

SpencerStuart

14th Annual
Retail & Apparel
Spencer Stuart
Board Index

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 more than 60 offices, over 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, employee engagement and many other facets of culture and 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 33rd 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 Institute, 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

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Contents

2	INTRODUCTION
4	BOARD COMPOSITION
4	Board Size
4	Board Independence
5	New Independent Directors
5	New Independent Director Backgrounds
6	Chair/CEO Split
6	Age of Directors
7	Female Representation
7	Lead/Presiding Directors
8	BOARD ORGANIZATION AND PROCESS
8	Number of Board Meetings
8	Director Term Length
9	Mandatory Retirement Age
9	Board Committees
10	DIRECTOR COMPENSATION
10	Board Retainers
10	Meeting Fees
11	COMPARATIVE BOARD TABLE

Introduction

Retail and apparel boards are facing challenges ranging from store closings to integrating e-commerce operations to brick-and-mortar renovations as they attempt to meet the demands of once-loyal customers being courted by the perceived value and convenience of online competitors.

With many retailers trying to manage hefty debt loads and struggling to respond to rapidly changing dynamics in the industry, management and boards must develop a vision for where energy and resources should be directed to keep up with consumers' tastes and maintain profitability.

Many retailers have succeeded in shaking off the doom-and-gloom predictions of the death of stores as we know them, embracing new technology to shorten the production cycle and better manage inventory. With many stores becoming literal showrooms for consumers, retailers have a built-in runway to launch robust online businesses that could secure their future.

In light of all the change in the industry, having the right perspectives in the boardroom has become even more important — especially as investors are increasingly focused on the diversity and quality of board composition. The impact of digital technology and the emergence of digital threats calls for new perspectives that may come without decades of experience. Tech-savvy, “digital” directors are in high demand, and boards are increasingly tapping younger, next-gen candidates with these skills. Investors also are examining boardroom diversity in terms of gender, race and ethnicity.

At a time when retail is at a critical crossroads, how are retail and apparel boards responding to these areas of investor concern?

The Retail & Apparel Spencer Stuart Board Index, now in its 14th year, explores board governance data and trends for the largest U.S. retail and apparel companies. The 2018 index examines the board practices of 114 of the nation's top retail and e-commerce companies with revenue of at least \$1 billion, including:

- » 20 companies with revenue greater than \$20 billion
- » 17 with revenue between \$10 billion and \$20 billion
- » 22 with revenue between \$5 billion and \$10 billion
- » 34 with revenue between \$2 billion and \$5 billion
- » 21 with revenue between \$1 billion and \$2 billion

96

New independent directors

62%

New independent directors

11%

New directors as a share of all directors

The index compares data from the 2018 proxy year to 2017 findings and goes further back to look at trends over the past decade. We also provide comparisons between retail and apparel companies and the S&P 500 where relevant.

Here are some of our findings:

- » The percentage of new directors increased from 2017: 11% of the 866 independent directors on retail and apparel boards are new to their boards this year, up from 8% in 2017. In all, retail and apparel boards added 96 new directors during the 2018 proxy year.
- » Retailers with revenues between \$5 billion and \$10 billion report a reversal in the recent trend toward splitting the chair and CEO roles. Overall, 62% of retail and apparel companies split the roles, compared with 64% in 2017. However, the largest companies — those with revenues greater than \$20 billion — reported a 7% increase in separating the board chair and CEO roles.
- » Progress on the gender diversity front was mixed. Fewer retail and apparel boards have least one female director, 95% versus 96% last year. The total number of female directors on retail and apparel boards increased just 1% in 2018 — from 285 to 289. While this is a more modest increase than in 2017 (8%), the percentage of female directors has increased over the past decade from 18% in 2007 to 27% today. This exceeds female representation on S&P 500 boards, where women make up 24% of directors.
- » Consistently fewer retail and apparel boards identify a lead or presiding director — 55%, compared with 80% of S&P 500 boards.
- » While 71% of S&P 500 boards disclose a mandatory retirement age for directors, just 54% of retail and apparel boards report such a policy. Among the retail boards reporting a mandatory retirement age, 47% set retirement at 72, and 51% set it at 73 or higher.
- » The average cash retainer for retail and apparel boards continues to climb — this year's average retainer is \$76,296, up 4% from last year's average of \$73,381.

