

SpencerStuart

2018 United States  
Spencer Stuart  
Board Index

S&P 500 Boards: Trends Over One,  
Five and 10 Years

# S&P 500 Boards: Trends over One, Five and 10 Years

	2018 <sup>a</sup>	2017 <sup>b</sup>	2013 <sup>c</sup>	2008 <sup>d</sup>	5-year % change	10-year % change
<b>Board composition</b>						
Average board size	10.8	10.8	10.7	10.8	1%	0%
Independent directors	85%	85%	85%	82%	0%	4%
Average age of independent directors	63.0	63.1	62.9	61.2	2%	3%
<b>New independent directors</b>						
Total number	428	397	339	380	26%	13%
Women	40%	36%	24%	18%	67%	122%
Minorities	19%	20%	18%	12%	6%	58%
Average age	57.2	57.3	57.5	57.0	-1%	0%
Active CEO/chair/president/COO/vice chair	19%	18%	23%	31%	-17%	-39%
Retired CEO/chair/president/COO/vice chair	17%	18%	23%	16%	-26%	6%
Financial backgrounds	25.5%	29%	18%	18%	44%	44%
All other corporate executives	21%	24%	21%	19%	0%	11%
<b>First-time directors</b>						
% of all new directors	33%	45%	38%	24%	-13%	38%
Average age	54.7	55.2	n/a	n/a	n/a	n/a
# of first-time directors	140	179*	130	91	8%	54%
<b>Women directors</b>						
Women as a % of all directors	24%	22%	18%	16%	33%	50%
Boards with at least one woman director	99%	99%	93%	89%	6%	11%
<b>CEO profile</b>						
% of CEOs serving on one or more outside boards	45%	37%	47%	51%	-4%	-12%
# of women CEOs	27	31	22	14	23%	93%
Boards where CEO is the only non-independent	59%	60%	60%	44%	-2%	34%
Average age	57.6	57.4	56.7	55.4	2%	4%
Average tenure with company	19.3	19.8	17.8	14.4	8%	34%
<b>Chair independence</b>						
CEO is also chair	50%	49%	55%	61%	-9%	-18%
Independent chair	30.5%	28%	25%	16%	24%	94%
Boards with lead or presiding director	80%	84%	90%	95%	-11%	-16%
<b>Board meetings</b>						
Average number of board meetings	8.0	8.2	8.0	8.7	0%	-8%
Median number of board meetings	7	7	7	8	0%	-13%

	2018 <sup>a</sup>	2017 <sup>b</sup>	2013 <sup>c</sup>	2008 <sup>d</sup>	5-year % change	10-year % change
<b>Retirement age</b>						
Boards with mandatory retirement age	71%	73%	72%	74%	-1%	-4%
<i>Boards with mandatory retirement age of 75+</i>	44%	42%	24%	11%	83%	300%
<i>Boards with mandatory retirement age of 72+</i>	96%	96%	88%	72%	9%	33%
<b>Committee meetings (average number)</b>						
Audit committees	8.4	8.6	8.7	9.1	-3%	-8%
Compensation committees	6.2	6.0	6.3	6.6	-2%	-6%
Nominating committees	4.6	4.7	4.7	4.5	-2%	2%
<b>Audit committee chair</b>						
Active CEO/chair/president/COO	6%	7%	10%	15%	-40%	-60%
Financial exec/CFO/treas/public acct exec	55%	43%	35%	24%	57%	129%
<b>Non-employee director compensation</b>						
Total average compensation <sup>e</sup>	\$298,981	\$288,909	\$249,168	n/a	20%	n/a
Average annual retainer <sup>f</sup>	\$124,306	\$120,409	\$102,507	\$74,872	21%	66%
Median annual retainer <sup>f</sup>	\$100,000	\$100,000	\$80,000	\$60,000	25%	67%
Boards paying retainer of at least \$100,000	56%	52%	38%	18%	47%	211%
Boards paying board meeting fee	10%	14%	27%	45%	-63%	-78%
Average board meeting fee	\$2,190	\$2,197	\$2,159	\$2,036	1%	8%
Boards offering stock option program	12%	13%	20%	40%	-40%	-70%
Boards paying equity in addition to retainer	77%	77%	76%	74%	1%	4%
<b>Committee compensation</b>						
Boards paying committee chair retainer	97%	96%	94%	89%	3%	9%
Average committee chair retainer	\$21,036	\$20,443	\$17,248	\$13,896	22%	51%
Boards paying committee member retainer	45%	45%	39%	31%	15%	45%
Average committee member retainer	\$12,027	\$11,560	\$10,443	\$9,070	15%	33%
Boards paying committee meeting fees	13%	19%	30%	47%	-57%	-72%
Average committee meeting fees	\$1,688	\$1,653	\$1,708	\$1,568	-1%	8%

