

# Executive Compensation and Corporate Governance Solutions



Executive compensation continues to be a hot button issue that is highly scrutinized and increasingly complex. Today's executive compensation programs must address a company's specific needs while balancing regulatory requirements (Dodd-Frank Act and SEC requirements), shareholder concerns and corporate governance standards. FTI Consulting Executive Compensation and Corporate Governance Solutions provides objective and sound advice to design and implement a comprehensive executive compensation program that attracts and retains top talent, effectively rewards and motivates management and employees for the right kind of performance, and closely aligns the interests of employees with those of the company's shareholders and investors.

## A FULL RANGE OF SOLUTIONS

Our dedicated team has practical hands-on experience partnering with Compensation Committees and management teams to design custom-tailored compensation programs around the key drivers and unique dynamics of each client. We have served as the compensation consultants and corporate governance advisors to over 100 public and private companies on a range of compensation and corporate governance related matters, including:

- *Competitive Compensation Review*
- *Incentive Plan Design*
- *Proxy-Related Services*
- *Corporate Governance Services*
- *Litigation Support*
- *Corporate Transaction Services*

## OUR SERVICES

**Competitive Compensation Review** – Partner with Compensation Committees and management teams to perform a comprehensive review of competitive market data and recommended changes, including for the following:

- Base salary
- Annual Cash Incentives
- Long-term incentives
- Benefits and perquisites
- Pay mix
- Employment and severance agreements
- Pay philosophy and objectives
- Equity dilution
- Grant types
- Board of directors compensation

**Incentive Plan Design** – Prepare an in depth analysis and recommendations for cash incentives and long-term incentives that consider the following:

- Performance metric and goal setting to drive real performance
- Balance of objective financial goals and subjective corporate and individual goals
- Plan leverage
- Accounting and tax implications
- Plan vehicle selection

**Proxy Related Services** – Provide guidance and best practice related to proxy statement disclosure and other materials relating to say-on-pay proposals:

- Draft the Compensation Discussion and Analysis, including content and enhanced graphics
- Calculation of potential severance payments
- CEO pay ratio calculations
- Equity incentive plan design
- Audit of compensation tables

**Corporate Governance Services** – Provide support to the Board of Directors for key governance areas, including:

- Compensation Risk Assessments
- Guidance on institutional investor policies and proxy advisor policies
- Board and executive evaluations
- Succession planning
- Stock ownership requirements
- Shareholder engagement and outreach

**Litigation Support** – Drawing upon our extensive compensation knowledge base and technical expertise, we provide professional litigation support services and expert testimony for compensation-related litigation. Our seasoned compensation, tax and accounting professionals can be a valuable asset amidst the complex legal issues and challenges of compensation-related matters. We provide the following compensation-related litigation support services:

- Expert Witness Testimony
- Expert Witness Reports
- Arbitration/Mediation

## Corporate Transaction Services

**IPO Compensation Services:** We have served as compensation advisors on IPO and 144A offerings, which include the structuring of pre- and post-IPO cash and equity compensation that balances executive liquidity and shareholder dilution concerns.

**Mergers and Acquisition Services:** When serving as advisors on transactions, our services have included the computation of 280G excise tax gross-up payments, negotiation of employment, non-compete and retention agreements, and analysis and computation for all compensation-related costs of the transactions. Also, we advise companies on the post-acquisition integration of employees into the new corporate structure

## Expertise and Approach

Over the last 15 years the FTI Consulting Executive Compensation and Corporate Governance Solutions team has served as trusted advisors to over 100 public and private companies. Our team of professionals has developed custom-tailored compensation programs around the key drivers and unique dynamics associated with each client and their industry. Our team has experience working in the following industries:

- Asset Manager
- Banking
- Distribution
- Financial Services
- Healthcare
- Homebuilders
- Hospitality, Gaming and Leisure
- Industrial
- Manufacturing
- Medical Device
- Pharmaceutical
- Retail
- Real Estate
- Technology

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## EXPERTS WITH IMPACT™

### About FTI Consulting

FTI Consulting is an independent global business advisory firm dedicated to helping organizations manage change, mitigate risk and resolve disputes: financial, legal, operational, political & regulatory, reputational and transactional. FTI Consulting professionals, located in all major business centers throughout the world, work closely with clients to anticipate, illuminate and overcome complex business challenges and opportunities..