

SpencerStuart

2016

Atlanta Board Index

ABOUT SPENCER STUART BOARD SERVICES

At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to nonprofit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning 56 offices, 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment and many other facets of organizational effectiveness.

For more than 30 years, our Board Practice has helped boards around the world identify and recruit independent directors and provided advice to chairmen, CEOs and nominating committees on important governance issues. We serve a range of organizations across geographies and scale, from leading multinationals to smaller organizations. In the past year alone, we conducted more than 600 director searches worldwide, and in North America one-third of those assignments were for companies with revenues under \$1 billion.

Our global team of board experts works together to ensure that our clients have unrivaled access to the best existing and potential director talent, and regularly assists boards in increasing the diversity of their composition. We have helped place women in more than 1,600 board director roles and recruited roughly 600 minority directors 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 *Spencer Stuart Board Index (SSBI)*, now in its 31st edition, is just one of our many ongoing efforts.

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

- » The New York Stock Exchange (NYSE) Annual Boardroom Summit & Peer Exchange hosted by NYSE Governance Services
- » The Global Board Leaders' Summit hosted by the National Association of Corporate Directors
- » 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., Gibson Dunn, Lazard and PricewaterhouseCoopers

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Contents

1	INTRODUCTION
3	BOARD COMPOSITION
3	Board Size
3	Length of Term
4	Age of Directors
4	Director Tenure
5	Mandatory Retirement
5	Female Representation
5	Separation of Chairman and CEO Roles
6	Lead/Presiding Directors
6	CEO Outside Board Service
7	Diversity
7	New Independent Directors
9	BOARD ORGANIZATION AND PROCESS
9	Number of Board Meetings
10	Board Committees
11	DIRECTOR COMPENSATION
11	Total Compensation
11	Board Retainers
12	Meeting Fees
12	Committee Compensation
13	Board Leadership Compensation
14	Equity Compensation
15	BOARD COMPARISON
16	COMPARATIVE BOARD DATA

Introduction

With giants in industries as diverse as retail, transportation, financial services and consumer products, Atlanta is home to some of the largest enterprises in the world. Nineteen Fortune 500 companies are based in Metro Atlanta — up from 14 in 2015 — while 46 Atlanta-based companies register revenues greater than \$1B.

Atlanta's prominence as an international business center is well-established — but are its corporate boards and the directors serving on them just as accomplished?

In Atlanta and across the country, directors face issues such as board diversity, turnover, expertise, compensation and independence that can profoundly affect leadership, stewardship and governance. So how well are Atlanta boards doing in these areas? Do directors have a sufficient range of business experience and expertise? Are Atlanta boards tackling succession and diversity issues? Are Atlanta CEOs serving on other boards to gain sufficient exposure to other ideas and business philosophies? Is there rigor in how Atlanta boards address term length for members and director compensation and independence?

Perhaps just as important, in what areas are Atlanta's directors leading national trends, and what can they work on?

At Spencer Stuart, we've asked these questions and studied these and a range of other governance issues and trends, through our examination of boards at S&P 500 companies. We've tracked national trends and boardroom best practices in our *Spencer Stuart Board Index (SSBI)*, now in its 31st edition, and have published the *Atlanta Board Index* since 2013. This year's *Atlanta Board Index* analyzes the boards of 46 Atlanta-based companies with \$1B or more in revenues. The index examines specific trends and practices at these companies: how corporate governance compares to the S&P 500 (where applicable research methodologies are consistent) and how governance practices, processes and trends shift over time. Atlanta companies are examined through two lenses, those with revenues of \$5B or more (19 companies) and those with revenues between \$1B and \$5B (27 companies).

Compared to last year, we found several areas where Atlanta boards have been progressive, making changes that track best practices across the country, and other areas in which they have not made as much progress as expected.

- » CEOs of Atlanta companies with greater than \$5B in revenues were less likely to serve on outside boards in 2016 — 32% compared with 52% in 2015. Given the increased demands of their own positions, it shouldn't be surprising that these CEOs have less time to devote to demands outside their own companies. However, serving on outside boards has been a time-honored way for CEOs to gain exposure to new ideas, business philosophies and business processes. By comparison, 42% of S&P 500 CEOs serve on outside boards.



CEOs of Atlanta's largest companies serving on outside boards

- » Tenure on Atlanta boards, averaging 8.8 years, declined slightly, but remained a half year longer than the average director tenure for the S&P 500. The size of the company was directly related to tenure: At companies with revenue between \$1B and \$5B, average tenure rose from 9.6 years to 10.9 years in 2016, but among companies with revenues greater than \$5B, average tenure dropped from 8.2 to 7.8 years, below the S&P 500 average of 8.3 years.
- » Atlanta-area boards are much less likely than their S&P 500 counterparts to have a mandatory retirement age, 48% versus 73%. The average age of outside directors for Atlanta boards ticked upward in 2016, rising to 63.9 years from 63.5 years in 2015; this is nearly a year older than the average age of 63 for S&P 500 outside directors.
- » Although women comprise 17% of members on Atlanta boards — the highest percentage since the first *Atlanta Board Index* in 2013 — they remain underrepresented compared with the S&P 500, where 21% of S&P 500 directors are female. Eleven percent of Atlanta companies with revenues between \$1B and \$5B and 9% of all Atlanta-based companies lack female board members. In the 2016 proxy year, women made up six out of 26 (23%) new board members of Atlanta companies.
- » With 9.9 directors on average, Atlanta boards are smaller than the S&P 500 average of 10.8. They also are trending smaller: 23% of Atlanta boards have eight or fewer members, compared to 13% in 2015.
- » Atlanta companies have the same number of standing committees on average, 4.2, as S&P 500 boards. While risk and cybersecurity have become top concerns for enterprises worldwide, no Atlanta-based boards have established a dedicated risk committee, compared with 11% of S&P 500 boards. Many boards place responsibility for risk with the audit committee.
- » Governance trends and practices at larger Atlanta companies (those with \$5B or more in revenues) are nearly identical to the S&P 500, including average board size, average age of directors, and the percentage of minority directors, which increased to 13% in 2016 from 11% in 2015. Fifteen percent of the directors in the top 200 S&P 500 boards are considered minorities.