27%

Women's representation on all retail & apparel boards

55%

Identify a lead or presiding director

54%

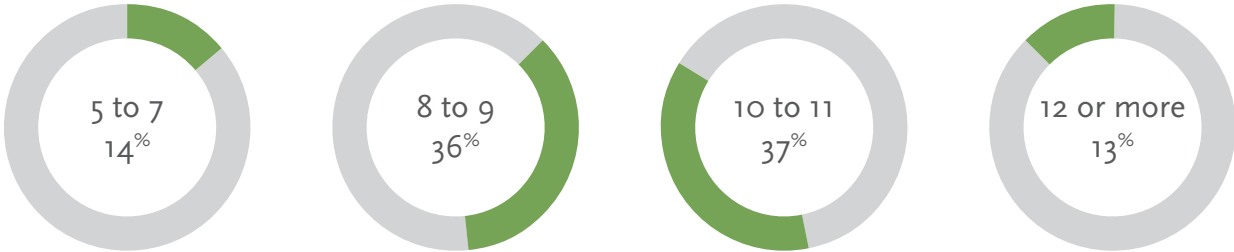
Retail & apparel boards with mandatory retirement

Board Composition

RETAIL BOARDS HAVE ONE FEWER DIRECTOR ON AVERAGE THAN S&P 500 BOARDS

- » The average size of retail and apparel boards this year decreased slightly to 9.5, from 9.6 last year. By comparison, the average size of S&P 500 boards remains steady at 10.8 members.
- » The number of directors on retail and apparel boards ranges from as few as five members to as many as 14, with just over 13% of boards having 12 or more directors.
- » The size of the company generally correlates with the number of board members, with the larger companies tending to have 10 or more members on their boards. Ralph Lauren (annual revenue \$6.2 billion) has the largest board with 14 directors, followed by Penske Automotive Group (\$21.4 billion), Lowe’s (\$68.6 billion) and Home Depot (\$100.9 billion), all with 13 directors.
- » Starbucks (annual revenue \$22.4 billion), Nike (\$36.4 billion), Target (\$71.9 billion) and CVS (\$184.8 billion) all have 12 directors. Yet Amazon (\$177.9 billion) has nine directors and Apple (\$229.2 billion) has just eight directors.
- » The smallest boards — at Fred’s, Rent-A-Center and Weis Markets — have just five directors. Sears Holdings, Ollie’s Bargain Outlet Holdings and National Vision have six directors each.

Board Size Distribution



Average Board Size

Overall	\$20B+	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
9.5	10.9	10.1	10.0	8.9	8.1

NUMBER OF DIRECTORS DECREASES; 80% OF DIRECTORS ARE INDEPENDENT

- » This year, there are a total of 1,082 directors represented on retail boards, a decrease of 77, or 7%, from last year.
- » Eighty percent of retail directors are independent and 20% are affiliated, identical to the percentage of independent directors last year. By comparison, 85% of S&P 500 directors are independent.

Independent Directors*

Directors	Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
Inside	20%	17%	20%	18%	22%	23%
Independent	80%	83%	80%	82%	78%	77%

* Figures are rounded to the nearest whole number.

2018 SEES AN INCREASE IN NUMBER OF NEW INDEPENDENT DIRECTORS

- » Of the 114 retailers in our study, more than half (53%) appointed new independent directors in the 2018 proxy year. Sixty retail and apparel boards appointed a total of 96 new independent board directors. In 2017, 53 retailers appointed a total of 76 new independent directors.
- » Of the 866 independent directors on retail and apparel boards, 11% of them are new to their boards, an increase from 8% last year.

40% OF NEW DIRECTORS ARE WOMEN; ONE-THIRD HAVE FINANCIAL BACKGROUNDS

- » This year the *Retail & Apparel Spencer Stuart Board Index* examines the backgrounds of new independent directors.
- » New independent directors range in age from 35 to 72, and have an average age of 54.3. Forty percent are women.
- » One-third (33%) have financial backgrounds, including CFOs and other finance executives, bankers and investment bankers, investors and retired public accounting executives. Twenty-nine percent are active and retired CEOs, chairs, COOs and presidents, and another 24% are other active and retired corporate executives.

New Outside Directors — Functional Backgrounds

	2018		Total
	Active	Retired	
CEO/chair/president/COO	14.6%	14.6%	29.2%
Other corporate executives	11.5%	12.5%	24.0%
<i>Division/subsidiary presidents</i>	1.0%	2.1%	3.1%
<i>Line and functional leaders</i>	10.4%	10.4%	20.8%
Financial backgrounds	20.9%	12.5%	33.4%
<i>Financial executives/CFOs/treasurers</i>	5.2%	6.3%	11.5%
<i>Bankers/investment bankers</i>	0.0%	3.1%	3.1%
<i>Investment management/investors</i>	14.7%	1.0%	15.7%
<i>Public accounting executives</i>	1.0%	2.1%	3.1%
Academics/nonprofit	3.2%	1.0%	4.2%
Consultants	3.2%	1.0%	4.2%
Lawyers	1.0%	1.0%	2.0%
Government/military/others	2.1%	1.0%	3.1%
Total	56.4%	43.6%	100%

MAJORITY OF BOARDS SPLIT THE CHAIR/CEO ROLES

- » Almost two-thirds of retail and apparel boards (62%) separate the responsibilities of the chair and CEO, a slight decrease from 64% last year. Thirty-nine percent of board chairs are independent.
- » Retailers with revenues between \$1 billion and \$2 billion are most likely to have a separate chair and CEO; just as last year, 81% of companies in this revenue range report separating the roles. Among the largest companies — those with revenues greater than \$20 billion — 50% now separate the roles, a significant increase from 43% in 2017.
- » The proportion of S&P 500 companies splitting the chair and CEO roles fell slightly over the past year. In 2018, 50% of S&P 500 boards separated the roles, down from 51% in 2017, and 30.5% are independent chairs.

