ALERT

November 8, 2016

INSTITUTIONAL SHAREHOLDER SERVICES REBRANDS AND RELEASES UPDATED GOVERNANCE "QUALITYSCORE" MODEL

Institutional Shareholder Services ("ISS") announced the release of its governance scoring model for 2017. The scoring model, formerly known as ISS Governance QuickScore, has been rebranded as ISS Governance QualityScore. The data verification site for the updated model is now open until November 11th, and will then close until the model's launch on November 21st.

ISS announced updates to its governance scoring model for 2017, which has been rebranded as the ISS Governance QualityScore ("QualityScore"). QualityScore is the successor to ISS' previous governance scoring models: Governance QuickScore (2013-2016), Governance Risk Indicators or "GRId" (2010-2012), and Corporate Governance Quotient (2002-2009). The model continues to measure governance-related risk across four pillars: Audit & Risk Oversight, Board Structure, Compensation and Shareholder Rights & Takeover Defenses. ISS did not disclose any major structural changes from the previous QuickScore model, but the governance factors considered under QualityScore have been expanded, particularly in the areas of board composition and shareholder rights. All updates are detailed in the QualityScore technical document dated November 2016.[1]

ISS applies QualityScore to approximately 5,600 publicly-traded companies in 30 markets, which includes all Russell 3000 companies. A complete comparison of the governance factors evaluated for U.S. companies[2] under QualityScore and the previous QuickScore is provided in the Attachment. The comparison identifies new, modified and zero-weight factors under each of the four governance pillars. Similar to prior years, ISS has not and is not expected to release specific scoring and weighting associated with each governance factor meaning that companies will be challenged to determine the exact impact of policies and practices on the final score.

For U.S. companies, new governance factors to be evaluated include:

[1] An electronic copy of the ISS Governance QualityScore technical document can be found here.
[2] Non-U.S. company updates are also covered in the technical document, but are outside the scope of this alert letter.

PILLAR	NEW FACTOR	ISS VIEW
Compensation	Does the company employ at least one metric that compares its performance to a benchmark or peer group (relative performance)?	QualityScore will consider whether a company's pre-established metric, in any short term or long term incentive plan, is measured relative to an external group, such as a peer group, an index, or competitors.
Board Structure	What is the proportion of women on the board?	This question will evaluate the proportion of women on the board. According to some academic and other studies, increasing the number of women on boards of directors correlates with better long-term financial performance. Such findings could have a significant effect on the nomination of women as corporate officers and directors.
	What proportion of non-executive directors has been on the board less than 6 years?	The skills, capabilities, and perspectives needed in the boardroom continually evolve. In addition, many perceive a risk of "groupthink" in the boardroom, particularly among large blocs of directors who have served together for long periods, which may threaten to impair board effectiveness and even may mask individual director skills and capabilities. The factor awards increasing credit for increasing proportions of the board represented by directors with less than six years of tenure as of the most recent annual meeting, with no additional credit granted for proportions in excess of one-third.
	Does the company disclose the existence of a formal CEO and key executive officers succession plan?	Succession events define periods that have the potential to cause significant disruption and distraction for companies and for their boards, and sometimes can lead to detrimental impacts on shareholders and the value of their holdings. Well-crafted and well-understood succession plans can help minimize disruption in these scenarios. QualityScore will consider whether a company has a board-approved, periodically-evaluated succession plan for the CEO, other senior management, and key executive officers.
	Does the board have any mechanisms to encourage director refreshment?	Board refreshment has come into investor focus, and many companies have recognized the need to implement mechanisms to encourage board refreshment (e.g., annual evaluation of directors, mandatory retirement age, term limits, etc.). ***Zero-weight factor for informational purposes only.***
	Has the board adequately responded to low support for a management proposal?	Certain management-sponsored ballot items may not be binding on the company, nevertheless it is still important that companies listen to their shareholders on these votes and respond accordingly when there is low support. These items include director elections (<50% support), the advisory vote on executive compensation (<70% support), and the frequency of say on pay (frequency adopted did not receive the greatest shareholder support).