The Spencer Stuart Board Practice is committed to helping companies compose engaged, relevant boards and adopt governance practices that enable them to perform at a high level. We help companies across all sectors and sizes attract directors who bring diverse skills and perspectives, and we advise on board succession and corporate governance issues.

Please contact a member of our team if you have questions about any aspect of your corporate governance. Having a strong, independent and effective board is critical to the success of every organization — in Atlanta or anywhere.

Editor's note:

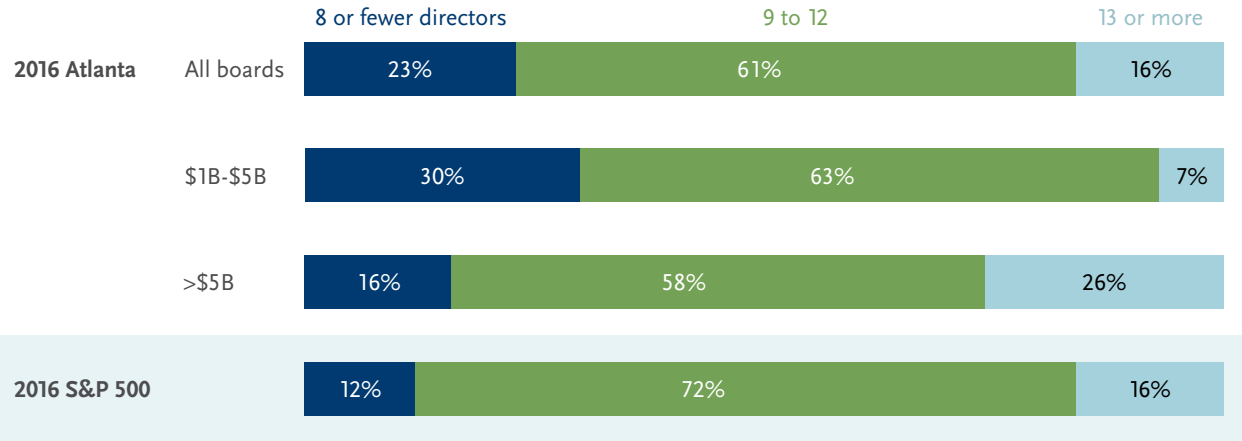
The index examines 46 public companies in the Atlanta area, sorted into two groups based on revenue. The companies included in the index must have been publicly traded on one of the major stock exchanges (NYSE or NASDAQ). Data for the Atlanta Board Index were obtained from Equilar, a leading independent provider of executive and board compensation data and analysis, except where noted. The data were derived from the most recent DEF14A proxy statements and/or 10-K annual reports filed with the Securities and Exchange Commission by June 15, 2016. Stock option awards are valued using the Black-Scholes methodology.

Board Composition

ATLANTA BOARDS HAVE ABOUT 10 MEMBERS ON AVERAGE

- » With an average size of 9.9 directors (dropping from 10.4 last year), Atlanta boards are smaller than S&P 500 boards, which average 10.8 members. Most boards, regardless of revenue category, have between nine and 12 directors, with nine directors as the most common board size. Boards range in size from seven directors (four boards) to 15 directors (three boards).
- » Atlanta companies appear to be trending toward smaller boards. This year, 23% of Atlanta boards have eight or fewer directors, compared with 13% last year. Among companies with revenues greater than \$5B, 16% have eight or fewer directors this year; last year, no companies in that revenue range had fewer than nine directors.

Board Size



ANNUAL ELECTIONS LOSE GROUND AND TRAIL S&P 500

- » The percentage of Atlanta-based companies with annual director elections fell to 67%, from 70% in 2015. By comparison, a one-year term is a nearly standard practice among S&P 500 boards, with 92% having annual elections.

DIRECTORS ARE OLDER

- » Atlanta outside directors have an average age of 63.9 years, up from 63.5 in 2015, and almost a year older than the S&P 500 average of 63. Atlanta companies with revenues of \$5B or more align with S&P 500 boards, with an average age of just under 63 years.
- » Contributing to the rise in the average age was an increase in the number of boards with an average age between 60 and 63, going from 28% of boards to 41% in 2016. The youngest board has an average age of 53 for outside directors, while outside directors of the oldest board average 82.

Age of Outside Directors

	2016 Atlanta			2016 S&P 500
	All boards	\$1B-\$5B	>\$5B	
Average age	63.9	64.5	62.9	63.0
Median age	63	64	63	64
Minimum average age	53	53	58	31
Maximum average age	82	82	67	76

AVERAGE BOARD TENURE STEADY

- » The average director tenure on Atlanta boards is 8.8 years, a half-year longer than the S&P 500 average of 8.3 years. The average tenure of Atlanta board members dropped slightly from 8.9 years in 2015.
- » Boards of Atlanta companies with revenues of \$1B to \$5B have an average tenure of 10.9 years, while boards of companies with revenues greater than \$5B have an average tenure of 7.8 years. The longest average board tenure is 24.6 years.

Tenure of Directors

	2016 Atlanta			2016 S&P 500
	All boards	\$1B-\$5B	>\$5B	
Average tenure of directors	8.8	10.9	7.8	8.3
Median tenure of directors	6.7	7.5	6.0	8.0

Average Tenure of Boards

	Atlanta	
	2016	2015
Less than 5 years	15%	9%
5 years	9%	11%
6 years	7%	9%
7 years	17%	22%
8 years	11%	15%
9 years	19%	11%
10 years	7%	9%
11-23 years	15%	14%

MANDATORY RETIREMENT AGES LESS PREVALENT THAN BEFORE

- » Fewer Atlanta boards have mandatory retirement age policies than last year, 48% versus 57%, and Atlanta boards are much less likely to have a mandatory retirement age than S&P 500 boards (73%).
- » Among Atlanta boards that have established retirement policies for directors, 10 boards (45%) set mandatory retirement age at 72 years, and 10 boards (45%) set it at 75 years and up, unchanged from 2015. Of the S&P 500 boards that disclose a mandatory retirement age, 94% set the retirement age at 72 or older.
- » Mandatory retirement age policies, requiring a director to submit his or her resignation upon reaching a pre-determined age, may be waived when a board determines allowing an experienced director to remain on the board is in the best interests of the company.

