

SpencerStuart

2019 Houston  
Spencer Stuart  
Board Index

## ABOUT SPENCER STUART BOARD SERVICES

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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 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 750 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 2,100 board director roles and recruited more than 750 minority 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 34<sup>th</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

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# Contents

|           |                                       |
|-----------|---------------------------------------|
| <b>1</b>  | <b>Introduction</b>                   |
| <b>3</b>  | <b>Board Composition</b>              |
| 3         | Board Size                            |
| 4         | New Independent Directors             |
| 5         | Director Tenure                       |
| 5         | Female Representation                 |
| 6         | Mandatory Retirement                  |
| 6         | Age of Directors                      |
| <b>7</b>  | <b>Board Organization and Process</b> |
| 7         | Board Declassification                |
| 8         | Chair and CEO Roles                   |
| 9         | Lead/Presiding Directors              |
| 10        | Board Meetings                        |
| <b>11</b> | <b>Director Compensation</b>          |
| 11        | Board Retainers                       |
| 12        | Committee Compensation                |
| <b>13</b> | <b>2009–2019 Comparison</b>           |
| 13        | How Does Your Board Measure Up?       |
| <b>14</b> | <b>Comparative Board Data</b>         |

# Introduction

Boards are reshaping themselves. They are doing so in the face of a complex business environment characterized by continuous and rapid change and increased risk. And as investors demand greater diversity and the highest quality in the boardroom, boards are reassessing themselves and changing.

To meet these needs, boards are adding directors with diverse backgrounds in emerging and fast-developing industries, including technology and digital. They are casting a wide and deep net to identify and recruit talented new board members, and many are looking to increase their gender and ethnic diversity as well.

But the chronic low rate of director turnover has resulted in only incremental change in the composition of U.S. boards. Given the continued low rate of turnover, boards are likely to change at a modest pace.

Amid the disruption and change that boards are facing, Spencer Stuart's Houston office presents the 2019 *Houston Spencer Stuart Board Index*, which examines trends in board composition, practices and compensation among Houston's leading companies. The 83 companies included in this year's index are headquartered in the Houston area, and are publicly traded on the NYSE or NASDAQ.

## WE SEE A MOVEMENT IN HOUSTON ORGANIZATIONS TOWARD:

**Fewer new directors:** Thirty-six (43%) of the 83 companies in the index elected new board members, compared with 42 of the 84 (50%) in the 2018 index. Companies added 51 new independent directors, a 29% decrease from 72 in 2018.

**More women in the boardroom:** Women constitute 23% of Houston board members, compared with 20% in 2018. Houston companies added 24 new independent female directors, the same as last year.

51

New independent  
directors

## Other highlights from this year's index include:

### **Houston boards trail the S&P 500 on mandatory retirement:**

Fifty-eight percent of Houston boards report having a mandatory retirement age, the same as in 2018. By comparison, 71% of S&P 500 boards report a mandatory retirement age.

23%

Women among  
all directors

### **Fewer boards separate the chair and CEO roles:**

Sixty-four percent of Houston companies separate the chair and chief executive officer roles, compared with 71% last year. By comparison, 53% of S&P 500 companies separate the chair and CEO roles.

### **Cash retainers remain well below the national average:**

The average cash retainer decreased slightly from \$84,720 in 2018 to \$83,142 in 2019, well below the S&P 500 average of \$126,200. However, the average retainer (\$110,294) for Houston companies with revenue of more than \$10 billion is far closer to the S&P 500 average.

Our analysis is based on data from the companies' 2019 proxy filings and supplementary research. Throughout the survey, we draw comparisons between the 2019 results and those reported in prior years. Where relevant, we also compare Houston board practices to those of the S&P 500, as reported in the 2019 *U.S. Spencer Stuart Board Index*.

64%

Boards separating the  
chair and CEO roles

#### **Editor's note:**

The index examines 83 public companies based in the greater Houston area. The companies included in the index must have been publicly traded on one of the major stock exchanges, NYSE or NASDAQ. All data were culled from each company's DEF14A proxy statement most recently filed with the U.S. Securities and Exchange Commission between October 16, 2018, and August 10, 2019, except where noted.

In order to provide readers with more comparable data, the following master limited partnerships were excluded from this year's report: American Midstream Partners, Black Stone Minerals, Buckeye Partners, Cheniere Energy Partners, Crestwood Equity Partners, Genesis Energy, Hess Midstream Partners, Hi-Crush Partners, Noble Midstream Partners, Phillips 66 Partners, Plains All American Pipeline, Shell Midstream Partners, Summit Midstream Partners, TC PipeLines, Western Midstream Partners and Westlake Chemical Partners. NCI Building Systems was excluded due a merger and corporate headquarters relocation to North Carolina.

Baker Hughes, a GE company; CVR Energy; Diamond Offshore Drilling; Keane Group; Key Energy; Spark Energy and Westlake Chemical are "controlled" companies under NYSE listing standards and have different committee and independence requirements than non-controlled companies.

# Board Composition

Economic, market and regulatory conditions are constantly in flux, making board composition an important element in staying competitive. Investors now scrutinize director tenure, skills, qualifications and diversity, resulting in boards with a greater breadth of perspectives and experience than ever. During the 2019 proxy year, 432 new independent directors were elected to S&P 500 boards, a small increase from 428 in 2018, and the most new directors added since 2004.

Houston boards appointed 51 new independent directors in 2019, down from 72 in 2018. Twelve percent of Houston boards added two or more directors, compared with 23% in 2018. Houston directors have an average tenure of 7.5 years, a slight increase from 7.3 years in 2018.

Houston companies added 24 new female independent directors to boards in 2019, representing 47% of new directors, almost triple the percentage from 2017, when women represented 16% of new directors. By comparison, 46% of new S&P 500 company directors are women.

## SEVENTY PERCENT OF HOUSTON BOARDS HAVE NINE OR FEWER MEMBERS

- » Houston boards have an average of 8.8 directors, down from nine in 2018. S&P 500 companies average 10.8 directors, unchanged since 2017.
- » Seventy percent of Houston boards have nine or fewer members, a slightly higher percentage than in 2018 (66%).
- » Larger companies generally have larger boards — nearly 60% of companies with revenue in excess of \$10 billion have boards with 10 or more members, compared with 30% of all Houston companies.

### Board Size

| Number of directors | Houston board breakdown by company revenue |        |               |              |                |         |
|---------------------|--|--------|---------------|--------------|----------------|---------|
|                     | Overall Houston                            | >\$10B | \$4B to \$10B | \$2B to \$4B | \$1.2B to \$2B | <\$1.2B |
| 7 or fewer          | 24%  | 0%     | 7%            | 38%          | 30%            | 44%     |
| 8 to 9              | 46%  | 41%    | 43%           | 31%          | 70%            | 38%     |
| 10 to 11            | 20%  | 29%    | 36%           | 25%          | 0%             | 19%     |
| 12 or more          | 10%  | 29%    | 14%           | 6%           | 0%             | 0%      |
| Average board size  | 8.8  | 10.5   | 9.5           | 8.5          | 7.8            | 7.8     |

Note: Columns may not total 100% due to rounding.

## FEWER NEW INDEPENDENT DIRECTORS APPOINTED TO HOUSTON BOARDS

- » Fifty-one new independent directors were added to Houston boards during the 2019 proxy year, compared with 72 in 2018, 45 in 2017, 50 in 2016 and 65 in 2015. However, 12 of the 72 new independent directors in 2018 were associated with only two companies, McDermott International and Apergy Corporation. (McDermott reconstituted its board as part of the CB&I merger and Apergy was spun out of Dover Corporation as an independent company.)
- » Nine percent of independent directors are new to Houston boards, compared with 8% for the S&P 500. Sixteen (31%) of the new independent directors are currently or have previously served as chair, CEO, president, COO or vice chair.
- » Twelve percent (12%) of Houston boards added two or more independent directors, compared with 23% of boards in 2018, 13% in 2017 and 16% in 2016. Forty-three (43%) percent of Houston boards added at least one new independent director. Over the past 10 years, as many as 49% (2018) and as few as 16% (2008) of Houston companies elected new independent directors.
- » Seventy-nine percent (79%) of Houston directors are independent, largely unchanged since 2013. By comparison, 85% of S&P 500 directors are independent. The percentage of Houston boards with more than one inside director was 48%, compared with 45% in 2018. In the pre-Sarbanes-Oxley era, it was far more common to have more than one inside director. For instance, 74% of Houston boards had two or more inside directors in 2000.
- » Twenty-seven percent (27%) of the 51 new independent directors appointed in 2019 have a background in energy and utilities. Other leading industries include financial services (14%), not-for-profits (12%), and industrial manufacturing and professional services (both 10%).

