

SpencerStuart

2021 Atlanta
Spencer Stuart
Board Index



About Spencer Stuart Board Services

At Spencer Stuart, we know that leadership has never mattered more. 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, and on their stakeholders and the world around them. 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 70 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, and particularly in the context of the changing stakeholder expectations of business today.

For more than 35 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.

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.

1,400

We've **conducted more than 1,400 director searches** worldwide in the past year alone.

55%

of our assignments in North America were for **companies with revenues over \$1 billion.**

3,000

We've helped place **over 3,000 women** in corporate board roles around the world.

1,000

We've helped place **more than 1,000 directors from historically underrepresented racial and ethnic groups** in corporate board roles worldwide.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring the key concerns of boards and providing innovative solutions to the challenges they face. Publishing the U.S. Spencer Stuart Board Index, now in its 36th edition, is just one of our many ongoing efforts. Each year, we support a range of organizations focused on enhancing diversity and inclusion in the boardroom and participate in several acclaimed director programs, including:

- » African American Directors Forum
- » Diligent Modern Leadership initiative
- » Latino Corporate Directors Association
- » Next-Gen Board Leaders (NGBL)
- » The New Directors Program, a unique two-year development program for first-time, non-executive directors
- » WomenCorporateDirectors (WCD) Foundation

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Introduction

58%

brought on at least one new independent director

With this, our eighth edition of the *Atlanta Spencer Stuart Board Index*, we examine the composition and practices of boards in the Atlanta region — specifically, their corporate governance practices as compared to the greater pool of S&P 500 boards. We look at 43 companies in Atlanta, all of which have been publicly traded on one of the major stock exchanges (NYSE or NASDAQ), and track notable changes over time.

37%

of new directors are from historically underrepresented racial or ethnic groups

In addition to analyzing trends among the full set of Atlanta-area companies in our data set, we also compare data across two subsets: the 19 companies with revenues of \$5 billion or more, and the 24 companies with revenues between \$1 billion and \$5 billion. We also compare 2021 data with findings from the most recent previous report, the 2019 *Atlanta Spencer Stuart Board Index*.

The most noteworthy highlights of this research include the following points:

41%

of new directors are women

- » In 2021, Atlanta boards welcomed the largest number of new directors since Spencer Stuart began conducting this research in 2013 — 58% brought on at least one new independent director, for a total of 51 new directors on the 43 boards.
- » The larger class of new board recruits brought a large increase in the number of directors from historically underrepresented groups compared to previous years. More than one-third of new directors, 37%, are from historically underrepresented racial or ethnic groups — Black/African American, Hispanic/Latino or Asian. Forty-one percent of new directors are women, a slight decline from 43% in 2019.
- » Between 2019, when we last published the index, and 2021, 12 (28%) of the Atlanta boards expanded in size and added one or more directors from underrepresented communities, suggesting that some boards increased in size to enhance diversity.
- » Roughly 17% of all Atlanta directors are Black/African American, Hispanic/Latino or Asian — more than double the total in 2017. Atlanta boards still lag behind the S&P 500, where 21% of directors are from these historically underrepresented racial or ethnic groups. The percentage of women on Atlanta boards continues to rise steadily, from 14% in 2013, when we started the *Atlanta Spencer Stuart Board Index*, to 27% in 2021. This compares with 30% of S&P 500 directors.

28%

of Atlanta boards expanded in size

- » Active and fully employed executives constitute 61% of newly added independent directors in 2021, up sharply from 45% in 2019. Fifty-six percent (56%) of new S&P 500 directors are active executives. Many boards are expanding candidate slates to increase the racial, ethnic and gender diversity of the pool, and these directors are more likely to be actively employed.
- » Twenty-three (45%) of the 2021 new independent directors are first-time public company directors, similar to the increase seen in the S&P 500, which saw 35% first-time public directors.
- » Total average compensation for directors of the largest Atlanta companies (\$5B+ companies) increased by about 7% to \$277,471, while compensation for smaller companies (those with revenue between \$1 billion and \$5 billion) was flat.

Looking ahead, we expect Atlanta boards to continue to make progress on diversity. Boards are facing pressure from institutional shareholders and other stakeholders to increase their gender, racial and ethnic diversity, and many will be subject to additional disclosure requirements related to diversity. In 2021, Nasdaq instituted a rule requiring its listed companies to have at least one woman director and at least one director from an historically underrepresented racial or ethnic group — or to publicly explain why they do not. Several states also have diversity disclosure requirements. While the fate of some of these regulatory and legislative mandates remains uncertain, the boards we work with know they can't and shouldn't take their foot off the gas when it comes to board diversity.

EDITOR'S NOTE

The index examines 43 public companies in the Atlanta area, sorted into two groups based on revenue (19 with revenues greater than \$5 billion and 24 with revenues between \$1 billion and \$5 billion). The companies included in the index must have been publicly traded on one of the major stock exchanges (NYSE or NASDAQ). The 2021 *Atlanta Spencer Stuart Board Index* draws from the most recent DEF14A proxy statements filed with the U.S. Securities and Exchange Commission between November 27, 2020, and August 27, 2021, except where noted in the footnotes.

The racial/ethnic backgrounds of directors are determined using concrete, trusted and validated sources, such as board proxies and public articles where board members have self-identified. Visual identification is not used in any way to determine race or ethnicity.

Data in charts, graphs and tables may not total 100% due to rounding.

17%

of all Atlanta directors are Black/African American, Hispanic/Latino or Asian

61%

of newly added independent directors in 2021 are active and fully employed executives, up sharply from 45% in 2019

45%

of the 2021 new independent directors are first-time public company directors

Board Composition

Boards added the most new directors since 2013

- » Overall, 25 out of the 43 Atlanta boards we analyzed (58%) appointed one or more new independent directors during the 2021 proxy year, compared with 48% in 2019. These 25 boards appointed a total of 51 new directors, with 13 adding one director, three appointing two and nine adding three or more.
- » By comparison, in our 2019 index, 23 Atlanta boards appointed 36 new directors. This is only the second time in the last nine years that boards have brought on so many new directors.