Board Leadership*

	Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
Companies splitting the chair and CEO roles	62%	50%	65%	64%	56%	81%
Companies with independent chairs	39%	25%	35%	41%	38%	57%

* Figures may not total 100% due to rounding

AVERAGE AGE OF OUTSIDE DIRECTORS DECREASES

- » In 2018, the average age of outside retail and apparel board directors was 61.5, a slight decrease from 62 in 2017.
- » Thirty-nine percent of retail and apparel boards have an average age of 60 to 63 years, compared with 47% of S&P 500 boards. The average age of S&P 500 independent directors is 63, two years older than a decade ago.
- » The oldest board has an average age of 75, while the youngest board has an average age of 50.

Average Age of Outside Directors*

Directors	Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
50 to 56	15%	25%	6%	14%	9%	24%
57 to 59	17%	20%	29%	14%	12%	14%
60 to 63	39%	15%	41%	55%	41%	43%
64 to 69	26%	40%	18%	18%	35%	14%
70 & up	3%	0%	6%	0%	3%	5%

* Figures may not total 100% due to rounding

INCREASE IN NUMBER OF WOMEN DIRECTORS SLOWS; REPRESENTATION SUFFERS SMALL SETBACK

- » Ninety-five percent of retail and apparel boards have at least one female director, a decrease from 96% in 2017. By comparison, 99% of S&P 500 boards have at least one female director.
- » The total number of women directors on retail and apparel boards increased 1.4% in 2018 — from 285 to 289. While this is a more modest increase than in 2017 (8%), the percentage of female directors has increased over the past decade, from 18% in 2007 to 27% today.
- » Seventy-six percent of retail and apparel boards have two or more female directors, including 10 boards (9%) that have five or more women on the board.
- » S&P 500 boards trail retail and apparel boards in this area; just 24% of S&P 500 directors are women.

Female Directors as a Percentage of All Directors

Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
27%	29%	24%	32%	26%	21%

JUST OVER HALF OF BOARDS HAVE A LEAD/PRESIDING DIRECTOR

- » This year, 55% of retail boards identified a lead or presiding director, a slight decrease from 56% in 2017.
- » Boards of the largest companies (those with revenue of more than \$20 billion) are the most likely to have named a lead or presiding director. Eighty percent of these companies have done so, compared to just 29% of those with revenue between \$1 billion and \$2 billion.
- » S&P 500 boards are more likely to name a lead or presiding director than retail and apparel boards, although overall the appointment of a lead or presiding director has declined as more boards separate the chair and CEO roles. Eighty percent of S&P 500 boards identify a lead or presiding director today, compared with 95% in 2008.

Companies with a Lead/Presiding Director

Lead/Presiding Director	Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
Yes	55%	80%	65%	55%	53%	29%
No	45%	20%	35%	45%	47%	71%

Board Organization and Process

RETAIL AND APPAREL BOARDS HAVE FEWER MEETINGS THAN S&P 500

- » Retail boards held an average of 7.4 meetings, a decrease from 7.7 last year. S&P 500 boards met eight times on average. The total number of board meetings held by any retail board ranged from 4 to 25.
- » Sixty-seven percent of retail and apparel boards (versus 77% of S&P 500 boards) had at least six meetings.

Average Number of Meetings

Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
7.4	7.4	7.5	7.3	7.7	7.3

MORE BOARDS MOVE TO ONE-YEAR DIRECTOR TERMS

- » Seventy-one percent of retail and apparel boards have one-year terms, up from 68% in 2017, and 29% have three-year terms. In 2015, 80% of retail boards had one-year terms.
- » Annual director elections have become standard on S&P 500 boards. Directors stand for election by shareholders on an annual basis on 92% of boards, unchanged from last year. The remaining boards have three-year terms.

Boards with One-Year Terms

Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
71%	95%	82%	82%	56%	52%

DIRECTORS SERVE 7.6 YEARS ON AVERAGE

- » The average director tenure for retail and apparel board directors is 7.6 years, a half-year less than the S&P 500 average of 8.1. Median tenure is 6.0 years.
- » The average board tenure ranges from a low of 0.8 years to a high of 18.6 years.
- » Half of boards have an average tenure of six to 10 years, and 85% have a tenure of 10 years or less.