GAINS FOR WOMEN, BUT WORK REMAINS

- » Women account for 17% of all directors on Atlanta boards, the highest percentage since the first *Atlanta Board Index* was published in 2013, and an increase from 16% last year. Still, the number of women directors on Atlanta boards lags S&P 500 boards (21% female). Thirty-seven percent of Atlanta boards have one female board director; 33% have two; 17% have three; and 4% (two boards) have four. Only 9% of Atlanta boards lack a female director, but that is up from 7% last year.
- » As with other governance trends, companies with \$5B or more in revenues tend to align more closely with the S&P 500. The percentage of female directors on these larger company boards was 19%, and 95% of these large companies have at least one female director; 16% of directors of companies in the \$1B to \$5B revenue band are women, and 89% have one or more female directors. Atlanta boards with the highest percentage of women directors are EarthLink (43%) and Halyard Health (33%).

Female Representation

	2016 Atlanta			2016 S&P 500
	All boards	\$1B-\$5B	>\$5B	
At least one woman director	91%	89%	95%	99%
Average number of women	1.7	1.5	2.0	2.3
Women percentage of total directors	17%	16%	19%	21%

FEWER BOARDS SPLIT THE CHAIR/CEO ROLES

- » Shareholders and governance activists regularly advocate separating the roles of chair and CEO, and, indeed, we have seen a general trend toward a board leadership model with a non-executive chair. Forty-three percent of Atlanta companies separate the chair and CEO roles, a slight increase from 41% in 2015. Among S&P 500 companies, 48% have a separate chair and CEO.
- » All Atlanta boards have some form of independent board leadership — either a board chairman determined to be independent under applicable NYSE or NASDAQ listing standards or a lead/presiding director. Among Atlanta boards, 13, or 28%, have an independent non-executive chairman, consistent with 27% for the S&P 500.

ALL ATLANTA COMPANY BOARDS HAVE A LEAD OR PRESIDING DIRECTOR

» All 46 Atlanta boards have an independent director serving as a lead or presiding director. Slightly more than half (52%) have a lead director, compared with 71% of S&P 500 companies. Of the 22 companies with a presiding director, 13 (28% of all boards) have an independent chair named as presiding director; two other boards report their presiding director rotates each executive session among committee chairs.

Lead/Presiding Directors

	2016 Atlanta		2016 S&P 500	
Lead director	24	52%	295	71%
Presiding director*	22	48%	122	29%
Total	46	100%	417	100%

*Includes 13 companies with an independent chairman who is also the presiding director.

FEWER (AND FEWER) ATLANTA CEOS SERVE ON OUTSIDE BOARDS

» Seventy-six percent of Atlanta CEOs do not serve on outside public company boards, an increase from 63% in 2015 and well above the 57% of S&P 500 CEOs who don't serve on an outside public company board. Among companies with between \$1B and \$5B in revenues, 81% of their CEOs do not have corporate board affiliations other than their own. Also noteworthy is the jump in the number of CEOs of Atlanta companies with greater than \$5B in revenues having no other board affiliations — 68% in 2016, compared to 48% last year.

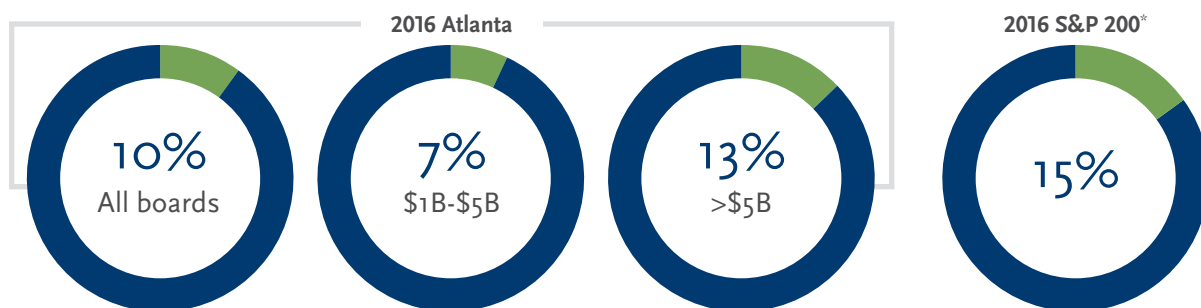
CEOs with No Outside Corporate Board Affiliations



ATLANTA BOARDS ARE NOT PARTICULARLY DIVERSE

- » Atlanta boards are less diverse than the largest companies nationwide when comparing minority representation of directors: 10% of Atlanta directors are identified as African-American, Hispanic/Latino or Asian, versus 15% of directors of the top 200 S&P boards. Five new independent directors who are minorities were added to Atlanta boards in the 2016 proxy year, representing 10% of new independent directors. Fifteen percent of the new independent directors added to S&P 500 boards are considered minority as defined above.

Minority Directors as a Percentage of the Total



*Minority representation data for the S&P 500 is compiled for the top 200 companies (based on revenue). Minority data for new independent directors is compiled for all S&P 500 boards.

FEWER BOARDS WELCOMED NEW MEMBERS AND FEWER NEW FEMALE DIRECTORS

- » Only 37% of Atlanta boards added new directors, a drop from 54% last year. Nine boards added one new director, seven boards added two, and a single board added three new directors. In 2015, Atlanta boards added a total of 51 new outside directors.
- » Six (23%) of the new Atlanta board directors are women. By comparison, seven women were among last year’s class of new directors, representing 14% of new directors. Among S&P 500 boards, 32% of new directors are women.
- » Exiting directors had an average age of 64; incoming directors had an average age of 57, the same as last year.

New Independent Directors

	2016 Atlanta		2016 S&P 500	
New outside male	20	77%	236	68%
New outside female	6	23%	109	32%
Total number of new outside directors	26	100%	345	100%

FEWER CHAIRMEN/CEOS JOIN BOARDS THIS YEAR

- » Active and retired chairmen/CEOs/presidents account for 34% of new directors on Atlanta boards, a decline from 36% last year; 38% of new S&P 500 directors are leaders in these roles. Meanwhile, 34% of new outside directors on Atlanta company boards have financial backgrounds, compared with 40% in 2015.
- » Sixty-five percent of newly added Atlanta directors are actively and fully employed, an increase from 55% last year; 53% of new S&P 500 directors are active executives.