NEW INDEPENDENT DIRECTORS

	2021	2019	2018	2017
New outside male	30 (59%)	18 (50%)	27 (68%)	15 (39%)
New outside female	21 (41%)	18 (50%)	13 (33%)	23 (61%)
Total number of new outside directors	51	36	40	38

New director class brings gender and racial/ethnic diversity

- » During the 2021 proxy year, Atlanta boards added 19 new independent directors from historically underrepresented racial and ethnic groups, defined as Asian, Black/African American and Hispanic/Latino/a. This represents 37% of all new independent directors, more than double than in 2019, when 17% of new independent directors had these backgrounds, but less than the S&P 500. Forty-seven percent (47%) of new independent S&P 500 directors in 2021 are from underrepresented racial or ethnic groups.
- » Nearly one-third (31%) of new independent directors on Atlanta boards are Black/African American, compared with 33% of new independent S&P 500 directors.

NEW DIRECTOR RACIAL/ETHNIC DIVERSITY

	Total	Percent of new directors
Asian	2	4%
Black/African American	16	31%
Hispanic/Latino/a	1	2%
Total	19	37%

- » The representation of women among new independent directors fell from 50% in 2019 to 41% in 2021, similar to the trend seen among S&P 500 boards. Among new independent S&P 500 directors, female representation declined 47% in 2020 to 43% this year.

NEW DIRECTOR SNAPSHOT

	2021 Atlanta	2019 Atlanta	2021 S&P 500
Male	30 (59%)	18 (50%)	261 (57%)
Female	21 (41%)	18 (50%)	195 (43%)
Total number of new independent directors	51	36	456

- » Some boards appear to be increasing in size to add diversity. Between 2019, when we last published the index, and 2021, 12 (28%) Atlanta boards expanded in size and added one or more directors from underrepresented communities.
- » Among S&P 500 boards, 78 boards expanded to add one or more women directors during the 2021 proxy year, on top of the 76 boards that expanded to increase gender diversity in 2020. Eighty-eight boards increased their size to add racial/ethnic diversity. These boards added a total of 114 directors who are Black/African American, Asian, Hispanic/Latino/a, American Indian/Alaska native or multiracial.

Most new directors are actively employed, as boards expand talent pools

- » Actively and fully employed executives constitute 61% of newly added independent directors in 2021, up sharply from 45% in 2019. Fifty-six percent (56%) of new S&P 500 directors are active executives. To enhance the diversity of the director talent pool, boards have expanded the director backgrounds and enlisted more active executives.
- » In addition, 23 (45%) of the 2021 new independent directors are first-time public company directors. More than one-third (35%) of the S&P 500 directors appointed in the 2021 proxy year are serving on their first outside public company board, up from 28% in 2020.
- » In 2021, only 16% of new directors on Atlanta boards are active or retired chairs, CEOs or presidents, down from 2019 (23%) and 2018 (22%), and below the S&P 500 level of 26%.
- » In contrast, new directors are more likely to have backgrounds in other corporate leadership roles or finance; 39% of new directors (versus 31% in 2019) have backgrounds in corporate roles such as division/subsidiary president or line/functional leaders. Another 35% (versus 29% in 2019) have financial backgrounds, including CFOs/treasurers, bankers/investment bankers, investment managers and retired public accounting executives.

More new directors have consumer and tech industry experience

- » Twenty-two percent (22%) of new directors have backgrounds in the consumer sector, double the percentage in 2019. Similarly, 12% of new directors have a technology sector background, compared with 6% in 2019. Other industry backgrounds with double-digit representation among new independent directors are financial services, private equity/investment management and transportation.

NEW INDEPENDENT DIRECTORS — INDUSTRY BACKGROUNDS

Industry	Directors	Industry	Directors
Consumer	11 (22%)	Industrial	3 (6%)
Technology	6 (12%)	Real estate	3 (6%)
Financial services	5 (10%)	Energy	2 (4%)
Private equity/investment management	5 (10%)	Communications (media/entertainment/publishing)	1 (2%)
Transportation	5 (10%)	Conglomerate/holding company	1 (2%)
Public accounting	4 (8%)	Law firms	1 (2%)
Healthcare	3 (6%)	Professional services	1 (2%)
Total: 51			

Boards average nearly 10 directors, one fewer than S&P 500 boards

- » Atlanta boards have an average of 9.9 directors, up from 9.4 directors in 2019. S&P 500 boards average 10.8 members. Boards of the largest companies, with revenue of \$5 billion or more, tend to be larger, averaging 11 members. Boards of companies with \$1 billion to \$5 billion in revenue average 9.1 directors.
- » Boards range in size from six to 13 directors, but most boards — 65% — have between nine and 12 directors.
- » Twenty-six percent (26%) of boards have eight or fewer directors, compared with 35% in 2019.
- » Eighty-six percent (86%) of directors are independent, the same as the S&P 500.

More than four in five Atlanta boards have annual director elections

- » Atlanta boards continue to move to one-year terms. Eighty-one percent (81%) of Atlanta directors now stand for election annually, up from 71% in 2019 and 67% in 2017. The remaining boards have three-year terms. By comparison, 90% of S&P 500 boards have annual director elections.

Average director tenure declined by one year

- » Directors on Atlanta boards in 2021 have an average tenure of 6.8 years, a year less on average than in 2019 and the S&P 500 average of 7.7 years. The 6.8-year average was the same for both larger boards (those with revenue of more than \$5 billion) and those with revenue between \$1 billion and \$5 billion.
- » The longest tenure of an individual director is 60 years.