Average Tenure of Boards — Independent Directors*

Average Tenure	2018					
	All	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
5 years or less	35%	25%	18%	32%	38%	57%
6 to 10 years	50%	60%	59%	50%	50%	33%
11 to 15 years	14%	15%	18%	18%	12%	10%
More than 15 years	1%	0%	6%	0%	0%	0%
Total boards	114	20	17	22	34	21

* Figures may not total 100% due to rounding

MANDATORY RETIREMENT AGE POLICY IN PLACE FOR MORE RETAIL AND APPAREL BOARDS

- » Fifty-four percent of retail and apparel boards report a mandatory retirement age, up from 49% in 2017. This compares with 71% of S&P 500 boards.
- » Among the retail boards reporting a mandatory retirement age, 47% set it at 72, while 51% set it at 73 or higher. Forty-three percent of S&P 500 boards with a policy in place have a mandatory retirement age set of 72, and 54% set it at 73 or higher.
- » The average mandatory retirement age for retail boards is 73.6.

Companies with a Mandatory Retirement Age

Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
54%	70%	76%	64%	38%	38%

- » Only three boards report having term limits, each restricting director tenure to 15 years.

RETAIL BOARDS HAVE 3.5 COMMITTEES ON AVERAGE

- » Retail and apparel boards have 3.5 committees on average, down slightly from 3.7 committees in 2017 and less than the S&P 500 average of 4.2 committees.
- » All of the retail and apparel boards have an audit committee and all but one have a compensation committee. Ninety-five percent have a governance or nominating committee.

Average Number of Committees

Overall	>\$20B	\$10B to \$20B	\$5B to \$10B	\$2B to \$5B	\$1B to \$2B
3.5	4.2	3.6	3.5	3.4	3.2

Director Compensation

BOARD CASH RETAINERS INCREASE IN FOUR OF FIVE REVENUE CATEGORIES

- » Ninety-seven percent of retail and apparel companies provide a cash retainer to directors. The average board cash retainer increased by 4% to \$76,296 in 2018, up from the 2017 average of \$73,381.
- » The highest board cash retainer is \$180,000.
- » Average board cash retainers increased from 4% to 8% across retail and apparel revenue categories, except in the \$10B to \$20B annual revenue range, where they decreased by 4%.

Average Board Cash Retainer

Directors	Overall	>\$20B	\$10B-\$20B	\$5B-\$10B	\$2B-\$5B	\$1B-\$2B
Average	\$76,296	\$86,316	\$82,088	\$80,000	\$71,803	\$66,000

Board Cash Retainer Distribution

Range of Retainers	% of Companies*
0	3%
\$1 to \$49,999	9%
\$50,000 to \$74,999	32%
\$75,000 to \$99,999	39%
\$100,000 to \$124,999	14%
\$125,000 to \$149,999	3%
\$150,000 & up	1%

* Figures may not total 100% due to rounding

MEETING ATTENDANCE FEES DECREASE IN USE AND AMOUNT

- » Only 15% of retail and apparel boards include meeting attendance fees in director compensation, down from 21% in 2017. This continues a steady decline over the past decade as boards have increased their use of cash retainers and stock grants for director compensation; 64% of retail and apparel boards in 2007 provided meeting attendance fees.
- » Similarly, fewer S&P 500 boards are providing meeting attendance fees. In 2018, just 10% of S&P 500 boards had meeting attendance fees, versus 52% in 2007.
- » The average board meeting fee decreased 4%, to \$2,176, from \$2,277 in 2017. The median board meeting fee is \$2,000 and the highest fee is \$7,500.

Board Meeting Attendance Fees

Board Meeting Fees	Percent of Boards*
No board meeting fee	85%
\$1 to \$1,000	2%
\$1,001 to \$2,000	9%
\$2,001 to \$3,000	3.5%
>\$3,001	1%

* Figures may not total 100% due to rounding

Comparative Board Table

Methodology

All data were culled from each company's DEF14A proxy statement most recently filed with the U.S. Securities and Exchange Commission between November 29, 2017, and November 1, 2018, except where noted. Revenue for each company was obtained from CapitalIQ.

