document includes a table or other visual summarizing the objective/purpose of each element of compensation.
70. The document includes disclosure of CEO and average NEO pay mix presented as a graphic or using other visual elements.
71. 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.
72. The annual incentive disclosure includes a graphic explaining how the award(s) is calculated.
73. Rationale for selection of performance metrics used in the annual incentive program for the applicable year is explained.
74. 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.
75. A table or graphic is used to present performance goal(s) and final results for the annual incentive program for the applicable year.
76. Rationale for selection of performance metrics used in the long-term incentive program for the applicable year is explained.
77. The long-term incentive disclosures include a graphic or other visual explaining how performance-based awards are calculated.



78. A table or graphic showing the mix of long-term incentives is included as part of the discussion of the long-term incentive program.
79. 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.
80. 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.
81. 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”).
82. 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.
83. The CD&A includes a table, graphic or other visual element showing stock ownership guidelines for the CEO and other NEOs.
84. The CEO and other NEOs’ compliance or noncompliance with stock ownership guidelines is disclosed.
85. CEO pay ratio and pay versus performance disclosures are included in the Table of Contents (or in separate Executive Compensation Table of Contents).
86. The pay versus performance section includes graphics to demonstrate the relationship between compensation actually paid (CAP) and applicable financial metrics.