### New Independent Directors — Industry Backgrounds

| Industry background      | Number of directors | Industry background                  | Number of directors |
|--------------------------|---------------------|--------------------------------------|---------------------|
| Energy/utilities         | 14                  | Technology/telecommunications        | 3                   |
| Financial services       | 7                   | Transportation products and services | 1                   |
| Not-for-profit/academics | 6                   | Consumer goods                       | 1                   |
| Industrial/manufacturing | 5                   | Government                           | 1                   |
| Professional services    | 5                   | Healthcare                           | 1                   |
| Accounting               | 3                   | Private equity/investment            | 1                   |
| Real estate              | 3                   |                                      |                     |
| <b>Total new: 51</b>     |                     |                                      |                     |

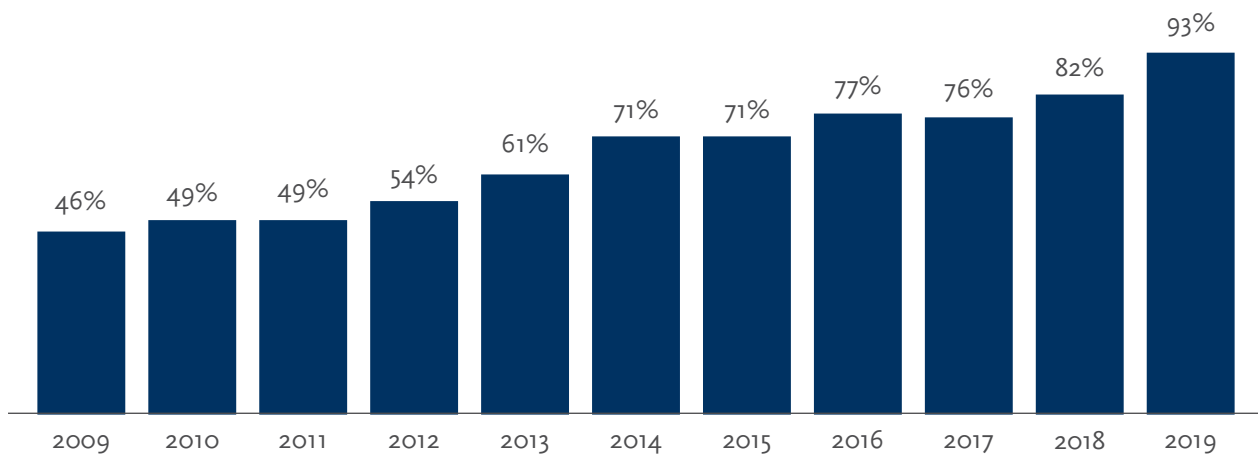
### AVERAGE BOARD TENURE INCREASES SLIGHTLY

- » The average tenure of Houston directors is 7.5 years, compared with 7.3 years in 2019. The average for the S&P 500 is eight years.

### NEARLY ONE-QUARTER OF HOUSTON BOARD DIRECTORS ARE WOMEN

- » There are more women on Houston boards. Women constitute 23% of board members, compared with 20% last year, 16% in 2017 and 15% in 2016. As recently as 2011, only 8% of Houston board directors were female.
- » Despite the increase, women are still underrepresented on Houston boards compared with the S&P 500, where 26% of all directors are women (up from 24% in 2018).
- » Ninety-three percent (93%) of Houston companies have at least one female director; 46% have two or more. In 2018, 82% of Houston boards had one or more female members, and 43% had two or more. By comparison, nearly all S&P 500 companies have at least one woman on the board, while 92% have at least two female directors.
- » Seventeen Houston-area companies have three or more women independent directors: Anadarko Petroleum Corporation, Apache Corporation, Cadence Bancorporation, Camden Property Trust, ConocoPhillips, Group 1 Automotive, Halliburton, Kraton Corporation, LyondellBasell Industries, Occidental Petroleum, Phillips 66, Schlumberger, Service Corporation International, Stage Stores, Sysco Corporation, Tailored Brands and Targa Resources. In 2018, 13 companies had three or more female directors, and eight Houston companies had three or more female directors in 2017.
- » All 29 companies with revenues of \$5 billion or more have at least one female board member, compared with 96% last year, 100% in 2017 and 93% in 2016.
- » A decade ago, just 30% of Houston companies with revenues less than \$2 billion had one or more women on their board, but in 2019, 86% of companies in this group do.

% of Companies with at Least One Female Director





## Female Director Representation

|      | Breakdown by company revenue |        |               |              |              |       |
|------|------------------------------|--------|---------------|--------------|--------------|-------|
|      | Overall Houston              | >\$10B | \$4B to \$10B | \$2B to \$4B | \$1B to \$2B | <\$1B |
| 2019 | 93%                          | 100%   | 100%          | 94%          | 90%          | 81%   |
| 2009 | 46%                          | 77%    | 43%           | 50%          | 33%          | 27%   |

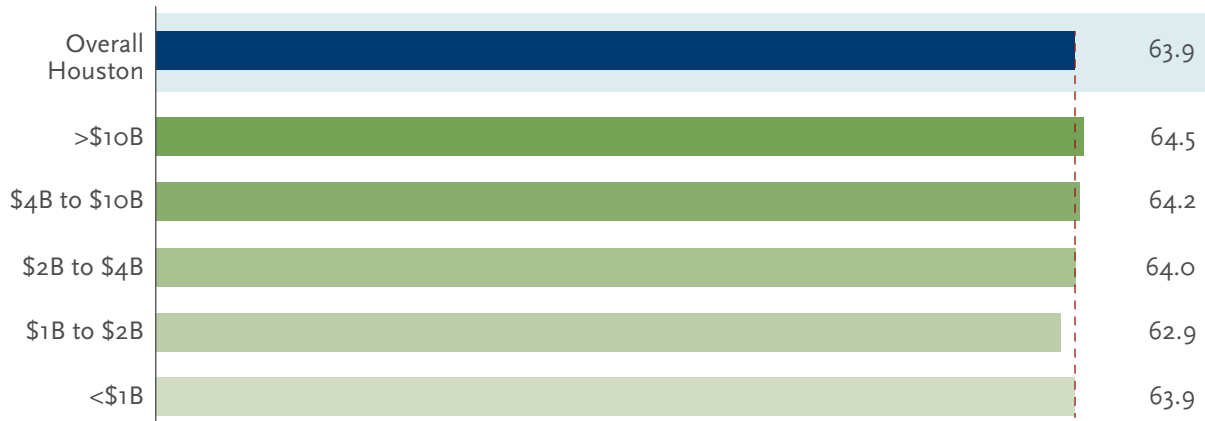
## ABOUT 60% OF HOUSTON BOARDS HAVE MANDATORY RETIREMENT REQUIREMENTS

- » Nearly six in 10 (58%) Houston companies report having a mandatory retirement age for board members, compared with 58% last year, 67% in 2017 and 66% in 2016. By comparison, 71% of S&P 500 boards disclose a mandatory retirement age.
- » Mandatory retirement ages for Houston boards range from 70 to 80 years, with an average of 73.9 years.

## THE AVERAGE AGE OF INDEPENDENT DIRECTORS TICKS UP

- » The average age of independent board directors for 2019 is 63.9 years, compared with 63.3 last year. The average age of independent directors on S&P 500 boards is 63, unchanged from the 2018 average.
- » At 72.4 years, Prosperity Bancshares has the oldest average board age; Conn’s has the youngest average board age at 54 years.

### Average Age of Directors



# Board Organization and Process

Investors have become vocal in expressing views about corporate governance in the areas of term lengths, tenure and independence — and several have questioned outright the independence of long-tenured directors. In fact, some investors are basing their classification of directors as independent on tenure.