New Outside Directors — Functional Backgrounds

	2016 Atlanta		Total
	Active	Retired	
CEO/chair/president/COO/vice chair	15%	19%	34%
Other corporate executives	12%	8%	20%
<i>Division/subsidiary presidents</i>	4%	4%	8%
<i>Line and functional leaders</i>	8%	4%	12%
Financial backgrounds	34%	0%	34%
<i>Financial executives/CFOs/treasurers</i>	12%	0%	12%
<i>Bankers/investment bankers</i>	0%	0%	0%
<i>Investment management/investors</i>	22%	0%	22%
<i>Public accounting executives</i>	0%	0%	0%
Academics/nonprofit	4%	0%	4%
Consultants	0%	4%	4%
Lawyers	0%	0%	0%
Government/military/others	0%	4%	4%
Total	65%	35%	100%

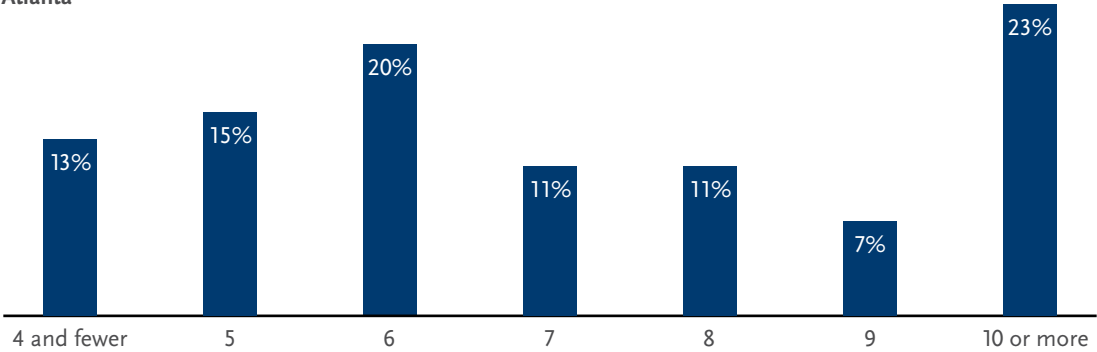
Board Organization and Process

ATLANTA BOARDS MET NEARLY EIGHT TIMES ON AVERAGE

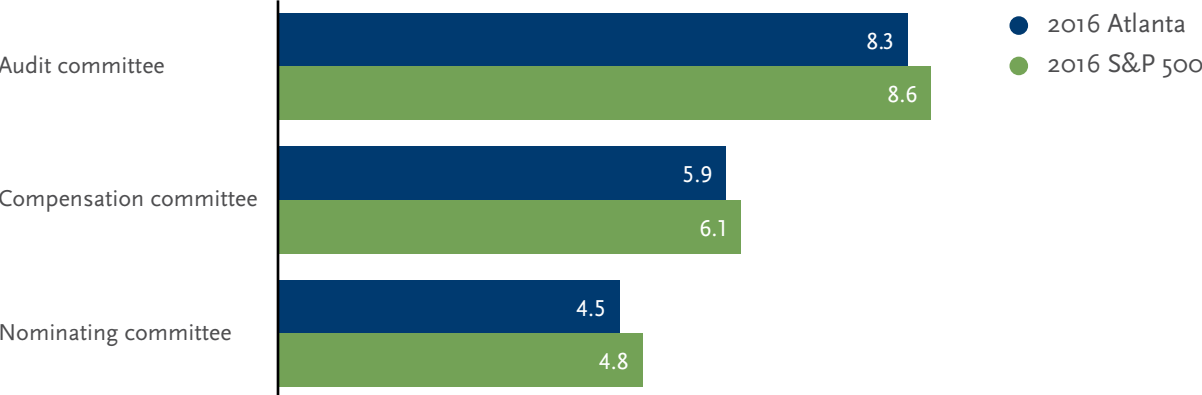
- » Atlanta boards met an average of 7.9 times in 2016, up from an average of seven meetings last year. Driving the higher average was an increase in the number of boards meeting eight or more times, which rose from 32% in 2015 to 41% in 2016. The number of total board meetings ranged from four to 21, with six being the most frequent meeting occurrence. S&P 500 boards met an average of 8.4 times, with 49% meeting eight or more times, and seven meetings being the most common.
- » Atlanta board committees (audit, nominating and compensation) each met slightly fewer times than their S&P 500 counterparts.

Distribution of Regular Board Meetings

2016 Atlanta



Average Number of Committee Meetings



EXECUTIVE AND FINANCE COMMITTEES COMMON, BUT NO RISK COMMITTEES

- » Atlanta boards have 4.2 committees on average, the same as S&P 500 boards; 76% of Atlanta boards have four or more committees (the same as last year), compared with 71% of S&P 500 boards. The number of standing committees on Atlanta boards ranges from three to seven.
- » All Atlanta boards have audit and compensation/HR committees as required under NYSE or NASDAQ listing standards. Ninety-three percent of boards have the other NYSE-mandated committee, nominating/governance. (Note that controlled companies are not required to have nominating committees.)
- » Among boards that have more than just the mandated committees, the executive (39%) and finance (33%) committees are the most common, followed by strategy and planning (15%) and science and technology (9%) committees. On S&P 500 boards, the most common additional committees are executive (33%), finance (31%) and risk (11%). As was the case last year, no Atlanta boards have a dedicated risk committee.

Board Committees

	2016 Atlanta	2016 S&P 500
Audit	100%	100%
Compensation/HR	100%	100%
Nominating/governance	93%	99.6%
Executive	39%	33%
Finance/investment	33%	31%
Strategy & planning	15%	2%
Science & technology	9%	9%
Legal/compliance	7%	5%
Public policy/corporate responsibility	4%	10%
Environment, health & safety	4%	7%
Diversity	4%	0%
Acquisitions/corporate development	2%	2%
Risk	0%	11%
Management development/succession planning*	0%	less than 1%

*Functions typically overlap with compensation committees.

Director Compensation

Note: Comparisons between the Atlanta Board Index and the Spencer Stuart Board Index (SSBI) are not available for all compensation categories due to differences in compensation reporting methodologies between the two reports. Comparisons to S&P 500 are provided where available.