Retirement ages creep higher

- » Nearly two-thirds (65%) of Atlanta boards have a mandatory retirement age policy, down slightly from 2019 (67%) and behind the S&P 500 (70%).
- » Of Atlanta boards with a mandatory retirement age, more than half (57%) set it at age 75 or older, nearly the same as the S&P 500, and 39% have a retirement age of 72. In 2019, 50% of boards with mandatory retirement set the age at 75 or older.
- » Only 42 independent directors ended their board service in the year between November 27, 2020, and August 27, 2021, compared with 69 in 2019 and 57 who left their board roles in 2018.

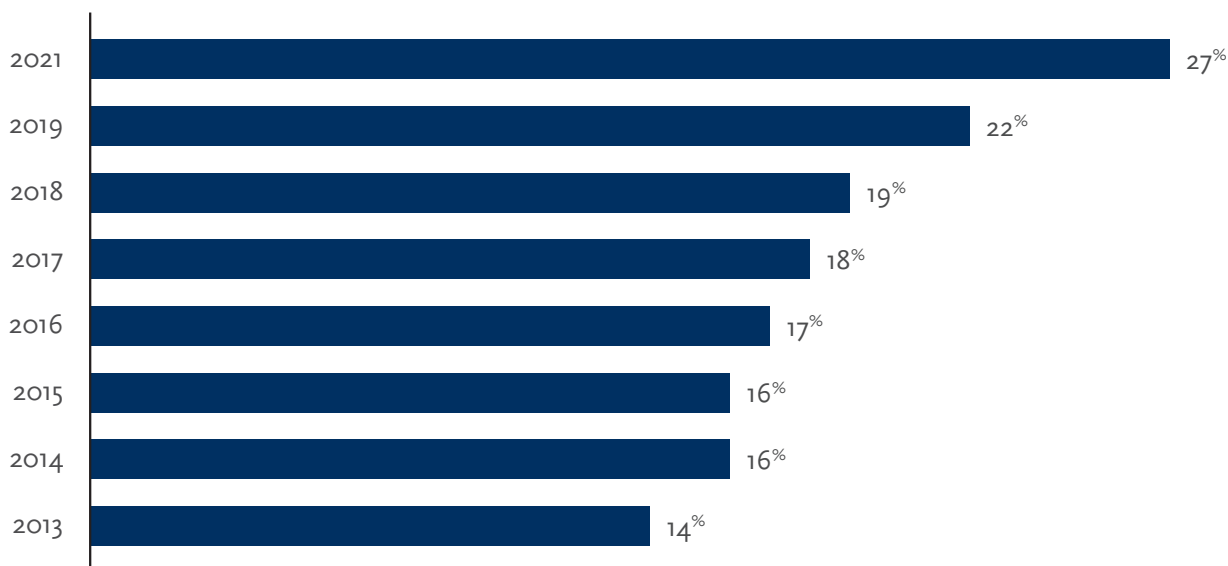
Atlanta directors are about one year younger on average than S&P 500 directors

- » Atlanta board directors range in age from 31 to 94 and have an average age of 62.2. The average age of S&P 500 directors is 63.1.
- » Eight percent (8%) of Atlanta directors are under the age of 50; 26% are in their 50s; 46% are in their 60s; and 19% are 70 or older.
- » The average age of new board members increased from 55.4 in 2019 to 57.2 in 2021. This is in alignment with the S&P 500, with an average age of 57.5 for new directors.

The number of female directors on Atlanta boards is steadily rising

- » All 43 Atlanta boards in the index have at least one female director, and the representation of women continues to grow. Women now account for 27% of all directors on Atlanta boards, compared with 22% in 2019 and 18% in 2017.

WOMEN'S REPRESENTATION ON BOARDS CONTINUES TO RISE



- » Atlanta boards average 2.7 female directors. Eighty-eight percent (88%) now have at least two women, compared with 75% in 2019.
- » Boards of companies with more than \$5 billion in revenue tend to have a higher percentage of women: 29% of directors of these large boards are women — representing 3.2 women per board.
- » Atlanta boards lag the S&P 500 in gender diversity. Women now constitute 30% of all S&P 500 board members. Seventy-two percent (72%) of S&P 500 boards have three or more women, compared with 51% of Atlanta boards.

NUMBER OF WOMEN ON BOARDS

Number of women	2021 Atlanta			2019 Atlanta	2021 S&P 500
	All boards	\$1B to \$5B	>\$5B		
0	0%	0%	0%	0%	0%
1	12%	17%	5%	25%	4%
2	37%	50%	21%	52%	24%
3	35%	29%	42%	19%	36%
4	9%	4%	16%	2%	25%
5 or more	7%	0%	16%	2%	11%

- » As of our cut-off date, United Parcel Service had the highest percentage of female directors with 46%, followed by National Vision Holdings (44%) and the Coca-Cola Company and Intercontinental Exchange (both 42%). The Atlanta companies with the lowest percentage of female directors, tied for 10% each, are Gray Television and FleetCor Technologies.

FEMALE REPRESENTATION

	2021 Atlanta			2021 S&P 500
	All boards	\$1B to \$5B	>\$5B	
At least one woman director	100%	100%	100%	100%
Average number of women	2.7	2.2	3.2	3.2
Women as a percentage of total directors	26.7%	24.3%	29.2%	30%

Ethnic/racial diversity on Atlanta boards is more than double what it once was

- » Of the 427 directors serving on Atlanta boards, we were able to determine the racial/ethnic background of all but four directors using concrete, trusted and validated sources, such as board proxies and public articles where board members have self-identified.
- » Our analysis found that 17% of all directors — 74 in total — are from historically underrepresented racial or ethnic groups, those who identify as Black/African American, Hispanic/Latino/a or Asian. This compares with 12% in 2019, 13% in 2018 and 7% in 2017.
- » By comparison, 21% of S&P 500 directors are from these underrepresented racial and ethnic groups.
- » Eleven percent (11%) of Atlanta board directors are Black/African American, the same representation as in the S&P 500. Asian and Hispanic/Latino/a directors have slightly smaller representation among Atlanta directors than among S&P 500 directors, 3% each versus 5% each.