Some boards nationwide are considering changes to their board refreshment and governance policies. In Houston, more boards are declassifying, or moving to one-year terms. They also are appointing independent board chairs in greater numbers to provide strong and independent board leadership. Nearly two-thirds (64%) of Houston boards in 2019 have a separate chair and CEO, compared with 53% for the S&P 500. Boards are increasingly separating the chair and CEO roles and appointing independent chairs, resulting in fewer lead and presiding directors.

## NEARLY THREE-QUARTERS OF BOARDS ARE DECLASSIFIED

- » The number of boards declassifying remains static for 2019, with 73% of Houston boards declassified, compared with 74% in 2018. Five years ago, just 63% of Houston boards had one-year terms.
- » It's far more common to find declassified boards among S&P 500 companies, with 90% of boards in the S&P 500 having one-year terms.

### Term Length

| Length of term      | Houston # | Houston %   | S&P 500 %   |
|---------------------|-----------|-------------|-------------|
| 1 year              | 61        | 73%         | 90%         |
| 3 years             | 22        | 27%         | 10%         |
| <b>Total boards</b> | <b>83</b> | <b>100%</b> | <b>100%</b> |

## THE MAJORITY OF HOUSTON BOARDS SPLIT CHAIR AND CEO ROLES

- » Fully 64% of Houston companies separate the chair and CEO roles in 2019, compared with 53% of S&P 500 boards. However, the percentage of Houston boards splitting the chair and CEO roles in 2019 is down from 71% in 2018 and 69% in 2017.
- » Nine (11%) companies separating the chair and CEO roles have an executive chair.

### Houston Boards Separating the Board Chair and CEO Roles

| Company                     | Chair               | Company                   | Chair                 |
|-----------------------------|---------------------|---------------------------|-----------------------|
| Adams Resources             | Townes Pressler*    | McDermott Int'l           | Gary P. Luquette      |
| American National Insurance | Ross R. Moody       | MRC Global                | Rhys J. Best          |
| Apache Corporation          | John E. Lowe        | Newpark Resources         | Anthony J. Best       |
| Apergy                      | Daniel W. Rabun     | NOW                       | J. Wayne Richards     |
| Archrock                    | Gordon T. Hall      | NRG Energy                | Lawrence S. Coben     |
| Bristow Group               | Thomas C. Knudson   | Occidental Petroleum      | Eugene L. Batchelder  |
| C&J Energy Services         | Patrick Murray      | Oceaneering International | John R. Huff          |
| Callon Petroleum            | L. Richard Flury    | Oil States International  | Robert L. Potter      |
| Cardtronics                 | Dennis F. Lynch     | Orion Group Holdings      | Richard L. Daerr, Jr. |
| Carrizo Oil & Gas           | Steven A. Webster   | Par Pacific               | Robert Silberman      |
| CenterPoint Energy          | Milton Carroll*     | Patterson-UTI Energy      | Mark S. Siegel*       |
| Cheniere Energy             | G. Andrea Botta     | Plains GP Holdings        | Greg L. Armstrong     |
| Comfort Systems USA         | Franklin Myers      | Quanta Services           | David M. McClanahan   |
| Crown Castle                | J. Landis Martin    | Select Energy Services    | John Schmitz*         |
| CVR Energy                  | SungHwan Cho        | Southwestern Energy       | Catherine A. Kehr     |
| Diamond Offshore Drilling   | James S. Tisch      | Spark Energy              | W. Keith Maxwell III  |
| Exterran Corporation        | Mark R. Sotir*      | Stage Stores              | William J. Montgoris  |
| Group 1 Automotive          | Stephen D. Quinn    | Sterling Construction     | Milton L. Scott       |
| Helix Energy Solutions      | William L. Transier | Stewart Information Svcs. | Thomas G. Apel        |
| IES Holdings                | Jeffrey L. Gendell  | Superior Energy Services  | Terence E. Hall       |
| KBR                         | Lester L. Lyles     | Tailored Brands           | Theo Killion          |
| Keane Group                 | James C. Stewart*   | Targa Resources           | James Whalen*         |
| Key Energy Services         | Phil Norment        | Team                      | Louis A. Waters       |
| Kinder Morgan               | Richard D. Kinder*  | Tetra Technologies        | William D. Sullivan   |
| Kirby                       | Joseph H. Pyne      | U.S. Silica Holdings      | Charles W. Shaver     |
| Kraton Corporation          | Dan F. Smith        | Waste Management          | Thomas H. Weidemeyer  |
| LyondellBasell              | Jacques Aigrain     | Westlake Chemical         | James Chao            |

\*Executive chair data is based on companies' most recent proxies as of August 10, 2019.

## IT'S COMMON TO HAVE LEAD/PRESIDING DIRECTORS

- » As in 2018, 51% of Houston boards have a lead or presiding director, below the 75% of all S&P 500 companies that report having a lead or presiding director (which was down from 80% in 2018). We've seen a steady decline in the percentage of boards with lead or presiding directors, as Houston boards continue to shift toward separating the chairperson and CEO roles.
- » Considering the 30 companies that combine the chair and CEO roles, only DXP Enterprises does not have a named lead or presiding director.

### Houston Boards Reporting a Presiding Director\*

| Company               | Presiding director | Company           | Presiding director       |
|-----------------------|--------------------|-------------------|--------------------------|
| CenterPoint Energy    | Theodore F. Pound  | Targa Resources   | Charles R. Crisp         |
| EOG Resources         | Donald F. Textor   | W&T Offshore      | Stuart Katz              |
| Kirby Corporation     | Richard Alario     | Westlake Chemical | Selected at each meeting |
| Prosperity Bancshares | James Bouligny     |                   |                          |

### Houston Boards Reporting a Lead Director\*

| Company                        | Lead director            | Company                           | Lead director           |
|--------------------------------|--------------------------|-----------------------------------|-------------------------|
| Anadarko Petroleum Corporation | Paulett Eberhart         | Magnolia Oil & Gas                | Edward P. Djerejian     |
| Baker Hughes                   | W. Geoffrey Beattie      | Marathon Oil Corporation          | Gregory H. Boyce        |
| Cabot Oil & Gas Corporation    | Robert Kelley            | Nabors Industries                 | John Yearwood           |
| Cadence Bancorporation         | William B. Harrison, Jr. | National Oilwell Varco            | Greg Armstrong          |
| Camden Property Trust          | Kelvin Westbrook         | Noble Corporation plc             | Gordon T. Hall          |
| Conn's                         | Bob Martin               | Noble Energy                      | Scott D. Urban          |
| ConocoPhillips                 | Robert Niblock           | Oasis Petroleum                   | Michael McShane         |
| Diamond Offshore Drilling      | Edward Grebow            | Patterson-UTI Energy              | Curtis Huff             |
| Exterran Corporation           | William Goodyear         | Phillips 66                       | Glenn Tilton            |
| Forum Energy Technologies      | Michael McShane          | Quanex Building Products          | Joseph D. Rupp          |
| Frank's International          | William B. Berry         | Schlumberger Ltd.                 | Peter L.S. Currie       |
| Halliburton Company            | Robert A. Malone         | Select Energy Services            | Robert V. Delaney       |
| Huntsman Corporation           | Nolan Archibald          | Service Corporation International | Anthony Coelho          |
| Insperty                       | Austin Young             | Spark Energy                      | Rotates among directors |
| Keane Group                    | Marc G.R. Edwards        | Superior Energy Services          | James M. Funk           |
| Key Energy Services            | Steven H. Pruett         | Sysco                             | Edward D. Shirley       |
| Kinder Morgan                  | Michael Morgan           | Waste Connections                 | Michael W. Harlan       |
| LGI Homes                      | Bryan Sansbury           | Weingarten Realty                 | Shelaghmichael Brown    |

\* Based on companies' most recent proxies as of August 10, 2019.

## **HOUSTON BOARDS ARE MEETING LESS FREQUENTLY, MIRRORING NATIONAL TRENDS**

- » For fiscal year 2019, Houston boards met an average of 6.7 times, compared with 7.9 times in 2018 and 8.8 in 2017. The average S&P 500 board met 7.9 times, a decline from eight in 2018.
- » Houston companies had as many as 14 board meetings, and as few as three. The most common number of meetings was six.
- » Only 16% of companies had 10 or more board meetings, compared with 26% last year and 30% in 2017.