DIRECTOR COMPENSATION GROWS BY 3.4%

- » Non-employee directors on Atlanta company boards received \$222,229 in total compensation on average, 3% more than in 2015. The 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.
- » Stock awards represent the largest share of director compensation, 54% of total compensation on average, while cash fees account for 43% of director compensation.
- » Just over half of Atlanta boards (52%) offer a deferred compensation plan for directors, compared to 73% of S&P 500 boards.

Total Average Annual Non-Employee Director Compensation*

	2016 Atlanta			2016 S&P 500
	All boards	\$1B-\$5B	>\$5B	
Average	\$222,229	\$193,409	\$252,001	\$285,065
Components of total:				
Fees earned or paid in cash	43%	46%	40%	38%
Value of stock awards	54%	50%	58%	54%
Value of stock option grants	2%	3%	0%	6%
All other	1%	1%	2%	2%

*Based on non-employee director compensation tables reported in SEC filings released as of June 15, 2016. All other compensation consists of the following: insurance premiums, contributions to charitable award programs, and the incremental cost of company products provided.

CASH RETAINERS GROW BUT TRAIL THE S&P 500

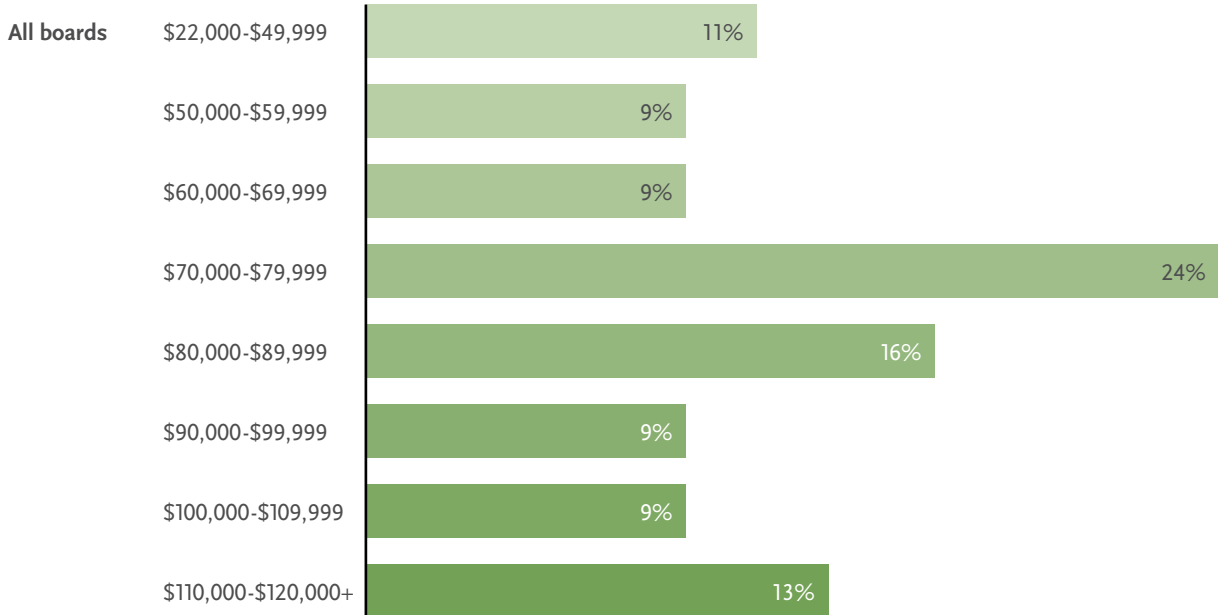
- » Atlanta boards pay an average of \$79,156 in cash retainer fees, an increase of 8% from 2015, but below the S&P 500 average of \$87,782. Retainers range from a low of \$32,000 to a high of \$180,000. Retainer amounts vary greatly between revenue bands; the average retainer for companies with \$5B or more in revenues is \$85,000, 13.5% higher than the \$74,885 average retainer for companies in the \$1B to \$5B revenue band.

Annual Cash Retainer

	2016 Atlanta			2016 S&P 500
	All boards	\$1B-\$5B	>\$5B	
Average	\$79,156	\$74,885	\$85,000	\$87,782
Median	\$75,000	\$75,000	\$85,000	\$90,000

*S&P 500 figure represents annual cash retainers only and does not include equity components to retainer amounts, as reported in company proxy statements and in our comprehensive study, the *Spencer Stuart Board Index*.

Range of Cash Retainers



FEWER ATLANTA COMPANIES PAY BOARD MEETING FEES

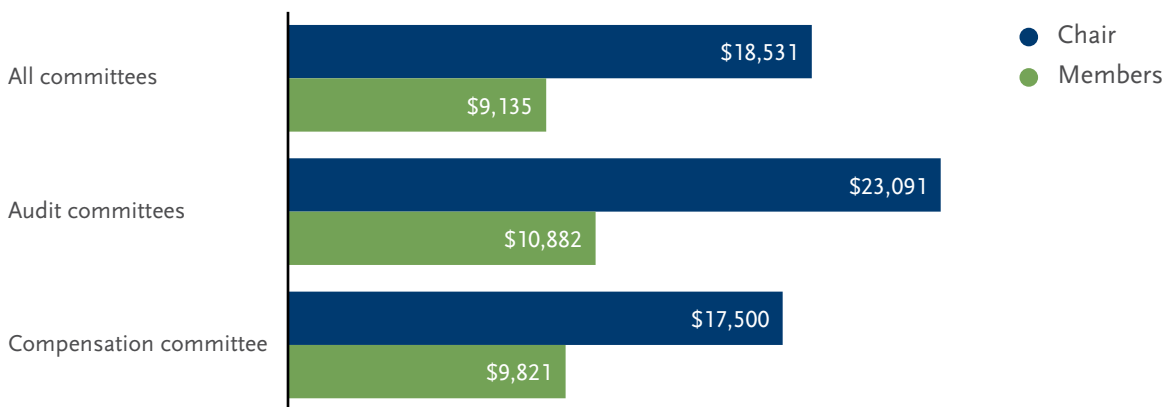
- » One-fifth of Atlanta boards provide meeting attendance fees to directors, a decline from 24% in 2015, reflecting an ongoing shift toward a more simplified compensation structure. Sixteen percent of S&P 500 boards provide meeting attendance fees, compared to 21% last year. Fees for regular board meetings ranged from \$1,250 to \$4,000 per meeting.