DIVERSITY ON BOARDS

	2021 Atlanta boards	2021 S&P 500
Asian	3%	5%
Black/African American	11%	11%
Hispanic/Latino/a	3%	5%
Percentage of underrepresented directors	17%	21%

More CEOs are serving on an outside board

- » Forty-two percent (42%) of Atlanta CEOs serve on at least one outside public company board in 2021, up from 35% in 2019.
- » Among S&P 500 companies, 40% of CEOs serve on at least one outside board.

Board Organization and Process

Nearly half of boards have an independent chair

- » Forty-seven percent (47%) of Atlanta company boards have an independent board chair, compared with just 37% of S&P 500 boards.
- » Fifty-eight percent (58%) of boards separate the CEO and board chair roles, compared with 60% in 2019. This is on par with the S&P 500; 59% of S&P 500 companies have a separate chair and CEO, an increase over 53% in 2020.

BOARD LEADERSHIP STRUCTURE

	2021	2019	2018	2017	2016
Boards separating the CEO and chair roles	58%	60%	57%	50%	43%
Boards with an independent chair	47%	42%	37%	31%	28%

A majority of Atlanta boards have a lead/presiding director

- » Every Atlanta board has some form of independent board leadership — either an independent chair or lead/presiding director (determined independent under applicable NYSE or NASDAQ listing standards).
- » Twenty-five, or 58%, of boards in the Atlanta index have a lead or presiding director, a 2-percentage-point decrease from 2019 (60%). Of those 25, 22 have a lead director and three have a presiding director.
- » This decline in lead/presiding directors mirrors the trend in the S&P 500, where the percentage of boards with one of these roles has steadily dropped — from 95% a little more than a decade ago to 70% in 2021. As more boards have named independent board chairs, fewer have named lead or presiding directors.

Atlanta boards met more often in a pandemic year

- » In a year when businesses were disrupted by a pandemic and social unrest, Atlanta boards met an average of 8.5 times, compared with 7 in 2019. By comparison, S&P 500 boards met an average of 9.4 times, an increase from 7.9 two years ago.
- » One-third of boards held 10 or more meetings.

NUMBER OF TIMES BOARD CONVENED

Number of meetings	2021 Atlanta	2021 S&P 500
4 or fewer	9%	5%
5	12%	9%
6	5%	12%
7	19%	14%
8	16%	11%
9	7%	12%
10	7%	10%
11	9%	6%
12	5%	3%
13 or more	12%	17%

Atlanta boards average four standing committees

- » Atlanta boards average four committees, nearly identical to the 2019 average (3.9) and this year's S&P 500 average (4.2). Sixty-one percent (61%) of Atlanta boards have four or more committees (compared with 71% of S&P 500 boards). The number of standing committees on Atlanta boards ranges from three to seven.
- » All 43 Atlanta boards have audit, compensation/HR and nominating/governance committees. Executive committees (33% of Atlanta boards) and finance/investment committees (23%) are the next most common committees, followed by risk (12%).
- » While boards met more often, board committees held roughly the same number of meetings as previous years. Audit committees met 7.8 times on average (versus 7.7 in 2019). Compensation committees had 5.7 meetings on average (versus 5.0 in 2019). Nominating/governance committees averaged 4.3 meetings, versus 4.0 in 2019.

PERCENTAGE OF BOARDS WITH COMMITTEES

	2021 Atlanta	2021 S&P 500
Audit	100%	100%
Compensation/HR	100%	100%
Nominating/governance	100%	100%
Executive	33%	27%
Finance/investment	23%	27%
Risk	12%	12%
Science & technology	7%	13%
Environment, health & safety	5%	6%
Public policy/corporate responsibility	5%	11%
Management development/succession planning	5%	0%
Acquisitions/corporate development	2%	1%
Diversity	2%	2%
Legal/compliance	0%	5%

Director Compensation

Average compensation for Atlanta board members increases for larger companies

- » Non-employee directors received average total compensation of \$244,721¹ in 2021, an increase from \$233,922 in 2019.
- » The growth in director compensation was driven by a nearly 7% increase in the average compensation for directors of companies with revenue greater than \$5 billion. Director compensation among these companies rose to \$277,471 from \$260,521 in 2019. Average compensation for directors of companies with revenue between \$1 billion and \$5 billion was flat, \$208,775 versus \$208,842 in 2019.
- » Director compensation on Atlanta company boards varies widely. Among companies with \$1 billion to \$5 billion in revenue, average director compensation on individual boards ranged from \$65,607 to \$293,626, for an average of \$208,775. Per director compensation ranged from \$174,120 to \$357,824 and averaged \$277,471 on boards of companies with revenue greater than \$5 billion.
- » Average director compensation for the S&P 500 is \$312,279, up from \$304,856 in 2019.
- » Stock awards represent 59% of total compensation, up from 56% in 2019, while cash accounts for 40%, down a percentage point from 41% in 2019.
- » More than half (56%) of Atlanta boards offer deferred compensation, compared with 52% in 2019 and 70% of S&P 500 boards.