## **AUDIT, COMPENSATION AND NOMINATING/GOVERNANCE COMMITTEES ARE STANDARD PRACTICE**

- » All Houston boards have the mandatory audit committee and all have a compensation committee.
- » All but two companies have a nominating, governance, or combined nominating and governance committee: Diamond Offshore Drilling and Spark Energy. As these two entities are controlled companies, they are not required to have such a committee but those responsibilities are conducted by another committee.
- » Other more common committees include the executive committee and the finance committee.
- » Not surprisingly, audit committees meet more frequently than other committees — 6.7 times on average versus 4.9 for the compensation committee and 3.6 for the nominating and governance committee.

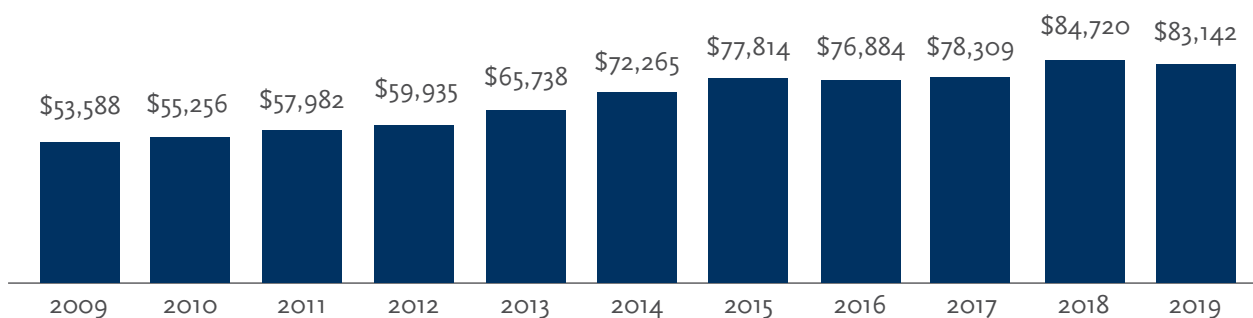
# Director Compensation

Boards are moving away from providing meeting attendance fees or stock options to non-employee directors in favor of stock grants. In addition, compensation has risen for board leadership roles, including committee chairs.

## HOUSTON BOARD MEMBERS' AVERAGE CASH RETAINER DECLINES 1%

- » The average cash retainer for Houston boards is \$83,142, a 1% decrease from the 2018 average of \$84,270. Despite the decline in 2019, the average cash retainer has increased 50% from 2009, when it was \$53,588. However, Houston boards lag the S&P 500, whose companies' board members receive a cash retainer averaging \$126,200.

### Average Cash Retainer for Houston Companies



- » The average retainer (\$110,294) for Houston companies with revenue of more than \$10 billion is significantly higher than for smaller companies; retainers average \$99,643 for companies of \$4 billion to \$10 billion in revenues; \$78,594 for companies with \$2 billion to \$4 billion in revenue; and \$65,500 for companies with revenues between \$1.2 billion and \$4 billion.
- » Only two of the 83 Houston boards — DXP Enterprises and Prosperity Bancshares — do not pay a cash retainer to directors. In lieu of a cash retainer, they award significant shares of common stock and provide meeting attendance fees.

### Board Cash Retainers

|         | Houston board breakdown by company revenue* |              |              |                |           |
|---------|---|--------------|--------------|----------------|-----------|
|         | >\$10B                                      | \$4 to \$10B | \$2B to \$4B | \$1.2B to \$2B | <\$1.2B   |
| Minimum | \$45,000                                    | \$50,000     | \$55,000     | \$40,000       | \$12,500  |
| Maximum | \$200,000                                   | \$150,000    | \$100,000    | \$112,500      | \$125,000 |
| Average | \$110,294                                   | \$99,643     | \$78,594     | \$65,500       | \$64,167  |

\* Among companies that provide a cash retainer.

## RETAINERS FOR AUDIT COMMITTEE CHAIRS ARE MUCH LARGER THAN FOR OTHER COMMITTEES

- » Despite declining in 2019, the average audit committee chair retainer is 46% higher than the average retainer paid to other committee chairs. The audit chair retainer averages \$21,000, compared with \$22,382 in 2018 and \$19,953 in 2017.
- » The average Houston audit committee chair retainer trails the S&P 500 average of \$27,061, as it did in 2018, when the S&P average was \$25,777.
- » The average retainer for other Houston committee chairs is \$14,364, down from \$15,186 in 2018, but up from \$13,639 in 2017 and \$14,081 in 2016.

### Committee Chair Cash Retainers

|                        | % of Houston boards paying this type of compensation | Houston average | % of S&P 500 boards paying this type of compensation | S&P 500 average |
|------------------------|--|-----------------|--|-----------------|
| Audit committee chairs | 94%  | \$21,000        | 97%  | \$27,061        |
| Other committee chairs | 90%  | \$14,346        | 95%  | \$18,698        |

# 2009 – 2019 Comparison

## Snapshot: 2019 versus 2009

|  | 2019     | 2009     | % change |
|--|----------|----------|----------|
| Average age of independent directors               | 63.8     | 61.4     | 4%       |
| Percentage of independent directors who are female | 23%      | 6.9%     | 233%     |
| Percentage of new directors who are female         | 47%      | 4%       | 1075%    |
| Percentage of boards declassified                  | 73%      | 55%      | 33%      |
| Percentage of directors who are independent        | 79%      | 80%      | -1.3%    |
| Companies with combined chair and CEO roles        | 36%      | 56%      | -36%     |
| Named lead or presiding director                   | 52%      | 92%      | -43%     |
| Average board size                                 | 8.8      | 8.9      | -1.1%    |
| Number of board meetings                           | 6.7      | 8.4      | -20%     |
| Average annual retainer                            | \$83,142 | \$53,588 | 55%      |

## HOW DOES YOUR BOARD MEASURE UP?

It's easy to calculate how the size and composition of your board compares with Houston's largest companies: Use the following index to assess your board against Houston company averages, as well as S&P 500 organizations. (Note that in some cases averages mask wide variations among individual companies.)

### Board Index of Largest Houston Companies

|  | Average | Highest | Lowest | Your board |
|--|---------|---------|--------|------------|
| Number of directors                        | 8.8     | 16      | 4      |            |
| Number of board meetings per year          | 6.7     | 14      | 3      |            |
| Percentage of independent directors        | 79%     | 92%     | 33%    |            |
| Percentage of female independent directors | 23%     | 60%     | 0%     |            |
| Average age of independent directors       | 63.8    | 72.4    | 54.8   |            |

We hope you find this tool to be a useful benchmark. If you have any questions, please contact us at 1.713.225.1621. Consultants within our Board Practice can help you assess, analyze and determine the best course of action to evolve your board.



# Comparative Board Data

## Methodology

Data were culled from the most recent DEF14A proxy statements filed with the U.S. Securities and Exchange Commission as of August 10, except where noted in Company Footnotes. Revenue [LTM] figures for each company were obtained from CapitalIQ.