Comparative Board Data

COMPANY NAME REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS			BOARD COMPOSITION					BOARD FEES			
	TOTAL	INDEPENDENT	WOMEN	LENGTH OF TERM	AVERAGE AGE (INDEPENDENT DIRECTORS)	MANDATORY RETIREMENT AGE	MEETINGS PER YEAR	SEPARATE CHAIR/CEO	BOARD CASH RETAINER	MEETING ATTENDANCE FEE (REGULAR)	INDEPENDENT CHAIR CASH PREMIUM	TOTAL \$ VALUE OF ANNUAL EQUITY AWARDS
Abercrombie & Fitch \$3,493	9	8	4	1	68	75	6	Y	\$65,000	-	-	\$150,000
Advance Auto Parts \$9,374	10	9	2	1	57	72	10	Y	\$85,000	-	-	\$125,000
Amazon.com \$177,866	9	8	3	1	65	-	6	N	-	-	-	\$298,000
American Eagle Outfitters \$3,796	7	6	2	3	65	75	10	N	\$65,000	-	\$50,000	\$150,000
Apple \$229,234	8	7	2	1	65	75	4	Y	\$100,000	-	-	\$250,000
Asbury Automotive Group \$6,457	9	8	2	1	62	74	8	Y	\$40,000	\$2,000	-	\$110,029
Ascena Retail Group \$6,650	11	8	6	3	54	-	4	N	\$80,000	-	\$30,000	\$130,000
AutoNation \$21,535	10	9	2	1	53	-	12	N	\$50,000	-	\$25,000	\$250,000
AutoZone \$10,889	11	10	2	1	61	75	4	N	-	-	-	\$215,000
Barnes & Noble \$2,204	9	8	2	1	68	-	6	N	\$70,000	-	\$25,000	\$125,000
Barnes & Noble Education \$3,662	7	6	1	1	64	-	9	N	\$65,000	-	\$25,000	\$120,000
Bed Bath & Beyond \$12,349	12	9	3	1	62	-	11	Y	\$90,000	-	\$15,000	\$81,000
Best Buy Co. \$42,151	10	9	5	1	57	72	4	N	\$90,000	-	\$100,000	\$195,000
Big 5 Sporting Goods \$1,010	7	6	2	3	62	-	4	N	\$50,000	-	\$15,000	\$75,000
Big Lots ¹ \$5,271	8	8	4	1	61	72	6	Y	\$85,000	-	-	\$135,000
Burlington Stores \$6,101	8	7	2	1	61	-	4	N	\$50,000	-	\$30,000	\$100,000
Caleres \$2,786	11	10	6	3	63	72	7	N	\$90,000	-	\$30,000	\$125,000
Camping World Holdings \$4,285	9	5	1	3	68	-	13	N	\$70,000	-	-	\$105,000
CarMax \$17,977	11	9	3	1	57	76	4	Y	\$75,000	-	\$100,000	\$150,000
Carter's \$3,400	10	9	3	1	63	-	5	N	\$76,000	\$2,500	\$25,000	\$130,000
Casey's General Stores \$7,472	9	8	5	3	58	75	13	Y	\$80,000	-	-	\$115,000
Chico's FAS \$2,282	9	8	5	1	62	75	6	Y	\$90,000	-	-	\$145,000
The Children's Place \$1,870	9	8	3	1	65	-	7	Y	\$60,000	-	-	\$100,000
Columbia Sportswear Company \$2,466	10	7	3	1	71	-	6	Y	\$60,000	-	-	\$120,000
Conn's \$1,516	8	6	1	1	53	72	7	N	\$80,000	-	\$25,000	\$100,000

COMPANY NAME REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS			BOARD COMPOSITION					BOARD FEES			
	TOTAL	INDEPENDENT	WOMEN	LENGTH OF TERM	AVERAGE AGE (INDEPENDENT DIRECTORS)	MANDATORY RETIREMENT AGE	MEETINGS PER YEAR	SEPARATE CHAIR/CEO	BOARD CASH RETAINER	MEETING ATTENDANCE FEE (REGULAR)	INDEPENDENT CHAIR CASH PREMIUM	TOTAL \$ VALUE OF ANNUAL EQUITY AWARDS
Costco Wholesale Corporation \$129,025	10	7	2	3	65	-	4	Y	\$30,000	\$1,000	-	\$270,000
CVS Health Corporation \$184,765	12	11	4	1	66	74	12	Y	\$70,000	-	-	\$210,000
Dick's Sporting Goods \$8,591	10	8	2	3	61	72	11	N	\$40,000	\$7,500	\$20,000	\$160,000
Dillard's \$6,423	12	6	1	1	70	-	4	N	\$100,000	-	-	\$116,700
Diplomat Pharmacy \$4,485	7	5	2	3	58	72	10	Y	\$75,000	-	-	\$85,000
Dollar General Corporation \$23,471	9	8	3	1	58	76	5	Y	\$95,000	-	-	\$150,000
Dollar Tree \$22,246	12	10	2	1	66	-	4	Y	\$180,000	-	\$35,000	\$75,000
DSW \$2,800	10	7	4	3	67	-	6	Y	\$75,000	-	-	\$140,000
Express \$2,138	7	6	2	3	61	-	13	Y	\$75,000	-	-	\$125,000
Five Below \$1,278	10	8	2	3	59	-	5	Y	\$70,000	-	-	\$100,000
Floor & Decor Holdings \$1,385	11	9	2	3	56	-	5	Y	\$60,000	-	-	\$65,000
Foot Locker \$7,782	10	9	4	1	64	72	7	N	\$70,000	\$2,000	\$50,000	\$70,000
Fred's \$1,805	5	5	1	1	53	-	13	Y	\$75,000	-	-	\$125,000
GameStop Corp. \$9,225	8	7	1	1	63	72	12	N	\$140,000	-	-	\$140,000
The Gap \$15,855	10	8	2	1	60	72	6	Y	\$80,000	-	-	\$160,000
Genesco \$2,907	11	10	3	1	61	75	5	N	\$87,500	-	-	\$107,500
Gildan Activewear \$2,751	12	11	3	1	62	72	7	Y	\$90,000	\$1,500	-	\$90,000
GNC Holdings \$2,453	8	7	1	1	65	72	12	Y	\$80,000	-	-	\$110,000
Group 1 Automotive \$11,124	9	7	2	1	65	75	8	Y	\$45,000	-	-	\$190,000
Guess? \$2,364	8	5	1	3	66	-	7	Y	\$35,000	\$1,500	-	\$180,000
Hanesbrands \$6,471	10	8	2	1	65	72	6	Y	\$100,000	-	\$30,000	\$140,000
The Home Depot \$100,904	13	12	3	1	58	72	7	N	\$50,000	-	\$80,000	\$230,000
Ingles Markets \$4,003	8	3	2	1	68	-	4	Y	\$15,000	\$1,000	-	-
J. C. Penney Company \$12,506	11	10	4	1	60	73	7	N	\$80,000	-	\$30,000	\$150,000
Kohl's Corporation \$19,095	11	10	4	1	59	72	7	Y	\$100,000	-	\$40,000	\$110,000