TOTAL ANNUAL COMPENSATION PER NON-EMPLOYEE DIRECTOR*

	2021 Atlanta			2021 S&P 500
	All boards	\$1B to \$5B	>\$5B	
Average	\$244,721	\$208,775	\$277,471	\$312,279
Low	\$65,607	\$65,607	\$174,120	
High	\$357,824	\$293,626	\$357,824	
Components of Total**				
Fees earned/paid in cash	40%	42%	38%	37%
Value of stock awards	59%	57%	61%	56%
Value of stock option grants	0%	0%	1%	5%
Other***	1%	1%	0%	2%

* Based on non-employee director compensation tables reported in SEC filings released as of August 27, 2021. Represents cash, value of equity and all other fees paid for board service.

** Percentages adjusted slightly to equal 100%.

*** Other compensation includes the following: insurance premiums, contributions to charitable award programs and the incremental cost of company products provided.

¹ Total annual per-director compensation reflects the cash, value of equity and all other fees paid for board service, including premiums paid for leadership and committee service.

Value of stock awards up from 2019

- » Ninety-eight percent (98%) of Atlanta companies provide one or more types of equity to non-employee directors, compared with 96% in 2019 and 99% for the S&P 500. Fifty-eight percent (58%) of Atlanta boards pay an annual restricted stock award; 40% pay an annual restricted stock unit award (RSU).
- » Restricted stock awards averaged \$135,002, a nearly 7% increase from \$126,112 in 2019. But the average value of restricted stock unit awards increased 8.5% to \$142,982 from \$131,878. In total, the average value of all equity awards increased nearly 8% from \$128,493 in 2019 to \$138,232 in 2021.
- » Annual restricted stock awards ranged from \$75,000 to \$250,000, while restricted stock unit awards (RSUs) ranged from \$60,720 to \$170,000.

The average cash retainer for directors tops \$82,000

- » Non-employee directors earned an average of \$82,616 in cash retainer fees, compared with \$79,011 in 2019. Retainers range from a low of \$40,000 to a high of \$135,000.
- » Again, larger companies are driving the increase. Companies with revenue greater than \$5 billion pay an average retainer of \$96,842 per director (up nearly 9% from \$89,167 in 2019), while the average retainer for companies with revenue between \$1 billion and \$5 billion edged down 2% to \$71,354.

TOTAL ANNUAL CASH RETAINER

	2021 Atlanta			2021 S&P 500
	All boards	\$1B to \$5B	>\$5B	
Average	\$82,616	\$71,354	\$96,842	\$95,613
Low	\$40,000	\$40,000	\$50,000	
High	\$135,000	\$100,000	\$135,000	

Few Atlanta boards pay meeting attendance fees, though more than S&P 500

- » Twelve percent (12%) of Atlanta boards pay meeting attendance fees. In contrast, less than half that number, or 6%, of S&P 500 boards pay meeting attendance fees.

Compensation for some committee service declines

- » All 43 Atlanta boards pay an additional retainer to the audit committee chair (average: \$24,733) as well as the compensation committee chair (average: \$19,349), and 42 (all but one) pay a retainer to their governance committee chair (average: \$16,571).
- » Twenty-one Atlanta boards pay a cash retainer to audit committee members, with an average pay of \$9,226 among those that do pay. That number is down from the average of \$11,388 in 2019. Another 15 companies pay compensation committee members an average of \$9,483 (up from \$9,125 in 2019), while 15 companies pay governance committee members an average of \$8,117 (up from \$7,597 in 2019).
- » Five Atlanta boards pay a cash meeting fee to committee members, with an average fee of \$1,700.

AVERAGE CASH RETAINER AMOUNT — COMMITTEE CHAIR

	2021 Atlanta	2019 Atlanta	2021 S&P 500
Audit committee	\$24,733	\$25,750	\$28,301
Compensation committee	\$19,349	\$18,819	\$22,263
Governance committee	\$16,571	\$16,211	\$18,573
All committees	\$20,246	\$20,357	\$23,073

AVERAGE CASH RETAINER AMOUNT — MEMBERS

	2021 Atlanta	2019 Atlanta	2021 S&P 500
Audit committee	\$9,226	\$11,388	\$13,902
Compensation committee	\$9,483	\$9,125	\$11,492
Governance committee	\$8,117	\$7,597	\$9,431
All committees	\$8,975	\$9,442	\$11,863

Additional compensation/premiums for independent chairs return to 2018 levels

- » Of the 20 independent chairs on Atlanta boards, 19 were paid a premium in 2021. The average additional compensation (cash and equity) paid to these independent chairs was \$123,012, a 5.5% increase from \$116,579 in 2019. By comparison, S&P 500 independent board chairs received premium compensation of \$164,276 on average in 2021.²

² Premiums include all board and committee retainers and meeting fees, supplemental non-executive board chair and lead/presiding director fees, dollar value of equity compensation and all other compensation. These figures exclude retirement payouts to former company executives, consulting fees or commission payments made to non-employee directors for non-board-service-related activities and payments related to subsidiary board service.

INDEPENDENT CHAIR ADDITIONAL COMPENSATION*

	2021 Atlanta	2021 S&P 500
Percentage paying a premium among boards with an independent chair	95%	93%
Average additional amount paid	\$123,012	\$164,276
Median additional amount paid	\$100,000	\$151,520

* These figures include cash and equity.

Compensation for lead/presiding directors continues to decrease

- » Of the 25 Atlanta boards with a lead or presiding director, 22 (88%) pay supplemental compensation averaging \$32,500, compared with \$33,125 in 2019. S&P 500 boards pay lead/presiding directors an average premium of \$41,595.

Board Comparison

How does your board measure up?