MOST BOARDS PAY PREMIUMS FOR AUDIT AND COMPENSATION COMMITTEE CHAIR SERVICE

- » Reflecting the increased demands placed on committee chairmen and members, nearly all Atlanta boards pay supplemental retainers for committee service, and 44 out of 46 Atlanta boards pay a premium to committee chairs. Among the 44 boards that pay a committee chair cash retainer, 31 (70%) pay more to audit committee chairs than to other committee chairs, and 18 (41%) pay a higher amount to compensation committee chairs. We note a similar trend among S&P 500 companies, where 86% pay a larger retainer to the audit committee chair, and 58% to the compensation committee chair.
- » The average committee chair retainer is \$18,531. Audit committee chairmen receive \$23,091 on average, and the average retainer for compensation committee chairmen is \$17,500.

- » Thirty-seven percent of Atlanta boards pay a cash retainer, averaging \$9,135, to some or all committee members. This includes three boards that only pay a supplemental retainer to audit committee members. Committee members receive a cash retainer on 41% of S&P 500 boards.
- » Among the 17 boards that pay a committee member cash retainer, nine pay an additional amount to members of the audit committee, and five pay a higher average amount for compensation committee service.
- » Ten Atlanta boards pay a cash meeting fee to members for committee meetings. The committee meeting fee averages \$1,672 per meeting.

Average Committee Retainer Amount



MOST BOARDS PROVIDE ADDITIONAL COMPENSATION TO INDEPENDENT BOARD LEADERS

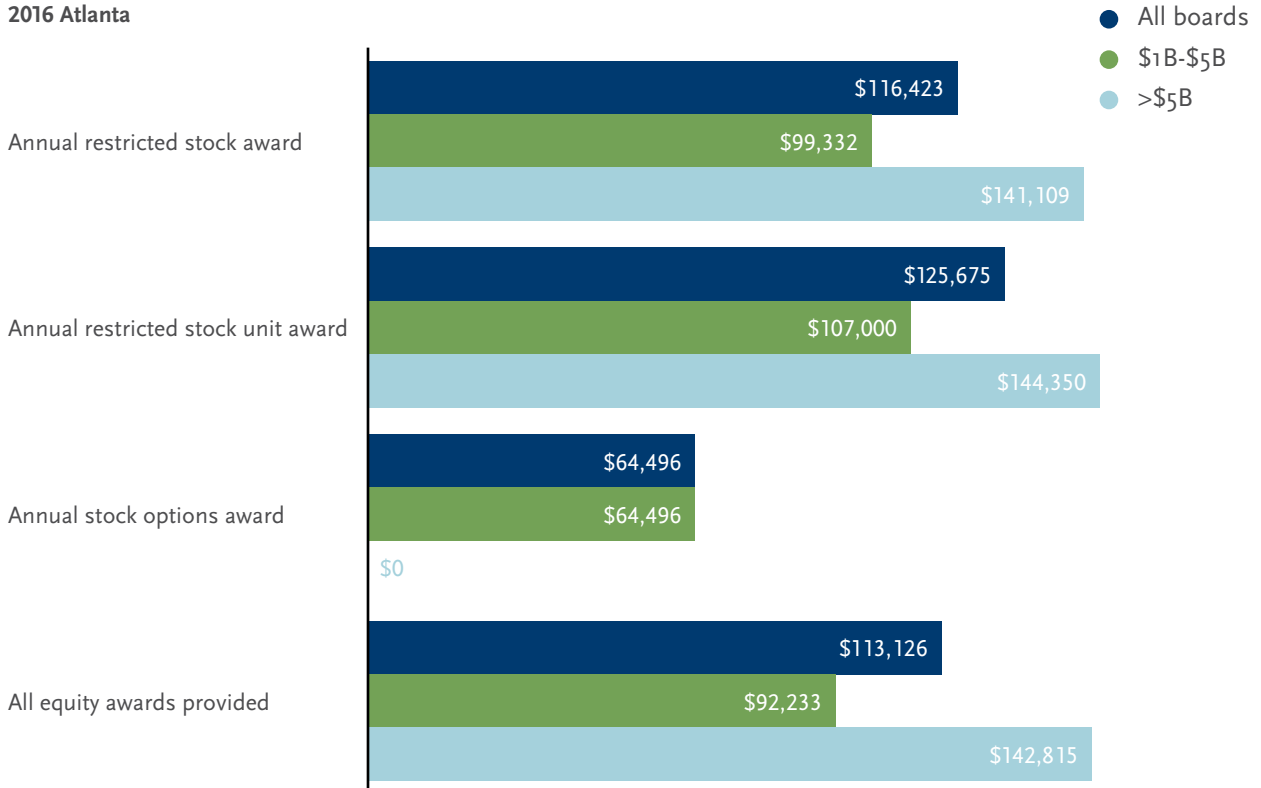
- » Eleven of the 13 Atlanta boards with an independent chair provide additional compensation to the director serving in the roles. Premiums range from \$75,000 to \$400,000. The average was \$136,545, up from \$124,750 in 2015.
- » Of the 33 Atlanta boards with a lead or presiding director (not including independent chairs), 85% provide supplemental compensation for service, averaging \$28,101; this compares to the S&P 500 average of \$33,565.

THE VALUE OF EQUITY AWARDS GROWS

» Ninety-one percent of Atlanta companies provide some type of equity to non-employee directors, a drop from 96% in 2015. Four percent of Atlanta boards provide stock options, compared to 7% in 2015; no boards for companies with revenue greater than \$5B awarded stock options in 2016. The average value of annual equity awards was \$113,126, up from \$110,500 a year ago.

Average Dollar Value of Equity Awards

2016 Atlanta



Board Comparison

HOW DOES YOUR BOARD MEASURE UP?