Comparative Board Data

COMPANY NAME REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS			BOARD COMPOSITION					BOARD FEES			
	TOTAL	INDEPENDENT	WOMEN	LENGTH OF TERM	AVERAGE AGE (INDEPENDENT DIRECTORS)	MANDATORY RETIREMENT AGE	MEETINGS PER YEAR	SEPARATE CHAIR/CEO	BOARD CASH RETAINER	MEETING ATTENDANCE FEE (REGULAR)	INDEPENDENT CHAIR CASH PREMIUM	TOTAL \$ VALUE OF ANNUAL EQUITY AWARDS
The Kroger Co. \$122,662	11	10	3	1	63	72	6	N	\$85,000	-	\$25,000	\$165,000
L Brands \$12,632	12	8	3	3	72	-	5	N	\$111,900	-	\$15,000	\$111,900
Lands' End \$1,407	7	6	2	1	52	-	6	Y	\$100,000	-	-	-
Lithia Motors \$10,087	7	5	1	1	65	79	16	Y	\$75,000	-	\$25,000	\$100,000
Lowe's Companies \$68,619	13	12	4	1	62	72	5	N	\$90,000	-	\$30,000	\$175,000
Lululemon Athletica ² \$2,649	10	8	4	3	53	-	9	Y	\$70,000	\$1,500	\$50,000	\$125,000
Lumber Liquidators Holdings \$1,029	8	7	1	3	59	72	14	Y	\$60,000	-	-	\$60,000
Macy's \$24,837	10	9	5	1	58	74	7	N	\$70,000	-	\$25,000	\$14,000
MarineMax \$1,052	9	7	1	3	75	75	7	N	\$50,000	-	\$20,000	\$598,000
Michael Kors Holdings Limited \$4,719	9	7	4	3	65	-	5	N	\$70,000	\$1,500	\$40,000	\$150,000
The Michaels Companies \$5,362	10	9	2	1	57	73	6	N	\$65,000	-	-	\$115,000
Monro \$1,128	8	6	1	1	62	-	7	Y	\$40,000	-	-	\$130,000
Murphy USA \$10,853	9	8	1	3	64	76	5	Y	\$52,500	\$2,000	-	\$115,000
National Vision Holdings \$1,375	6	2	1	3	61	75	5	Y	\$75,000	-	-	\$100,000
Nike \$36,397	12	9	3	1	57	72	5	N	\$100,000	-	\$30,000	\$175,000
Nordstrom \$15,478	11	8	3	1	55	72	7	Y	\$85,000	-	-	\$140,000
Office Depot \$10,240	8	7	3	1	63	75	14	Y	\$75,000	-	-	\$135,000
Ollie's Bargain Outlet Holdings \$1,077	6	5	0	3	64	-	4	N	\$60,000	-	-	\$85,000
O'Reilly Automotive \$8,978	9	5	2	1	63	78	4	Y	\$65,000	\$2,500	\$10,000	\$135,000
Overstock.com \$1,745	7	4	1	3	57	-	8	Y	\$75,000	-	-	\$84,500
Party City Holdco \$2,372	11	5	1	3	65	-	11	Y	\$70,000	-	-	\$125,000
Penske Automotive Group \$21,387	13	8	3	1	65	-	6	N	\$40,000	-	-	\$192,520
Pier 1 Imports \$1,799	9	8	3	1	61	75	13	Y	\$85,000	-	-	\$100,000
PriceSmart \$2,997	11	9	2	1	61	80	5	Y	\$36,000	-	-	\$100,000
PVH Corp. \$8,915	12	11	4	1	59	72	6	N	\$85,000	-	\$30,000	\$145,000