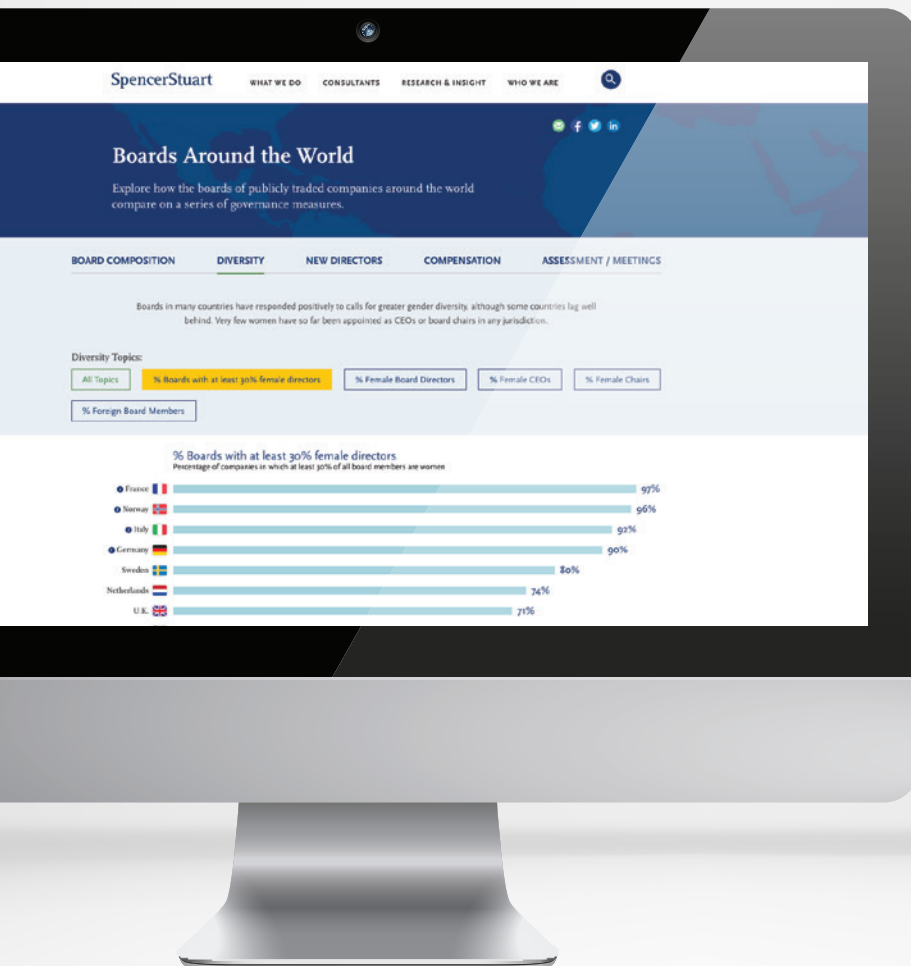
- » The index below can help determine how your board compares to the largest companies in the Atlanta area, as well as S&P 500 boards. Note that in some cases, averages mask wide variations between companies.
- » We hope you find this tool to be a useful benchmark. You may be surprised to see how your board composition and processes resemble the best practices tracked in our report. If you have questions or would like more detailed information from the 2021 *Spencer Stuart Atlanta Board Index*, please contact us. Consultants within our Board Practice can help you analyze and evolve your board, and we are always happy to discuss emerging governance best practices.

BOARD INDEX OF LARGEST ATLANTA COMPANIES BASED ON REVENUE

	Average	Highest	Lowest	S&P 500 Average	Your Board
Board size — number of directors	9.9	13	6	10.8	
Director age	62	94	31	63	
Board tenure (in years)	6.8	13	2.6	7.7	
Female representation	27%	46%	10%	30%	
Racial/ethnic diversity	17%	42%	0%	21%	
Chair separate from CEO	58%	-	-	59%	
Number of meetings per year	8.5	18	1	9.4	

Boards Around the World

Spencer Stuart publishes Board Indexes covering more than 25 countries around the world. The majority of these Board Indexes are published annually, with a few appearing on alternate years.



We have compiled key data from all these countries into our **Boards Around the World** feature — an interactive data exploration tool.

Compare nationally aggregated data from leading companies from North and South America, Europe and Asia Pacific across a wide range of measures.

Our more detailed International Comparison data set, previously published in printed editions of our Board Indexes, is now available online only.

Visit spencerstuart.com/BATW for more details.

Comparative Board Data

	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS		BOARD FEES (\$)						PERCENTAGE OF TOTAL COMPENSATION				
	TOTAL	INDEPENDENT	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR ^A	BOARD CASH RETAINER	ATTENDANCE FEE	MEETING FEE	ANNUAL CASH BOARD FEES ^B	COMPENSATION PER NON-EMPLOYEE DIRECTOR	AVERAGE COMPENSATION PER EMPLOYEE	CASH	STOCK	OPTIONS	ALL OTHER
> \$5 BILLION															
AFLAC	22,147.0	11	10	64	75	4	135,000	-	135,000	283,016	51%	36%	13%	0%	
AGCO Corporation	9,149.7	10	9	62	75	9	120,000	-	120,000	283,890	47%	53%	0%	0%	
Asbury Automotive Group	7,131.8	9	8	63	74	7	55,000	2,000	69,000	284,540	43%	47%	0%	10%	
The Coca-Cola Company	33,014.0	12	10	63	74	7	90,000	-	90,000	312,240	34%	64%	0%	2%	
Delta Air Lines	17,095.0	12	11	63	72	13	100,000	-	100,000	230,433	13%	82%	0%	5%	
Genuine Parts Company	16,537.4	13	11	64	72	9	60,000	2,000	78,000	272,366	34%	66%	0%	0%	
Global Payments	7,423.6	12	10	65	75	8	120,000	-	120,000	247,586	17%	83%	0%	0%	
Graphic Packaging Holding Company	6,559.9	10	9	64	72	6	100,000	-	100,000	244,375	51%	49%	0%	0%	
The Home Depot	110,225.0	12	11	60	72	18	50,000	-	50,000	301,091	22%	76%	0%	2%	
Intercontinental Exchange	6,036.0	12	11	63	75	7	100,000	-	100,000	301,341	39%	61%	0%	0%	
Invesco	6,145.6	12	11	65	75	11	120,000	-	120,000	309,979	53%	47%	0%	0%	
Mohawk Industries	9,552.2	7	5	68	75	7	80,000	-	80,000	174,120	49%	51%	0%	0%	
NCR Corporation	6,207.0	10	8	55	-	10	80,000	-	80,000	357,824	25%	75%	0%	0%	
Newell Brands	9,385.0	10	9	57	75	17	115,000	-	115,000	298,011	48%	49%	0%	3%	
PulteGroup	11,036.1	11	10	62	75	8	95,000	-	95,000	242,685	37%	62%	0%	1%	
Southern Company	20,375.0	13	12	67	-	9	110,000	-	110,000	281,538	43%	57%	0%	0%	
United Parcel Service	84,628.0	13	12	59	75	7	110,000	-	110,000	303,527	41%	59%	0%	0%	
Veritiv Corporation	6,345.6	8	7	61	75	11	85,000	-	85,000	225,911	38%	62%	0%	0%	
WestRock Company	17,578.8	12	11	64	72	7	115,000	-	115,000	272,492	41%	59%	0%	0%	

