

Director Elections – Non-Employee Director Compensation

As required by the applicable disclosure rule, companies should provide a narrative description of any material factors necessary to an understanding of the director compensation disclosed in the proxy statement. If ISS determines that director pay is excessive, ISS should look to the rationale provided and assess director pay decisions on a case-by-case basis. If the proxy disclosure does not clearly indicate which board committee is responsible for setting and/or approving director pay, the entire board should be deemed responsible for pay decisions.

Gender Pay Gap Shareholder Proposals

A case-by-case analysis and the considerations noted are appropriate. To the extent the company has been the subject of a recent controversy or litigation related to gender pay gap issues, ISS should also consider the company's public response to, and the final outcome of, the matter.

Director Elections – Poison Pills

The adoption of a short-term poison pill should be considered on a case-by-case basis. The board's rationale for adoption of a short-term poison pill should be the most important factor for consideration when voting on the directors who adopted the pill.