# Comparative Board Data

| COMPANY<br>TICKER<br>REVENUE<br>(\$ MILLIONS) | NUMBER OF DIRECTORS |             |                 |        |            |                                    | BOARD COMPENSATION                          |                           |                |           |             |                             |               |                                  |                                   |   | DIRECTOR<br>ADDITIONS                            |
|---|---------------------|-------------|-----------------|--------|------------|------------------------------------|---|---------------------------|----------------|-----------|-------------|-----------------------------|---------------|----------------------------------|-----------------------------------|---|--|
|   | TOTAL               | INDEPENDENT | NEW INDEPENDENT | FEMALE | NEW FEMALE | (OUTSIDE DIRECTORS)<br>AVERAGE AGE | PRESIDING (P) OR<br>LEADING (L)<br>DIRECTOR | CHAIR AND CEO<br>COMBINED | RETIREMENT AGE | MANDATORY | TERM LENGTH | NUMBER OF BOARD<br>MEETINGS | CASH RETAINER | VALUE OF ANNUAL<br>EQUITY AWARDS | AUDIT COMMITTEE<br>CHAIR RETAINER | COMPENSATION<br>COMMITTEE CHAIR<br>RETAINER |  |
| Phillips 66<br>PSX<br>\$110,969               | 9                   | 8           | 0               | 3      | 0          | 67                                 | L   | y                         | 75             | 3         | 6           | \$125,000                   | \$200,000     | \$25,000                         | \$25,000                          | \$50,000                                    |  |
| Sysco<br>SYI<br>\$59,955                      | 12                  | 11          | 1               | 3      | 0          | 63                                 | L   | y                         | n/l            | 1         | 4           | \$100,000                   | \$160,000     | \$25,000                         | \$20,000                          | n/a   | John M. Hinshaw                                  |
| LyondellBasell<br>LYB<br>\$38,015             | 12                  | 11          | 2               | 3      | 0          | 64                                 |   |                           | 75             | 1         | 4           | \$115,000                   | \$170,000     | \$27,500                         | \$27,500                          | n/a   | Michael Hanley<br>Albert Manifold                |
| ConocoPhillips<br>COP<br>\$37,823             | 11                  | 10          | 2               | 4      | 0          | 61                                 | L   | y                         | 72             | 1         | 6           | \$115,000                   | \$220,000     | \$25,000                         | \$20,000                          | \$35,000                                    | Jeffrey A. Joerres<br>William McRaven            |
| Plains GP Holdings<br>PAGP<br>\$34,032        | 13                  | 7           | 1               | 1      | 1          | 67                                 |   |                           | n/l            | 3         | 4           | \$75,000                    | \$125,000     | \$30,000                         | \$10,000                          | n/a   | Alexandra Pruner                                 |
| Schlumberger Ltd<br>SLB<br>\$32,865           | 10                  | 7           | 1               | 3      | 1          | 61                                 | L   | y                         | 70             | 1         | 5           | \$115,000                   | \$190,000     | \$20,000                         | \$20,000                          | \$50,000                                    | Tatiana A. Mitrova                               |
| Halliburton<br>HAL<br>\$23,992                | 10                  | 9           | 2               | 3      | 2          | 66                                 | L   | y                         | 72             | 1         | 6           | \$115,000                   | \$185,000     | \$25,000                         | \$20,000                          | \$30,000                                    | M. Katherine Banks<br>Patricia Hemingway<br>Hall |
| Baker Hughes<br>BHGE<br>\$23,093              | 9                   | 6           | 1               | 2      | 0          | 62                                 | L   | y                         | 75             | 1         | 11          | \$100,000                   | \$175,000     | \$20,000                         | \$15,000                          | n/a   | Gregory L. Ebel                                  |
| Occidental Petroleum<br>OXY<br>\$18,065       | 9                   | 8           | 0               | 3      | 0          | 67                                 |   |                           | 75             | 1         | 6           | \$125,000                   | \$225,000     | -                                | -                                 | n/a   |  |
| EOG Resources<br>EOG<br>\$17,594              | 8                   | 7           | 1               | 2      | 1          | 67                                 | P   | y                         | 80             | 1         | 7           | \$140,000                   | \$140,000     | -                                | -                                 | n/a   | Julie J. Robertson                               |
| Waste Management<br>WM<br>\$15,099            | 8                   | 7           | 0               | 2      | 0          | 67                                 |   |                           | 75             | 1         | 7           | \$110,000                   | \$155,000     | \$25,000                         | \$20,000                          | n/a   |  |
| Kinder Morgan<br>KMI<br>\$14,155              | 16                  | 13          | 0               | 2      | 0          | 71                                 | L   |                           | n/l            | 1         | 8           | \$200,000                   | -             | -                                | -                                 | n/a   |  |
| Anadarko Petroleum<br>APC<br>\$13,006         | 12                  | 11          | 2               | 3      | 1          | 60                                 | L   | y                         | 72             | 1         | 7           | \$110,000                   | \$250,000     | \$25,000                         | \$25,000                          | \$35,000                                    | Michael K. Grimm<br>Alexandra Pruner             |
| Quanta Services<br>PWR<br>\$11,561            | 9                   | 8           | 0               | 1      | 0          | 63                                 |   |                           | 73             | 1         | 6           | \$85,000                    | \$150,000     | \$35,000                         | \$25,000                          | n/a   |  |
| Group 1 Automotive<br>GPI<br>\$11,550         | 9                   | 7           | 1               | 3      | 1          | 64                                 |   |                           | 75             | 1         | 5           | \$45,000                    | \$190,000     | \$25,000                         | \$15,000                          | n/a   | Anne Taylor                                      |
| CenterPoint Energy<br>CNP<br>\$10,965         | 10                  | 8           | 0               | 2      | 0          | 61                                 | P   |                           | n/l            | 1         | 8           | \$100,000                   | \$130,000     | \$20,000                         | \$20,000                          | n/a   |  |
| Targa Resources<br>TRGP<br>\$10,328           | 11                  | 8           | 1               | 3      | 1          | 66                                 | P   |                           | n/l            | 3         | 9           | \$100,000                   | \$130,000     | \$20,000                         | \$15,000                          | \$20,000                                    | Beth A. Bowman                                   |
| NRG Energy<br>NRG<br>\$9,478                  | 10                  | 9           | 0               | 2      | 0          | 63                                 |   |                           | 75             | 1         | 5           | \$100,000                   | \$167,000     | \$17,500                         | \$10,000                          | n/a   |  |