COMPANY NAME REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS			BOARD COMPOSITION					BOARD FEES			
	TOTAL	INDEPENDENT	WOMEN	LENGTH OF TERM	AVERAGE AGE (INDEPENDENT DIRECTORS)	MANDATORY RETIREMENT AGE	MEETINGS PER YEAR	SEPARATE CHAIR/CEO	BOARD CASH RETAINER	MEETING ATTENDANCE FEE (REGULAR)	INDEPENDENT CHAIR CASH PREMIUM	TOTAL \$ VALUE OF ANNUAL EQUITY AWARDS
Qurate Retail Group \$10,381	11	7	2	3	60	-	8	Y	\$104,000	-	-	\$114,000
Ralph Lauren Corporation \$6,182	14	11	5	1	69	-	6	Y	\$70,000	-	\$30,000	\$110,000
Rent-A-Center \$2,703	5	4	0	1	60	-	21	Y	\$50,000	\$2,500	-	\$100,000
RH \$2,440	9	6	3	3	56	-	6	N	\$135,000	-	\$30,000	\$125,000
Rite Aid Corporation \$21,529	9	8	1	1	67	72	25	Y	\$100,000	-	-	\$120,000
Ross Stores \$14,135	11	7	2	1	63	-	5	Y	\$75,000	-	\$25,000	\$145,000
Sally Beauty Holdings \$3,938	10	9	3	1	61	-	12	Y	\$55,000	\$2,000	-	\$125,000
Sears Holdings Corporation \$16,702	6	4	1	1	59	70	5	N	\$60,000	-	-	-
Sears Hometown and Outlet Stores \$1,720	7	5	1	1	57	-	9	Y	\$100,000	-	-	-
The Sherwin-Williams Company \$14,984	10	9	2	1	63	72	7	N	\$115,000	-	\$25,000	\$145,000
Shoe Carnival \$1,019	8	6	1	3	64	-	4	Y	\$60,000	-	\$15,000	\$60,000
Signet Jewelers \$6,511	11	10	6	1	62	75	17	Y	\$105,000	-	-	\$140,000
Skechers U.S.A. \$4,181	9	5	0	3	66	-	4	N	\$75,000	\$2,500	-	\$134,925
Sleep Number Corporation \$1,445	10	9	5	3	60	-	5	Y	\$80,000	-	-	\$94,353
Smart & Final Stores \$4,571	9	8	1	3	58	-	4	Y	\$50,000	\$1,500	-	\$100,000
Sonic Automotive \$9,867	9	5	0	1	66	-	4	Y	\$70,000	-	\$12,500	\$130,000
SpartanNash Co. \$8,128	11	9	3	1	63	-	5	Y	\$75,000	-	\$25,000	\$105,000
Sprouts Farmers Market \$4,665	8	6	2	3	58	-	4	Y	\$60,000	-	-	\$100,000
Stage Stores \$1,592	7	6	3	1	65	75	8	Y	\$60,000	-	-	\$100,000
Starbucks Corporation \$22,387	12	9	4	1	55	75	8	Y	\$130,000	-	-	\$130,000
Stein Mart \$1,319	10	6	2	1	68	72	7	Y	\$36,000	\$2,000	\$40,000	\$40,000
Tailored Brands \$3,304	9	7	3	1	62	75	7	Y	\$100,000	-	-	\$150,000
Tapestry \$5,880	10	9	4	1	55	-	8	Y	\$90,000	-	-	\$150,000
Target Corporation \$71,879	12	11	4	1	60	72	7	N	\$90,000	-	\$30,000	\$170,000
Tiffany & Co. \$4,170	10	8	3	1	63	74	15	Y	\$80,000	-	-	\$160,000