PILLAR	NEW FACTOR	ISS VIEW
Board Structure (continued)	Has ISS' review found that the board of directors has taken unilateral action that materially reduces shareholder rights or the company has had other governance failures?	Investors indicate little tolerance for unilateral boardroom adoption of bylaw amendments that diminish shareholder rights (e.g., rights to call a special meeting/act by written consent, classifying the board, increasing authorized capital, and lowering quorum requirements, without shareholder approval). Adverse charter and bylaw provisions and class structure adopted by newly public companies are also subject to this scrutiny. Governance failures include, but are not limited to: material failures of governance, stewardship, risk oversight or fiduciary responsibilities at the company; failure to replace management as appropriate; or egregious actions related to a director's service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders at any company. Factors taken into consideration in the ISS review include the rationale, disclosure, level of impairment, track record, and other governance concerns.
Audit & Risk Oversight	What is the tenure of the external auditor?	Auditor tenure is the length of the auditor-client relationship. Some academic studies found limiting auditor tenure may ensure auditor independence, reduce the audit failure risks and protect audit quality. The Sarbanes-Oxley Act of 2002 requires the periodic rotation of certain key audit firm staff, but some investors seek the rotation of the audit firm itself to ensure auditor independence. This must be balanced against the additional expenses involved and the limited number of audit firms in the US. ***Zero-weight factor for informational purposes only.***
Shareholder Rights & Takeover Defenses	Are all directors elected annually?	Classifying the board makes it more difficult for shareholders to remove ineffective directors, or to change control of a company through a proxy contest involving the election of directors. QualityScore will consider whether all directors are elected each year, whether companies are transitioning to a declassified board, and whether a company, though currently elected annually, could classify its board without shareholder approval.
	Does the company require a super-majority vote to approve amendments to the charter and bylaws?	Supermajority provisions violate the principle that a simple majority of voting shares should be all that is necessary to effect change regarding a company and its corporate governance provisions. QualityScore will consider whether a super-majority vote is required, or if no information is given. ISS generally sees thresholds of two-thirds or 75 percent but anything above simple majority (typically, 66.66 percent or higher) is characterized as supermajority. QualityScore will also consider whether shareholders have the right to amend the bylaws.

PILLAR	NEW FACTOR	ISS VIEW
Shareholder Rights & Takeover Defenses (continued)	Does the company have an exclusive venue/forum provision?	Exclusive venue provisions restrict shareholder litigation against the company to a limited number of jurisdictions. The rationale is to limit potential litigation costs by preventing similar lawsuits in multiple states, and to have the cases heard by judges most familiar with the applicable state law. However, these are restrictions on shareholders' rights, and, in the absence of past harm, it is not always clear the restrictions are justified.
	Does the company have a fee shifting provision?	Fee-shifting provisions provides for the shifting of litigation expenses to an unsuccessful plaintiff who does not obtain a judgment on the merits that substantially achieves the full remedy sought. Broad provisions and scope may dissuade shareholders from pursuing meritorious legal action against the company due to the significant financial hurdles imposed. They also violate the ordinary American practice where each party is responsible for its own litigation costs.
	Does the company have a representative claim limitation or other significant litigation rights limitations?	Representative claims provisions require that a minimum level of support is required for a shareholder to initiate a lawsuit against the company. The aim is to prevent frivolous lawsuits brought by shareholders with small stakes, but the provisions do not distinguish between frivolous and meritorious lawsuits, and prevent small shareholders, unless banded together, from suing the company.
	What is the ownership threshold for proxy access?	This proxy access provision is the ownership threshold that needs to be met by the proxy access nominating group, as measured as the ownership over the total voting power of a company's securities entitled to vote in the election of directors. A threshold is needed to be set to ensure shareholders have sufficient investment in the company, but the level should not be too high to prevent shareholders from being able to use the right.
	What is the ownership duration threshold for proxy access?	This provision is the holding requirement of continuous ownership for each member of the proxy access nominating group. This ensures that the nominators are long-term shareholders. The SEC formulation of a minimum of 3 years of ownership has found acceptance among investors and companies. Longer holding period requirements are considered excessive.
	What is the cap on shareholder nominees to fill board seats from proxy access?	Proxy access is not designed to allow a change of control, thus, a maximum is placed on the number of board seats that can be filled by proxy access nominees each year. Under the SEC formulation, this percentage was set at 25%. Generally, investors have approved a range of 20% to 25% of the board.

PILLAR	NEW FACTOR	ISS VIEW
Shareholder Rights & Takeover Defenses (continued)	What is the aggregation limit on shareholders to form a nominating group for proxy access?	This provision concerns any restriction on the number of shareholders permitted to join together to form the nominating group to achieve the necessary ownership threshold. A limitation of no fewer than 20 shareholders has generally been considered a minimal restriction.
	Can the board materially modify the company's capital structure without shareholder approval?	Companies generally are required to put authorized capital increases or reduction to a shareholder vote, as such changes represent significant potential dilution of shareholder value. Maryland-incorporated REITs have the ability to increase/decrease authorized capital without a shareholder vote. Other Maryland incorporated companies can opt in with a specific charter provision.

ISS Governance QualityScore Key Dates

Also, similar to prior years, ISS is providing companies with access to a portal to verify the data collected under QualityScore. Key dates in the data verification process are summarized below:

October 31: QualityScore data verification site opens. Free company log-ins can be obtained by emailing contactus@isscorporatesolutions.com.

November 11: Data verification site is closed until QualityScore launch.

November 21: QualityScore launch date. Data verification site re-opens.

* * * * *

General questions about this summary can be addressed to:

- David Yang in our Chicago office at (312) 894-0074 or dkyang@fwcook.com
- Ted Simmons in our Chicago office at (312) 894-0076 or tpsimmons@fwcook.com

Copies of this summary and other published materials are available on our website at www.fwcook.com.