| COMPANY<br>TICKER<br>REVENUE<br>(\$ MILLIONS)     | NUMBER OF DIRECTORS |             |                 |        |            | AVERAGE AGE<br>(OUTSIDE DIRECTORS) | PRESIDING (P)<br>OR<br>LEADING (L)<br>DIRECTOR | CHAIRMAN AND<br>CEO<br>COMBINED | RETIREMENT<br>AGE | MANDATORY<br>TERM LENGTH | NUMBER OF BOARD<br>MEETINGS | BOARD COMPENSATION |                                  |                                   |   |                                  | DIRECTOR<br>ADDITIONS         |
|---|---------------------|-------------|-----------------|--------|------------|------------------------------------|--|---------------------------------|-------------------|--------------------------|-----------------------------|--------------------|----------------------------------|-----------------------------------|---|----------------------------------|-------------------------------|
|   | TOTAL               | INDEPENDENT | NEW INDEPENDENT | FEMALE | NEW FEMALE |                                    |  |                                 |                   |                          |                             | CASH RETAINER      | VALUE OF ANNUAL<br>EQUITY AWARDS | AUDIT COMMITTEE<br>CHAIR RETAINER | COMPENSATION<br>COMMITTEE CHAIR<br>RETAINER | ANNUAL LEAD DIRECTOR<br>RETAINER |                               |
| Huntsman Corp<br>HUN<br>\$9,118                   | 8                   | 7           | 1               | 2      | 1          | 67                                 | L  | y                               | 75                | 1                        | 7                           | \$135,000          | \$135,000                        | \$50,000                          | \$30,000                                    | \$50,000                         | Jan E. Tighe                  |
| National Oilwell Varco<br>NOV<br>\$8,598          | 9                   | 8           | 0               | 2      | 0          | 65                                 | L  | y                               | 75                | 1                        | 4                           | \$100,000          | \$180,000                        | \$30,000                          | \$15,000                                    | \$25,000                         |                               |
| Westlake Chemical<br>WLK<br>\$8,510               | 13                  | 8           | 0               | 1      | 0          | 61                                 | P  |                                 | 75                | 3                        | 7                           | \$100,000          | \$120,000                        | \$20,000                          | \$15,000                                    | n/a                              |                               |
| McDermott Int'l<br>MDR<br>\$8,308                 | 11                  | 10          | 0               | 2      | 0          | 64                                 |  |                                 | 72                | 1                        | 11                          | \$120,000          | \$150,000                        | \$20,000                          | \$20,000                                    | \$20,000                         |                               |
| Cheniere Energy<br>LNG<br>\$7,944                 | 10                  | 8           | 0               | 1      | 0          | 61                                 |  |                                 | 75                | 1                        | 10                          | \$90,000           | \$120,000                        | \$20,000                          | \$20,000                                    | n/a                              |                               |
| Apache Corp<br>APA<br>\$7,140                     | 10                  | 9           | 1               | 3      | 1          | 60                                 |  |                                 | 75                | 1                        | 6                           | \$100,000          | \$200,000                        | \$20,000                          | \$20,000                                    | n/a                              | Juliet S. Ellis               |
| CVR Energy<br>CVI<br>\$7,073                      | 8                   | 3           | 0               | 1      | 0          | 68                                 |  |                                 | n/l               | 1                        | 8                           | \$50,000           | -                                | \$5,000                           | \$5,000                                     | n/a                              |                               |
| Crown Castle<br>CCI<br>\$5,550                    | 12                  | 10          | 0               | 2      | 0          | 64                                 |  |                                 | n/l               | 1                        | 4                           | \$75,000           | \$155,000                        | \$20,000                          | \$15,000                                    | n/a                              |                               |
| Marathon Oil<br>MRO<br>\$5,538                    | 8                   | 7           | 2               | 2      | 0          | 61                                 | L  | y                               | 72                | 1                        | 11                          | \$150,000          | \$175,000                        | \$25,000                          | \$25,000                                    | \$25,000                         | Jason B. Few<br>J. Kent Wells |
| KBR<br>KBR<br>\$5,215                             | 8                   | 7           | 0               | 2      | 0          | 65                                 |  |                                 | 75                | 1                        | 12                          | \$100,000          | \$150,000                        | \$20,000                          | \$15,000                                    | n/a                              |                               |
| Waste Connections<br>WCN<br>\$5,027               | 7                   | 6           | 0               | 1      | 0          | 68                                 | L  | y                               | 75                | 1                        | 4                           | \$100,000          | \$166,027                        | \$25,000                          | \$25,000                                    | n/a                              |                               |
| Noble Energy<br>NBL<br>\$4,782                    | 9                   | 7           | 1               | 2      | 1          | 66                                 | L  | y                               | 72                | 1                        | 12                          | \$100,000          | \$200,000                        | \$25,000                          | \$15,000                                    | \$25,000                         | Barbara J. Duganier           |
| MRC Global<br>MRC<br>\$4,132                      | 10                  | 8           | 0               | 2      | 0          | 66                                 |  |                                 | 73                | 1                        | 5                           | \$75,000           | \$125,000                        | \$25,000                          | \$20,000                                    | n/a                              |                               |
| Insperty<br>NSP<br>\$3,967                        | 8                   | 6           | 0               | 2      | 0          | 67                                 | L  | y                               | n/l               | 3                        | 7                           | \$70,000           | \$150,000                        | \$25,000                          | \$15,000                                    | \$35,000                         |                               |
| Southwestern Energy<br>SWN<br>\$3,932             | 7                   | 6           | 1               | 2      | 1          | 63                                 |  |                                 | 75                | 1                        | 11                          | \$75,000           | \$200,000                        | \$20,000                          | \$15,000                                    | n/a                              | Anne Taylor                   |
| Par Pacific<br>PARR<br>\$3,837                    | 10                  | 7           | 1               | 1      | 1          | 64                                 |  |                                 | n/l               | 1                        | 7                           | \$70,000           | \$90,000                         | \$20,000                          | \$15,000                                    | n/a                              | Katherine Hatcher             |
| American National<br>Insurance<br>ANAT<br>\$3,647 | 10                  | 6           | 1               | 1      | 0          | 72                                 |  |                                 | n/l               | 1                        | 6                           | \$55,000           | \$91,448                         | \$8,000                           | \$6,000                                     | n/a                              | E. Douglas McLeod             |

# Comparative Board Data

| COMPANY<br>TICKER<br>REVENUE<br>(\$ MILLIONS)  | NUMBER OF DIRECTORS |             |                 |        |            |                                    | BOARD COMPENSATION                             |                           |                   |           |             |                             |               |                                  |                                   |   | DIRECTOR<br>ADDITIONS |
|--|---------------------|-------------|-----------------|--------|------------|------------------------------------|--|---------------------------|-------------------|-----------|-------------|-----------------------------|---------------|----------------------------------|-----------------------------------|---|-----------------------|
|  | TOTAL               | INDEPENDENT | NEW INDEPENDENT | FEMALE | NEW FEMALE | (OUTSIDE DIRECTORS)<br>AVERAGE AGE | PRESIDING (P)<br>OR<br>LEADING (L)<br>DIRECTOR | CHAIR AND CEO<br>COMBINED | RETIREMENT<br>AGE | MANDATORY | TERM LENGTH | NUMBER OF BOARD<br>MEETINGS | CASH RETAINER | VALUE OF ANNUAL<br>EQUITY AWARDS | AUDIT COMMITTEE<br>CHAIR RETAINER | COMPENSATION<br>COMMITTEE CHAIR<br>RETAINER |                       |
| Tailored Brands<br>TLRD<br>\$3,240             | 7                   | 5           | 0               | 3      | 0          | 64                                 |  |                           | 75                | 1         | 6           | \$100,000                   | \$150,000     | \$25,000                         | \$20,000                          | n/a   |                       |
| Patterson-UTI Energy<br>PTEN<br>\$3,222        | 8                   | 6           | 0               | 2      | 0          | 64                                 | L  |                           | n/l               | 1         | 11          | \$75,000                    | \$175,000     | \$15,000                         | \$15,000                          | \$20,000                                    |                       |
| Service Corp. Int'l<br>SCI<br>\$3,194          | 10                  | 8           | 0               | 3      | 0          | 68                                 | L  | y                         | n/l               | 3         | 4           | \$90,000                    | \$180,000     | \$25,000                         | \$20,000                          | \$30,000                                    |                       |
| NOW<br>DNOW<br>\$3,127                         | 8                   | 7           | 0               | 1      | 0          | 63                                 |  |                           | 72                | 3         | 4           | \$70,000                    | \$120,000     | \$20,000                         | \$15,000                          | n/a   |                       |
| Nabors Industries<br>NBR<br>\$3,123            | 7                   | 6           | 1               | 1      | 0          | 64                                 | L  | y                         | 72                | 1         | 4           | \$100,000                   | \$250,000     | \$60,000                         | \$30,000                          | \$50,000                                    | Anthony R. Chase      |
| Kirby Corporation<br>KEX<br>\$2,974            | 9                   | 7           | 0               | 1      | 0          | 66                                 | P  |                           | 72                | 3         | 6           | \$75,000                    | \$167,500     | \$20,000                         | \$15,000                          | \$20,000                                    |                       |
| Cabot Oil & Gas<br>COG<br>\$2,310              | 9                   | 8           | 1               | 2      | 0          | 66                                 | L  | y                         | 73                | 1         | 6           | \$75,000                    | \$230,000     | \$20,000                         | \$20,000                          | \$25,000                                    | Peter B. Delaney      |
| Oasis Petroleum<br>OAS<br>\$2,292              | 7                   | 5           | 1               | 1      | 1          | 61                                 | L  | y                         | n/l               | 3         | 5           | \$70,000                    | \$167,500     | \$20,000                         | \$15,000                          | \$25,000                                    | Paula D. Polito       |
| Comfort Systems USA<br>FIX<br>\$2,256          | 10                  | 8           | 1               | 1      | 0          | 60                                 |  |                           | 72                | 1         | 5           | \$60,000                    | \$160,000     | \$30,000                         | \$20,000                          | n/a   | Pablo G. Mercado      |
| C&J Energy Services<br>CJ<br>\$2,180           | 7                   | 6           | 0               | 0      | 0          | 61                                 |  |                           | n/l               | 3         | 14          | \$87,500                    | \$135,000     | \$10,000                         | \$7,500                           | n/a   |                       |
| Superior Energy<br>Services<br>SPN<br>\$2,115  | 7                   | 5           | 0               | 1      | 0          | 63                                 | L  |                           | 75                | 1         | 4           | \$85,000                    | \$200,000     | \$20,000                         | \$15,000                          | \$25,000                                    |                       |
| Keane Group<br>FRAC<br>\$2,046                 | 12                  | 4           | 0               | 1      | 0          | 58                                 | L  |                           | n/l               | 1         | 7           | \$100,000                   | \$152,101     | \$20,000                         | \$15,000                          | \$10,000                                    |                       |
| Oceaneering<br>International<br>OII<br>\$1,987 | 9                   | 7           | 0               | 1      | 0          | 65                                 |  |                           | n/l               | 3         | 6           | \$70,000                    | \$144,000     | \$15,000                         | \$8,000                           | n/a   |                       |
| Kraton Corporation<br>KRA<br>\$1,966           | 9                   | 8           | 1               | 4      | 1          | 62                                 |  |                           | n/l               | 3         | 6           | \$90,000                    | \$90,000      | \$17,500                         | \$12,500                          | n/a   | Billie I. Williamson  |
| Stewart Information<br>Svcs<br>STC<br>\$1,869  | 8                   | 7           | 0               | 0      | 0          | 59                                 |  |                           | 80                | 1         | 3           | \$40,000                    | \$60,000      | \$15,000                         | \$10,000                          | n/a   |                       |
| Adams Resources<br>AE<br>\$1,808               | 5                   | 3           | 0               | 1      | 0          | 58                                 |  |                           | n/l               | 1         | 9           | \$66,000                    | -             | \$10,000                         | \$10,000                          | n/a   |                       |
| Stage Stores<br>SSI<br>\$1,623                 | 7                   | 6           | 0               | 3      | 0          | 66                                 |  |                           | 75                | 1         | 6           | \$60,000                    | \$50,000      | \$20,000                         | \$15,000                          | n/a   |                       |
| U.S. Silica Holdings<br>SLCA<br>\$1,587        | 6                   | 5           | 0               | 1      | 0          | 61                                 |  |                           | 75                | 1         | 10          | \$70,000                    | \$110,000     | \$20,000                         | \$15,000                          | n/a   |                       |