Comparative Board Data

COMPANY NAME REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS			BOARD COMPOSITION					BOARD FEES			
	TOTAL	INDEPENDENT	WOMEN	LENGTH OF TERM	AVERAGE AGE (INDEPENDENT DIRECTORS)	MANDATORY RETIREMENT AGE	MEETINGS PER YEAR	SEPARATE CHAIR/CEO	BOARD CASH RETAINER	MEETING ATTENDANCE FEE (REGULAR)	INDEPENDENT CHAIR CASH PREMIUM	TOTAL \$ VALUE OF ANNUAL EQUITY AWARDS
The TJX Companies \$35,865	10	8	4	1	66	-	6	Y	\$80,000	-	\$70,000	\$160,000
Tractor Supply Company \$7,256	9	8	3	1	61	72	6	Y	\$80,000	-	-	\$125,000
Ulta Beauty \$5,885	12	11	6	3	63	75	6	Y	\$105,000	-	-	\$125,000
Under Armour \$4,977	9	8	2	1	63	75	10	N	\$75,000	-	\$25,000	\$150,000
Urban Outfitters \$3,616	8	6	3	1	59	-	4	N	\$100,000	-	-	\$116,400
VF Corporation \$12,182	11	10	3	1	58	72	8	N	\$90,000	-	\$20,000	\$80,000
Village Super Market \$1,605	9	4	0	1	64	-	4	Y	\$50,000	-	-	-
The Vitamin Shoppe ¹ \$1,179	9	8	2	1	60	72	11	Y	\$60,000	-	-	\$70,000
Walgreens Boots Alliance \$118,214	11	9	3	1	61	75	9	Y	\$100,000	-	\$40,000	\$200,000
Walmart \$500,343	11	7	3	1	54	75	5	Y	\$90,000	-	\$30,000	\$175,000
Wayfair \$4,721	8	6	1	1	50	-	4	N	-	-	-	\$100,139
Weis Markets \$3,467	5	3	0	1	63	-	4	N	\$90,000	-	-	-
Williams-Sonoma \$5,292	9	8	4	1	61	-	7	Y	\$80,000	-	-	\$165,000
Wolverine World Wide \$2,350	11	10	3	3	64	72	5	N	\$70,000	-	\$60,000	\$130,000

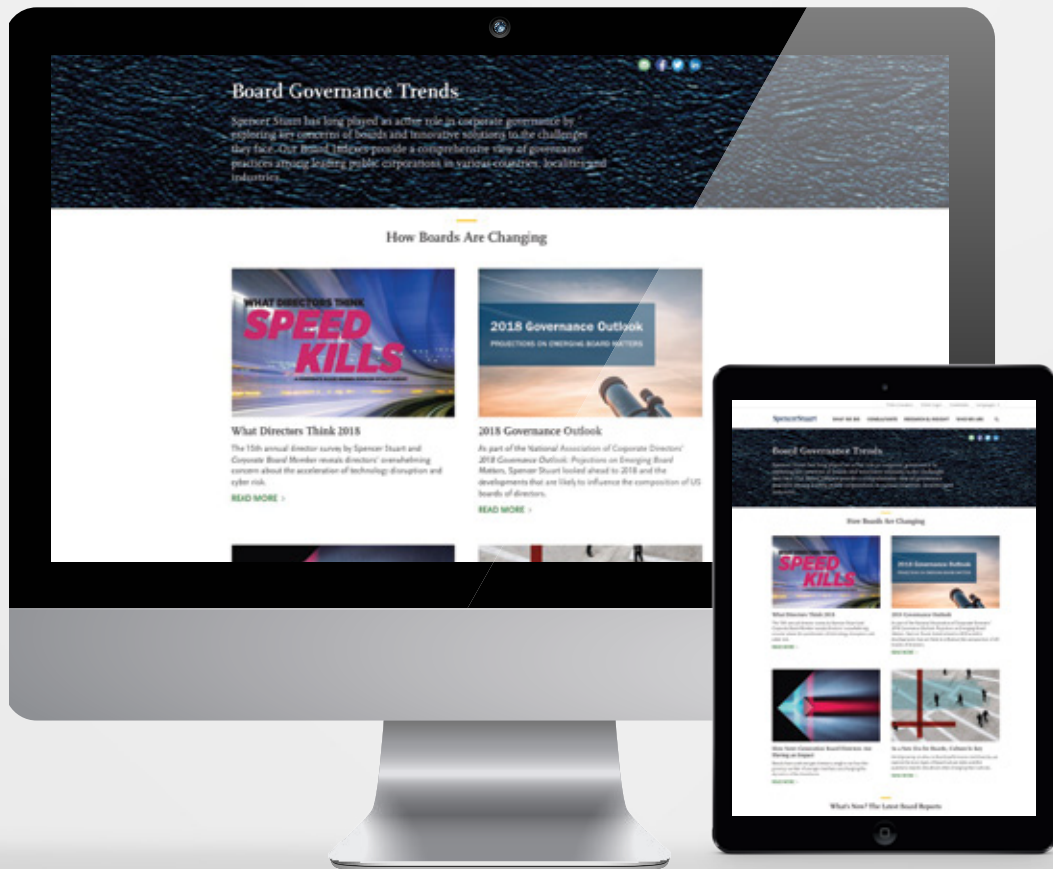
Footnotes

¹Data includes new CEO appointed in September 2018 (post-proxy statement).

²Data includes new CEO appointed in August 2018 (post-proxy statement).

³Data includes new CEO appointed in July 2018 (post-proxy statement).

Board Governance Trends: A Global View



Spencer Stuart Board Governance Trends is an exclusive source of insight into the way board practices are changing around the world and how they compare across countries. It is a one-stop online resource for the latest data in board composition, governance practices and director compensation among leading public companies in more than 20 countries.

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