- » Use the index below to determine how your board compares in size and makeup to the largest companies in the Atlanta area, as well as S&P 500 boards. Note that in some cases, the averages mask wide variations in individual 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 2016 *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	Your Board
Number of directors	9.9	15	7	10.8	
Average director age	63.9	82	53	63.0	
Average board tenure	8.8 years	24.6 years	1.3 years	8.3 years	
Female representation	17%	43%	0%	21%	
Minority representation	10%	4%	0%	15%**	
Chairman separate from CEO	43%	—	—	48%	
Number of meetings per year	7.9	21	4	8.4	

*Spinoff company.

**Average percentage of minorities for the top 200 companies of the S&P 500.

Comparative Board Data

Comparative Board Data

	REVENUES (\$ IN MILLIONS)	NUMBER OF DIRECTORS		OUTSIDE DIRECTORS			BOARD FEES (\$)				PERCENTAGE OF TOTAL COMPENSATION			
		TOTAL	OUTSIDE DIRECTORS	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR ³	BOARD CASH RETAINER	MEETING ATTENDANCE FEE	ANNUAL BOARD CASH FEES ⁵	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR	CASH	STOCK	OPTIONS	ALL OTHER
>\$5 BILLION														
AFLAC	20,872.0	13	9	66	75	4	115,000	-	115,000	265,785	46%	46%	6%	2%
AGCO Corporation	7,467.3	10	8	67	-	6	100,000	-	100,000	233,333	49%	51%	0%	0%
Asbury Automotive Group	6,588.3	9	8	61	-	8	40,000	2,000	56,000	217,268	47%	44%	0%	9%
The Coca-Cola Company	44,294.0	15	13	65	74	6	50,000	-	50,000	266,032	22%	75%	0%	3%
Coca-Cola Enterprises	7,011.0	11	10	62	72	13	110,000	-	110,000	242,543	49%	50%	0%	1%
Delta Airlines	40,704.0	14	11	62	72	12	90,000	-	90,000	310,897	39%	56%	0%	5%
First Data Corp.	7,764.0	8	2	63	-	7	75,000	-	75,000	120,000	48%	52%	0%	0%
Genuine Parts Company	15,280.0	13	10	63	72	4	60,000	1,500	66,000	258,944	29%	71%	0%	0%
HD Supply Holdings	7,388.0	8	7	63	-	6	85,000	-	85,000	229,915	46%	54%	0%	0%
The Home Depot	88,519.0	12	11	58	72	7	50,000	-	50,000	299,545	21%	77%	0%	2%
Invesco	5,122.9	9	8	67	75	13	120,000	-	120,000	285,317	53%	47%	0%	0%
Mohawk Industries	8,071.6	9	6	63	75	5	80,000	-	80,000	163,377	44%	56%	0%	0%
NCR Corporation	6,373.0	9	8	61	-	21	75,000	-	75,000	284,613	15%	85%	0%	0%
Newell Rubbermaid	5,915.7	9	8	65	75	10	105,000	-	105,000	257,150	49%	51%	0%	0%
PulteGroup	5,982.0	10	9	60	75	6	95,000	-	95,000	251,139	44%	56%	0%	0%
Southern Company	17,489.0	15	14	65	72	9	110,000	-	110,000	242,540	47%	52%	0%	1%
SunTrust Banks	7,867.0	11	10	62	72	6	70,000	-	70,000	231,659	46%	52%	0%	2%
United Parcel Service	58,363.0	11	10	61	75	8	100,000	-	100,000	284,013	44%	56%	0%	0%
Veritiv Corporation	8,717.7	7	6	61	-	6	85,000	-	85,000	218,750	43%	57%	0%	0%
\$1 BILLION TO \$5 BILLION														
Aaron's	3,179.8	10	8	59	80	6	32,000	4,000	56,000	174,000	71%	29%	0%	0%
Acuity Brands	2,706.7	10	9	67	72	5	80,000	-	80,000	182,000	45%	55%	0%	0%
AGL Resources	3,941.0	15	14	68	-	4	95,000	-	95,000	207,143	49%	51%	0%	0%
ARRIS International plc	4,798.3	9	8	62	-	12	180,000	1,250	195,000	128,206	100%	0%	0%	0%
Axiall Corporation	3,361.1	9	8	62	-	11	80,000	-	80,000	209,767	49%	51%	0%	0%
Beazer Homes USA	1,627.4	8	7	67	-	8	75,000	-	75,000	227,219	48%	52%	0%	0%
BlueLinx Holdings	1,916.6	7	5	66	-	7	70,000	-	70,000	194,250	46%	54%	0%	0%
BMC Stock Holdings	1,576.7	8	6	59	-	14	120,000	-	120,000	148,943	100%	0%	0%	0%
Carters	3,013.9	9	8	67	-	4	60,000	2,500	70,000	218,948	41%	59%	0%	0%
Crawford & Company	1,241.5	9	8	60	74	8	40,000	1,500	52,000	126,182	56%	44%	0%	0%
Cumulus Media	1,168.7	7	5	53	-	8	75,000	-	75,000	222,500	55%	45%	0%	0%
EarthLink Holdings Corp.	1,097.3	7	6	64	-	9	95,000	-	95,000	245,000	47%	53%	0%	0%
Equifax	2,663.6	10	9	64	72	4	75,000	-	75,000	242,358	38%	62%	0%	0%
FleetCor Technologies	1,702.9	8	7	61	-	4	-	-	-	211,962	7%	93%	0%	0%
Flowers Foods	3,778.5	12	10	67	75	11	100,000	-	100,000	253,831	27%	67%	0%	6%
Global Payments	2,773.7	9	8	66	-	7	85,000	-	85,000	248,125	42%	58%	0%	0%
Graphic Packaging Holding Company	4,160.2	8	7	62	-	6	75,000	-	75,000	182,198	45%	55%	0%	0%
Halyard Health	1,574.4	9	8	60	-	6	70,000	-	70,000	217,143	36%	64%	0%	0%

	NUMBER OF DIRECTORS		OUTSIDE DIRECTORS		BOARD FEES (\$)						PERCENTAGE OF TOTAL COMPENSATION			
	(\$ IN MILLIONS)	TOTAL	OUTSIDE DIRECTORS	AVERAGE AGE	RETIREMENT AGE	MEETINGS PER YEAR ^a	BOARD CASH RETAINER	MEETING ATTENDANCE FEE	ANNUAL BOARD CASH FEES ^b	AVERAGE COMPENSATION PER NON-EMPLOYEE DIRECTOR	CASH	STOCK	OPTIONS	ALL OTHER

