



PROXY STATEMENT

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Rocky Mountain Chapter



Proxy Statement

- Proxy, (in business)-written power of attorney given by the shareholder authorizing a specific vote at meetings
- Proxy statement-material the company must provide with information about proposals you vote on
- How to do this?

The Proxy Statement Package

- Ballot
- Proxy Statement

General layout---usually

- Notice of Annual Meeting
- Listing of Directors
- Committees
- Proposals

Directors

- ---Age?
- ---Length of time in office?
- ---Other directorships? Trusteeships etc.?
- ---Background? Connections?
- ---Appropriate for position? (required)
- ---Picture (optional)
- ---Committees they are on?

Committees

Audit committee

SEC Rules:

Must be independent directors

3 financially literate members

1 Accounting and financial expert

(Have worked at audit accounting firm)

Compensation Committee

Oversees board and executive compensation

Guidelines for compensation

Nominating Committee

New board members

Size, diversity and makeup of board

Corporate governance issues

Board evaluation process

Corporate Governance Committee

CEO and Chairman separate? Or not?

Annual elections for all directors or staggered?

Majority voting standard for uncontested elections?

How many classes of votes and who controls them?

Diversity, are they all old white men?

Other Odd Bits

- Graphs and expanded material on compensation
 - Peer companies list
- Certain relationships
- Beneficial ownerships
- Corporate governance standards

Appendix

Definitely should be:

Copies of documents being changed

Maybe:

Financial statements?

Charters of committees?

Whatever?

- Everything in much detail or not---or not!

Somewhere There Will Be

(Hint: Check the Table of Contents)

Company Proposals

Directors voting list

Accounting firm

Executive Pay approval

May be others

Shareholders proposals

Further Information:

- www.sec.gov

As always with BetterInvesting

- Do your homework
- Make your decisions
- And vote