\$1 BILLION TO \$5 BILLION

The Aaron's Company	1,734.9	8	6	61	75	1	75,000	-	75,000	65,607	11%	89%	0%	0%
Acuity Brands	3,326.3	10	9	62	75	6	80,000	-	80,000	232,500	38%	62%	0%	0%
Americold Realty Trust	1,987.7	8	7	61	-	8	65,000	-	65,000	219,552	44%	50%	0%	6%
Beazer Homes USA	2,127.1	7	6	62	74	5	75,000	-	75,000	225,613	45%	55%	0%	0%
BlueLinx Holdings	3,097.3	6	5	66	-	10	70,000	-	70,000	157,899	56%	44%	0%	0%
Carter's	3,024.3	9	8	62	75	17	80,000	2,500	122,500	246,709	41%	59%	0%	0%
Chart Industries	1,177.1	6	5	63	-	11	100,000	-	100,000	228,927	56%	44%	0%	0%
Crawford & Company	982.5	10	8	56	74	12	40,000	1,500	58,000	196,562	47%	53%	0%	0%
Equifax	4,127.5	10	9	60	72	8	90,000	-	90,000	293,626	40%	58%	0%	2%
FleetCor Technologies	2,388.9	10	9	64	-	4	-	-	-	268,958	7%	93%	0%	0%
Floor & Decor Holdings	2,425.8	10	8	59	-	8	75,000	-	75,000	177,302	44%	56%	0%	0%
Flowers Foods	4,388.0	12	11	64	-	5	100,000	-	100,000	265,234	49%	49%	0%	2%
GMS	3,241.3	9	8	64	-	11	70,000	-	70,000	214,643	51%	49%	0%	0%
Gray Television	2,381.0	10	7	63	-	7	77,500	-	77,500	245,610	47%	53%	0%	0%
Interface	1,103.3	8	7	55	-	8	80,000	-	80,000	221,087	43%	57%	0%	0%
National Vision Holdings	1,711.8	9	8	58	75	14	75,000	-	75,000	164,688	39%	61%	0%	0%

	FY 2020 TOTAL REVENUE (\$USMM)	NUMBER OF DIRECTORS		INDEPENDENT DIRECTORS			BOARD FEES (\$)				PERCENTAGE OF TOTAL COMPENSATION			
		TOTAL	INDEPENDENT	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR ^A	BOARD CASH RETAINER	MEETING ATTENDANCE FEE	ANNUAL CASH BOARD FEES ^B	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR ^C	CASH	STOCK	OPTIONS	ALL OTHER
OneWater Marine	1,023.0	9	7	58	80	8	75,000	-	75,000	169,463	41%	59%	0%	0%
Oxford Industries	1,122.8	11	10	64	72	5	40,000	-	40,000	107,356	22%	76%	0%	2%
Primerica	2,275.0	11	8	64	75	5	90,000	-	90,000	246,126	47%	53%	0%	1%
Rollins	2,161.2	9	6	72	-	10	100,000	2,500	125,000	131,375	100%	0%	0%	0%
Saia	1,822.4	8	6	59	72	7	65,000	-	65,000	183,323	32%	68%	0%	0%
Schweitzer-Mauduit International	1,074.4	8	7	59	72	5	70,000	-	70,000	201,774	53%	47%	0%	0%
SiteOne Landscape Supply	2,704.5	7	6	59	72	4	65,000	-	65,000	198,333	40%	60%	0%	0%
Synovus Financial Corporation	1,664.2	13	11	65	72	12	55,000	-	55,000	179,228	50%	47%	0%	3%
TOTAL ATLANTA INDEX														
Average	-	10	9	62	74	9	82,616	2,100	85,349	244,721	40%	59%	0%	1%
Median	-	-	-	-	-	-	80,000	2,000	80,000	242,685	-	-	-	-

Methodology

Data for public companies in Georgia with revenues of \$1B or higher were culled from the most recent DEF14A proxy statements filed with the U.S. Securities and Exchange Commission between November 27, 2020, and August 27, 2021.

FY 2020 Revenue figures for each company were obtained from Capital IQ.

Underrepresented directors data is determined using concrete, trusted and validated sources, such as company proxies and public articles where board members have self-identified. Visual identification is not used in any way to determine race or ethnicity.

Footnotes

- A: Includes regular, special and telephonic board meetings.
- B: Cash retainer plus meeting fees paid assuming full attendance (excludes committee and supplemental fees for special services).
- C: Total average compensation per non-employee director is based on non-employee director compensation tables included in proxy statements. The number includes all board and committee retainers and meeting fees, supplemental non-executive board chair and lead/presiding director fees, the value of equity compensation, and all other compensation paid in fiscal year 2020.

