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VIA E-MAIL: POLICY@ISSGOVERNANCE.COM

November 9, 2015

Re: Director Overboarding

Institutional Shareholder Services, Inc.
702 King Farm Boulevard, Suite 400
Rockville, MD 20850

Ladies and Gentlemen:

Nielsen Holdings plc appreciates the opportunity to submit this comment letter with respect to the proposed policy change (the “Proposed Policy”) of Institutional Shareholder Services, Inc. (“ISS”) regarding director overboarding. Under the Proposed Policy, ISS is evaluating whether to lower the acceptable number of total public company boards on which directors may serve to a total of either five or four boards and is seeking comment regarding which is most appropriate. More specifically, ISS is asking the following questions:

Do you consider that lowering the limit for non-CEOs to be considered overboarded as proposed is appropriate? If so, would you favour a limit of either five total directorships (option a.) or four total directorships (option b.)? If not, please explain.

As described in further detail below, our view is that the limit on the number of public company boards a director may serve on should not be changed from the current six, but if ISS nonetheless concludes that a reduction is warranted, it should not be reduced below five.

I. What Makes a Good and Effective Director

There are many factors that go into whether someone is a good and effective director, including the company’s performance, the director’s attendance at board and committee meetings, and the experience, skills, industry knowledge and diverse backgrounds of the board of directors as a whole. Further narrowing the number of public company boards on which an individual serves has no bearing on what makes a good and effective director. However, we recognize that there are sound practical realities that weigh upon a director’s ability to be effective.

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We agree with ISS that a director needs “time for the preparation, attendance and participation at board and committee meetings.” This means that a good and effective director reads and understands the materials provided by management, but also learns independently about the company, the industry and overall macro trends and continuously educates herself on corporate governance. Serving on different boards can actually help the director’s independent learning and continuous education process.

II. Not One-Size-Fits-All

One of the main issues with further restricting the number of boards upon which an individual may serve from the current ISS overboarding policy is that it treats all public company boards equivalently while in reality the amount of time that a director is required to spend in service varies based on the particular circumstances of each company, including the frequency of board and committee meetings, the company’s industry, business model and geographic footprint as well as each director’s skills and experience. Not all companies require the same attention and not all directors require the same amount of time to effectively serve on each board.

While we agree with ISS that directors need to spend significant time on board work, we do not agree a lower cap on the number of boards on which an individual may serve will result in better, more effective director activity and engagement. As mentioned by ISS in its Proposed Policy, according to a 2014-2015 Public Company Governance Survey conducted by the National Association of Corporate Directors, directors of public companies committed an annual average of 278 hours to board-related matters in 2014. For the sake of the analysis, if we are to rely on these numbers, a director who serves on six public company boards would spend 1,668 hours per year on board service, well less than the 1,920 hours annually required from a full 40-hour workweek (even taking into account four weeks of vacation).

Finally, ISS’s own survey shows that there is no consensus around any number of total board seats a director may serve on. And the reason is that there is no optimal number which is due, at least in part, to the fact that there is no recognized correlation between a director’s effectiveness and the number of boards on which she serves.

III. Overboarding Policy Discriminates Against Public Company Board Service

Another significant issue with the ISS overboarding policy is that it arbitrarily discriminates against public company board service as compared to other significant usages of a director's outside time. The overboarding policy only applies to service on boards of publicly-traded companies; there is no consequence from the policy as a result of other activities, including outside employment, service on the board of a private company, non-profit organization or university or other potentially time-consuming activity. We believe that a company's nominating and corporate governance committee (as well as ISS) should evaluate a director's ability to spend an appropriate amount of time based upon the totality of all of his or her outside endeavors, rather than just penalizing those who serve on multiple public company boards.

IV. Focus on Director Effectiveness and Shareholder Value

The most relevant analysis for overboarding purposes is whether service on multiple boards may affect stock prices or director effectiveness (positively or negatively). We are not aware of any empirical evidence that has conclusively shown that overboarding is detrimental to companies or shareholders or that there is an optimal number of public board memberships.

V. Potential Negative (and Undesirable) Consequence of the Proposed Policy

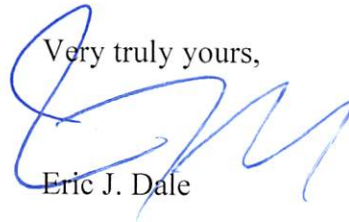
In the current environment, only a limited number of individuals are both qualified and willing to serve on the board of directors of a public company. Reducing the six boards under ISS's current overboarding policy would exacerbate this problem by placing even tougher restrictions on how many public company boards someone can serve. The result would be to have less-qualified individuals serving on public company boards, which does a disservice to all shareholders, including ISS clients.

VI. Proposed Revisions to Overboarding Policy

We believe that ISS would better serve its clients if it focused on the facts and circumstances of each company and its directors instead of reducing the default number of public company boards on which a director may serve from its current policy of six. If, however, ISS still believes that a lower numerical limit of public boards is warranted, we are firmly of the view that the number should not be reduced from below five.

Thank you for the opportunity to comment on ISS's Proposed Policy. We would be pleased to discuss our comments with you or provide any additional information you would find useful. If you have any questions regarding this letter, please do not hesitate to contact the undersigned at (203) 563-3142.

Very truly yours,



Eric J. Dale