\$1 BILLION TO \$5 BILLION (CONTINUED)

IntercontinentalExchange	3,338.0	8	7	64	75	9	85,000	-	85,000	290,825	36%	64%	0%	0%
Interface	1,001.9	9	7	59	-	5	60,000	-	60,000	130,098	52%	47%	0%	1%
Mueller Water Products	1,164.5	9	8	71	-	7	55,000	1,500	65,500	206,611	47%	22%	31%	0%
Primerica	1,405.3	11	8	58	-	5	75,000	-	75,000	170,386	55%	44%	0%	1%
Rollins	1,485.3	9	5	79	-	5	40,000	2,500	52,500	74,583	100%	0%	0%	0%
RPC	1,263.8	9	4	82	-	5	40,000	2,500	52,500	73,000	100%	0%	0%	0%
Saia	1,221.3	10	8	63	72	5	60,000	-	60,000	170,444	34%	66%	0%	0%
Synovus Financial Corp.	1,076.2	12	11	66	72	12	50,000	-	50,000	132,374	56%	42%	0%	2%
Total System Services	2,779.5	13	10	68	75	10	75,000	-	75,000	221,524	42%	29%	29%	0%

TOTAL ATLANTA INDEX

Average		10	8	64	74	8	79,156	2,139	81,789	222,229	43%	54%	2%	1%
Median		9	8	63	74	7	75,000	2,000	75,000	220,236				

Data for the *Atlanta Board Index* were obtained from Equilar, a leading independent provider of executive and board compensation data and analysis.

METHODOLOGY

Data obtained from Equilar based on most recent SEC filings released as of June 15, 2016.

Excludes retirement payouts to directors who are former company executives, consulting fees or commission payments paid to non-employee directors for non-board service activity, and payments related to subsidiary board service.

Includes all board and committee retainers and meeting fees, supplemental non-executive chairmen and lead/presiding directors' fees, dollar value of equity compensation, and all other compensation paid in fiscal year 2015.

FOOTNOTES

a. Includes regular, special and telephonic meetings.

b. Cash retainer plus meeting fees paid assuming full attendance (excludes committee and supplemental fees for special services).

Research & Insights

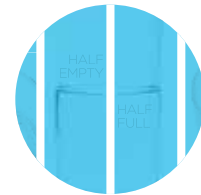
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The Effect of Shareholder Activism on Corporate Strategy



How to Think About Assessing Leaders



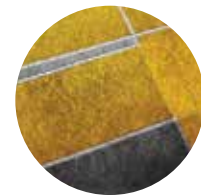
What Directors Think 2016



2016 Global Board of Directors Survey



Leadership Development Yesterday and Today: Approaches that Work



Why Senior Leaders Need to Rethink Learning Intelligence



Can They Make the Leap? What It Takes to Get to — and Succeed in — the Most Senior Functional Roles



Getting from Here to There: Lessons Learned from a Decade of Digital Transformation



Performance in the Spotlight: Assessment and Board Effectiveness



The Four Biggest Hidden CEO Succession Risks and How to Avoid Them

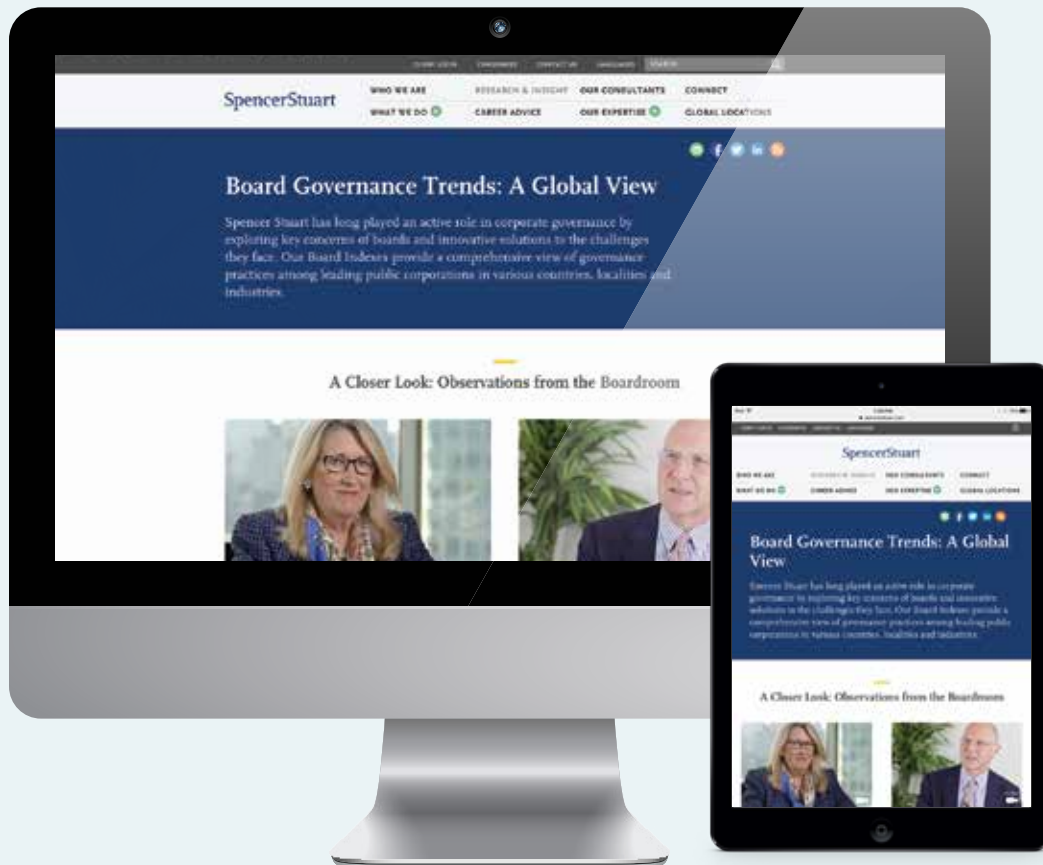


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