Company footnotes

Aveanna Healthcare Holdings is not included in our study. Due to the company's IPO in April 2021, a proxy statement had not been released as of the closing proxy date of this report.

Crawford & Co.'s reported revenue for fiscal year 2020 was \$1.016 billion. Capital IQ cites the company's revenue as \$982.5 million, which is adjusted for standardization purposes and does not include reimbursements.

Research and Insights

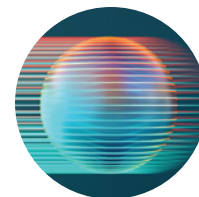
Spencer Stuart regularly explores the key concerns of boards and senior management, as well as innovative solutions to the challenges they face.



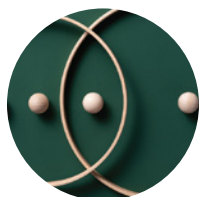
Corporate DE&I Oversight: Six Questions for Boards



2021 S&P 500 Board Diversity Snapshot



Spencer Stuart S&P MidCap 400 Board Report



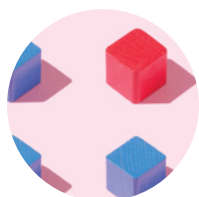
Board Governance and SPACs: New Competition for Capital and Talent



Too Important to Fail: Four New Rules for CEO Succession Planning



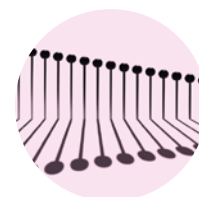
Crisis Put CEO Successions on Hold in 2020. Expect a Rebound in 2021.



Don't Wait to Prepare for an Emergency Succession: Leadership Continuity is Essential for Business Continuity



Stakeholder Voices in the Boardroom: Ensuring Stakeholder Interests Are Factored into Decision-Making



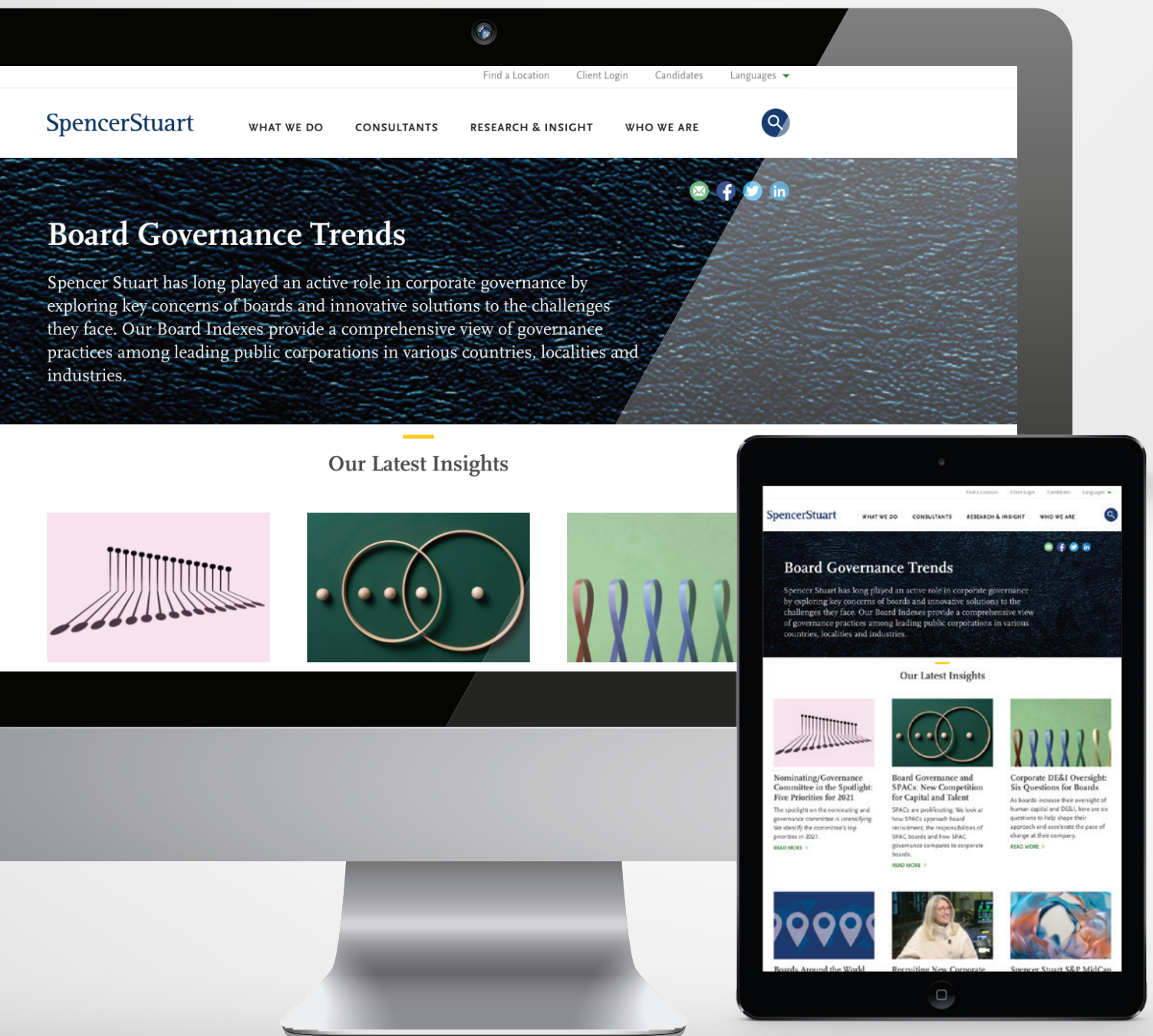
Nominating/Governance Committee in the Spotlight: Five Priorities for 2021

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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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