<sup>a</sup>Data based on proxy year May 20, 2017, through May 17, 2018.

<sup>b</sup>Data based on proxy year May 16, 2016, through May 19, 2017.

<sup>c</sup>Data based on proxy year May 15, 2012, through May 15, 2013.

<sup>d</sup>Data based on proxy year June 1, 2007, through May 31, 2008.

<sup>e</sup>Based on non-employee director compensation tables included in 484 (2018), 491 (2017), 488 (2013), and 469 (2008) proxies.

<sup>f</sup>Not including equity beyond retainer.

n/a = not available.

<sup>g</sup>Applying this year's methodology to 2017, there would have been 121 first-time directors.

## 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 57 offices, 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 and many other facets of organizational effectiveness.

For more than 30 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. In the past year alone, we conducted more than 600 director searches worldwide, and in North America one-third of those assignments were for companies with revenues under \$1 billion.

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. We have helped place women in more than 1,800 board director roles and recruited more than 600 diversity executives around the world.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring — both on our own and with other prestigious institutions — key concerns of boards and innovative solutions to the challenges facing them. Publishing the *U.S. Spencer Stuart Board Index (SSBI)*, now in its 33<sup>rd</sup> edition, is just one of our many ongoing efforts.

Each year, we sponsor and participate in several acclaimed director education programs, including:

- » Next-Gen Board Leaders (NGBL), an initiative designed to foster a community of current and aspiring directors to spark discussion around the challenges, opportunities and contributions of a younger generation in today's boardrooms
- » The Global Institutes, sponsored by the WomenCorporateDirectors (WCD) Foundation
- » The Corporate Governance Conference at Northwestern University's Kellogg School of Management
- » The New Directors Program, a unique two-year development program designed to provide first-time, non-executive directors with an exclusive forum for peer dialogue on key issues and "unwritten rules" of corporate boards, produced in partnership with the Boston Consulting Group, Frederick W. Cook & Co., Davis Polk, Lazard and PricewaterhouseCoopers

## Social Media @ Spencer Stuart

Stay up to date on the trends and topics that are relevant to your business and career.



© 2018 Spencer Stuart. All rights reserved.

For information about copying, distributing and displaying this work, contact: [permissions@spencerstuart.com](mailto:permissions@spencerstuart.com).

Amsterdam  
Atlanta  
Bangalore  
Barcelona  
Beijing  
Bogotá  
Boston  
Brussels  
Buenos Aires  
Calgary  
Chicago  
Copenhagen  
Dallas  
Dubai  
Düsseldorf  
Frankfurt  
Geneva  
Hong Kong  
Houston  
Istanbul  
Johannesburg  
Lima  
London  
Los Angeles  
Madrid  
Melbourne  
Mexico City  
Miami  
Milan  
Minneapolis/St. Paul  
Montreal  
Moscow  
Mumbai  
Munich  
New Delhi  
New York  
Orange County  
Paris  
Philadelphia  
Prague  
Rome  
San Francisco  
Santiago  
São Paulo  
Seattle  
Shanghai  
Silicon Valley  
Singapore  
Stamford  
Stockholm  
Sydney  
Tokyo  
Toronto  
Vienna  
Warsaw  
Washington, D.C.  
Zürich



SpencerStuart