| COMPANY<br>TICKER<br>REVENUE<br>(\$ MILLIONS)  | NUMBER OF DIRECTORS |             |                 |        |            | AVERAGE AGE<br>(OUTSIDE DIRECTORS) | PRESIDING (P)<br>OR<br>LEADING (L)<br>DIRECTOR | CHAIRMAN AND CEO<br>COMBINED | RETIREMENT<br>AGE | MANDATORY<br>TERM LENGTH | NUMBER OF BOARD<br>MEETINGS | BOARD COMPENSATION |                                  |                                   |   |                                  | DIRECTOR<br>ADDITIONS                                |
|--|---------------------|-------------|-----------------|--------|------------|------------------------------------|--|------------------------------|-------------------|--------------------------|-----------------------------|--------------------|----------------------------------|-----------------------------------|---|----------------------------------|--|
|  | TOTAL               | INDEPENDENT | NEW INDEPENDENT | FEMALE | NEW FEMALE |                                    |  |                              |                   |                          |                             | CASH RETAINER      | VALUE OF ANNUAL<br>EQUITY AWARDS | AUDIT COMMITTEE<br>CHAIR RETAINER | COMPENSATION<br>COMMITTEE CHAIR<br>RETAINER | ANNUAL LEAD DIRECTOR<br>RETAINER |  |
| Conn's<br>CONN<br>\$1,550                      | 8                   | 6           | 0               | 1      | 0          | 64                                 | L  | y                            | 72                | 1                        | 4                           | \$70,000           | \$75,000                         | \$15,000                          | \$10,000                                    | \$20,000                         |  |
| Select Energy Services<br>WTRR<br>\$1,515      | 9                   | 7           | 0               | 1      | 0          | 58                                 | L  |                              | n/l               | 1                        | 8                           | \$50,000           | \$150,000                        | \$12,500                          | \$12,500                                    | n/a                              |  |
| LGI Homes<br>LGIH<br>\$1,513                   | 7                   | 6           | 1               | 1      | 1          | 56                                 | L  | y                            | 73                | 1                        | 6                           | \$60,000           | \$100,000                        | \$15,000                          | \$15,000                                    | \$20,000                         | Laura Miller   |
| Exterran Corporation<br>EXTN<br>\$1,362        | 8                   | 6           | 1               | 1      | 0          | 65                                 | L  |                              | 75                | 1                        | 6                           | \$50,000           | \$125,000                        | \$15,000                          | \$15,000                                    | \$25,000                         | Hatem Soliman  |
| Bristow Group<br>BRWQ<br>\$1,344               | 9                   | 8           | 0               | 1      | 0          | 63                                 |  |                              | 75                | 1                        | 11                          | \$81,000           | \$125,000                        | \$20,000                          | \$20,000                                    | n/a                              |  |
| DXP Enterprises<br>DXPE<br>\$1,242             | 4                   | 3           | 0               | 0      | 0          | 70                                 |  | y                            | n/l               | 1                        | 4                           |                    | \$75,000                         | -                                 | -   | n/a                              |  |
| Apergy Corporation<br>APY<br>\$1,217           | 7                   | 6           | 0               | 1      | 0          | 62                                 |  |                              | 72                | 3                        | 5                           | \$112,500          | \$112,500                        | \$15,000                          | \$10,000                                    | n/a                              |  |
| Team<br>TISI<br>\$1,214                        | 9                   | 8           | 0               | 1      | 0          | 65                                 |  |                              | n/l               | 3                        | 8                           | \$50,000           | \$75,000                         | \$20,000                          | \$10,000                                    | n/a                              |  |
| Magnolia Oil & Gas<br>MGY<br>\$1,086           | 8                   | 5           | 2               | 2      | 1          | 65                                 | L  | y                            | n/l               | 1                        | 3                           | \$50,000           | \$110,000                        | \$15,000                          | \$10,000                                    | \$10,000                         | Angela M. Busch<br>James R. Larson                   |
| Forum Energy<br>Technologies<br>FET<br>\$1,086 | 9                   | 8           | 0               | 1      | 0          | 60                                 | L  | y                            | 72                | 3                        | 5                           | \$70,000           | \$220,000                        | \$20,000                          | \$10,000                                    | \$20,000                         |  |
| Oil States International<br>OIS<br>\$1,085     | 9                   | 8           | 2               | 1      | 0          | 68                                 |  |                              | n/l               | 3                        | 6                           | \$50,000           | \$125,000                        | \$17,500                          | \$10,000                                    | n/a                              | Darrell E. Hollek<br>E. Joseph Wright                |
| Tetra Technologies<br>TTI<br>\$1,043           | 9                   | 7           | 1               | 1      | 1          | 62                                 |  |                              | n/l               | 1                        | 5                           | \$50,000           | \$100,000                        | \$15,000                          | \$15,000                                    | n/a                              | Gina A. Luna   |
| Sterling Construction<br>STRL<br>\$1,039       | 8                   | 7           | 3               | 2      | 1          | 62                                 |  |                              | n/l               | 1                        | 7                           | \$75,000           | \$85,000                         | \$25,000                          | \$15,000                                    | n/a                              | Roger A. Cregg<br>Dana C. O'Brien<br>Thomas M. White |
| Carrizo Oil & Gas<br>CRZO<br>\$1,023           | 8                   | 7           | 0               | 1      | 0          | 69                                 |  |                              | n/l               | 1                        | 5                           | \$80,000           | \$80,000                         | \$37,500                          | \$30,000                                    | \$27,500                         |  |
| Diamond Offshore<br>Drilling<br>DO<br>\$999    | 8                   | 5           | 1               | 0      | 0          | 66                                 | L  |                              | n/l               | 1                        | 6                           | \$50,000           | -                                | \$15,000                          | \$10,000                                    | \$10,000                         | Anatol Feygin  |
| Camden Property<br>Trust<br>CPT<br>\$989       | 10                  | 8           | 0               | 3      | 0          | 65                                 | L  | y                            | 75                | 1                        | 7                           | \$65,000           | \$182,500                        | \$20,000                          | \$15,000                                    | \$25,000                         |  |
| IES Holdings<br>IESC<br>\$974                  | 7                   | 5           | 0               | 0      | 0          | 63                                 |  |                              | n/l               | 1                        | 4                           | \$40,000           | \$25,000                         | \$25,000                          | \$10,000                                    | n/a                              |  |
| Spark Energy<br>SPKE<br>\$962                  | 5                   | 3           | 0               | 0      | 0          | 59                                 | L  |                              | n/l               | 3                        | 4                           | \$75,000           | \$67,250                         | \$10,000                          | \$10,000                                    | n/a                              |  |

# Comparative Board Data

| COMPANY<br>TICKER<br>REVENUE<br>(\$ MILLIONS) | NUMBER OF DIRECTORS |             |                 |        |            | AVERAGE<br>AGE<br>(OUTSIDE DIRECTORS) | PRESIDING (P)<br>OR<br>LEADING (L)<br>DIRECTOR | CHAIR AND<br>CEO<br>COMBINED | MANDATORY<br>RETIREMENT<br>AGE | TERM LENGTH | NUMBER OF BOARD<br>MEETINGS | BOARD COMPENSATION |                                  |                                   |   |                                  | DIRECTOR<br>ADDITIONS   |
|---|---------------------|-------------|-----------------|--------|------------|---------------------------------------|--|------------------------------|--------------------------------|-------------|-----------------------------|--------------------|----------------------------------|-----------------------------------|---|----------------------------------|---|
|   | TOTAL               | INDEPENDENT | NEW INDEPENDENT | FEMALE | NEW FEMALE |                                       |  |                              |                                |             |                             | CASH RETAINER      | VALUE OF ANNUAL<br>EQUITY AWARDS | AUDIT COMMITTEE<br>CHAIR RETAINER | COMPENSATION<br>COMMITTEE CHAIR<br>RETAINER | LEAD DIRECTOR<br>ANNUAL RETAINER |   |
| Newpark Resources<br>NR<br>\$931              | 6                   | 5           | 0               | 1      | 0          | 61                                    |  |                              | 75                             | 1           | 8                           | \$55,000           | \$150,000                        | \$30,000                          | \$30,000                                    | n/a                              |   |
| Archrock<br>AROC<br>\$929                     | 8                   | 7           | 1               | 2      | 0          | 64                                    |  |                              | 75                             | 1           | 9                           | \$90,000           | \$125,000                        | \$20,000                          | \$20,000                                    | n/a                              | Edmund P. Segner, III   |
| Quanex Building<br>Products<br>NX<br>\$895    | 6                   | 5           | 1               | 1      | 0          | 65                                    | L  | y                            | 72                             | 1           | 11                          | \$55,000           | \$80,000                         | \$15,000                          | \$10,000                                    | \$20,000                         | Donald R. Maier   |
| Helix Energy Solutions<br>HLX<br>\$742        | 7                   | 6           | 1               | 1      | 0          | 61                                    |  |                              | 75                             | 3           | 5                           | \$55,000           | \$150,000                        | \$15,000                          | \$10,000                                    | n/a                              | Amerino Gatti   |
| Prosperity Bancshares<br>PB<br>\$740          | 11                  | 7           | 0               | 1      | 0          | 72                                    | P  | y                            | n/l                            | 3           | 4                           | \$75,275           | -                                | -                                 | -   | n/a                              |   |
| Callon Petroleum<br>CPE<br>\$575              | 8                   | 7           | 0               | 1      | 0          | 66                                    |  |                              | none                           | 3           | 6                           | \$80,000           | \$165,000                        | \$20,000                          | \$15,000                                    | n/a                              |   |
| W&T Offshore<br>WTI<br>\$561                  | 5                   | 4           | 0               | 1      | 0          | 67                                    | P  | y                            | n/l                            | 1           | 6                           | \$110,000          | \$70,000                         | \$15,000                          | \$10,000                                    | n/a                              |   |
| Cadence<br>Bancorporation<br>CADE<br>\$546    | 10                  | 9           | 6               | 3      | 3          | 65                                    | L  | y                            | n/l                            | 3           | 9                           | \$12,500           | -                                | \$15,000                          | -   | \$15,000                         | Joseph W. Evans<br>Virginia A. Hepner<br>Precious Williams<br>Owodunni<br>Marc J. Shapiro<br>Kathy Waller<br>J. Thomas Wiley, Jr. |
| Orion Group Holdings<br>ORN<br>\$527          | 7                   | 5           | 2               | 1      | 1          | 68                                    |  |                              | n/l                            | 3           | 8                           | \$50,000           | \$90,000                         | \$20,000                          | \$20,000                                    | n/a                              | Michael J. Caliel<br>Mary E. Sullivan   |
| Frank's International<br>FI<br>\$523          | 9                   | 5           | 1               | 1      | 1          | 63                                    | L  | y                            | 75                             | 1           | 6                           | \$50,000           | \$150,000                        | \$20,000                          | \$15,000                                    | \$20,000                         | Melanie M. Trent  |
| Weingarten Realty<br>WRI<br>\$522             | 8                   | 6           | 0               | 1      | 0          | 63                                    | L  | y                            | 72                             | 1           | 5                           | \$50,000           | \$135,000                        | \$10,000                          | \$6,000                                     | n/a                              |   |
| Key Energy Services<br>KEG<br>\$506           | 9                   | 4           | 0               | 1      | 0          | 55                                    | L  |                              | n/l                            | 1           | 12                          | \$125,000          | \$125,000                        | \$20,000                          | -   | n/a                              | Robert Potter   |

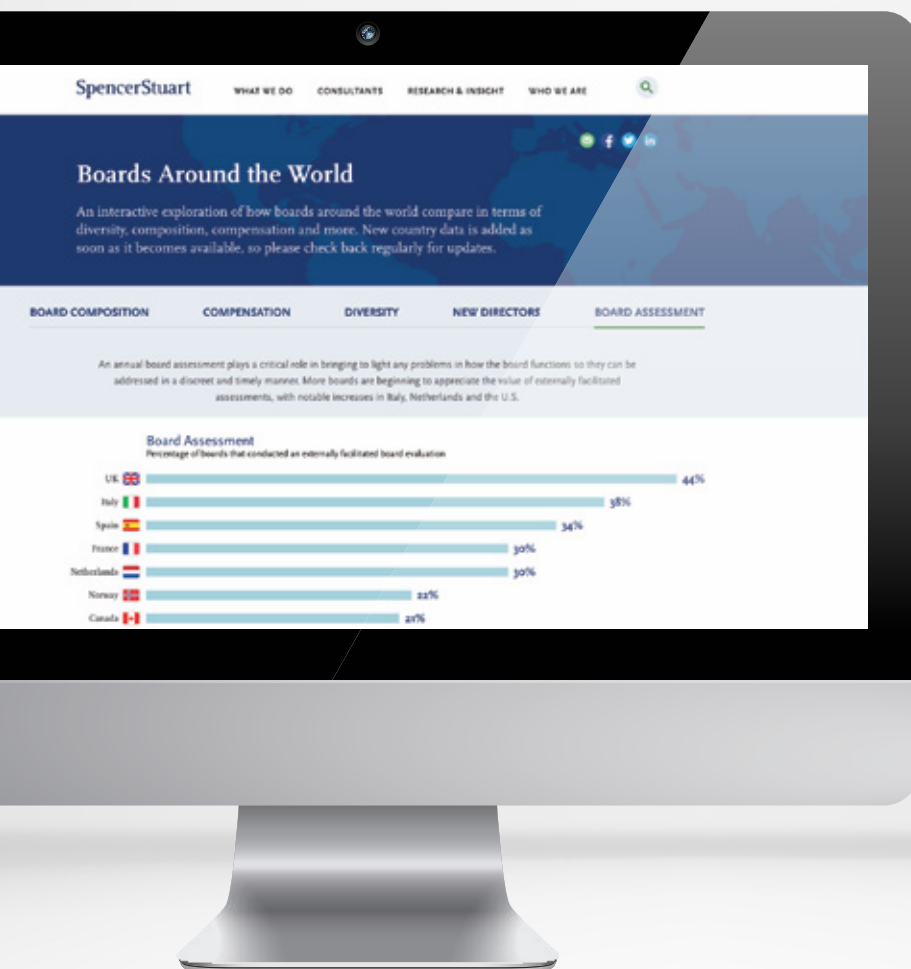
## Company Footnotes:

Bristow Group data taken from 6/21/18 proxy statement; due to late filings, a 2019 proxy statement has not been filed by the date of this report.

n/l = not listed.

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