Attachment

Comparison of Questions for U.S. Companies
COMPENSATION

QuickScore 3.0	
Pay for Performance (6 questions)	What is the degree of alignment between the company's cumulative 3-year pay percentile rank, relative to its peers, and its 3-year cumulative TSR rank, relative to peers? *
	What is the degree of alignment between the company's cumulative 1-year pay percentile rank, relative to its peers, and its 1-year cumulative TSR rank, relative to peers? *
	What is the size of the CEO's 1-year cumulative pay, as a multiple of the median pay for company peers?
	What is the degree of alignment between the company's TSR and change in CEO pay over the past five years?
	What is the ratio of the CEO's total compensation to the next highest paid executive?
	What is the degree of alignment between the company's annualized 3-year pay percentile rank, relative to its peers, and its 3-year annualized TSR rank, relative to peers?
Non-performance based pay (2 questions)	Are any of the NEOs eligible for multi-year guaranteed bonuses?
	What is the ratio of the CEO's non-performance-based compensation (All Other Compensation) as a percentage to Base Salary?
Use of Equity (7 questions)	Do the company's active equity plans prohibit share recycling for options/SARs?
	Do the company's active equity plans prohibit option/SAR repricing?
	Do the company's active equity plans prohibit option/SAR cash buyouts?
	Do the company's active equity plans have an evergreen provision?
	Do the company's active equity plans have a liberal CIC definition?
	Has the company repriced options or exchanged them for shares, options or cash without shareholder approval in the last three years?
	Does the company's equity grant rate exceed the mean +1 standard deviation of its industry/index peers?

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Comparison of Questions for U.S. Companies
COMPENSATION (continued)

QuickScore 3.0	
Equity Pay Risk Mitigation (6 questions)	Did the company disclose a claw back or malus provision?
	What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted / amended in the last 3 years)?
	What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted / amended in the last three years)?
	What is the holding period for stock options (for executives)?
	What is the holding period for restricted shares (for executives)?
	What proportion of the salary is subject to stock ownership requirements/guidelines for the CEO?
Communications and Disclosure (3 questions)	Does the company disclose a performance measure of the short term incentive plan (for executives)?
	What is the level of disclosure on performance measures for the latest active or proposed long term incentive plan?
	Did the most recent Say-on-Pay proposal receive significant opposition from shareholders (below 70% of votes cast)?
Termination (6 questions)	What's the trigger under the change-in-control agreements?
	Do the company's equity based or long-term cash plans vest completely on a change-in-control?
	What is the multiple of salary plus bonus in the severance agreements for the CEO (upon a change-in-control)?
	What is the basis for the change-in-control or severance payment for the CEO?
	Does the company provide excise tax gross-ups for change-in-control payments?
	What is the length of the employment agreement with the CEO? *
Controversies (2 questions)	Has ISS' qualitative review identified a pay-for-performance misalignment?
	Has ISS identified a problematic pay practice or policy that raises concerns?

QualityScore	
Equity Risk Mitigation (6 questions)	Did the company disclose a claw back or malus provision?
	What are the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans (adopted / amended in the last 3 years)?
	What are the minimum vesting periods mandated in the plan documents for executives' restricted stock (adopted / amended in the last three years)?
	What is the holding period for stock options (for executives)?
	What is the holding period for restricted shares (for executives)?
	What proportion of the salary is subject to stock ownership requirements/guidelines for the CEO?
Communications and Disclosure (4 questions)	Does the company disclose a performance measure of the short term incentive plan (for executives)?
	What is the level of disclosure on performance measures for the latest active or proposed long term incentive plan?
	Does the company employ at least one metric that compares its performance to a benchmark or peer group (relative performance)?
	Did the most recent Say-on-Pay proposal receive significant opposition from shareholders (below 70% of votes cast)?
Termination (6 questions)	What's the trigger under the change-in-control agreements?
	Do the company's equity based or long-term cash plans vest completely on a change-in-control?
	What is the multiple of salary plus bonus in the severance agreements for the CEO (upon a change-in-control)?
	What is the basis for the change-in-control or severance payment for the CEO?
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	What is the length of the employment agreement with the CEO? *
Controversies (2 questions)	Has ISS' qualitative review identified a pay-for-performance misalignment?
	Has ISS identified a problematic pay practice or policy that raises concerns?

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Questions in green are new.

Comparison of Questions for U.S. Companies
AUDIT & RISK OVERSIGHT

QuickScore 3.0	
External Auditor (2 questions)	Non-Audit fees represent what percentage of total fees?
	Did the auditor issue an adverse opinion in the past year?
Audit and Accounting Controversies (6 questions)	Has the company restated financials for any period within the past two fiscal years?
	Has the company made non-timely financial disclosure filings in the past two fiscal years?
	Has a regulator taken enforcement action against the company in the past two fiscal years?
	Has a regulator taken enforcement action against a director or officer of the company in the past two fiscal years?
	Is the company, a director or officer of the company currently under investigation by a regulatory body?
	Has the company disclosed any material weaknesses in its internal controls in the past two fiscal years?
Other Audit Issues (1 question)	How many financial experts serve on the audit committee?

QualityScore	
External Auditor (2 questions)	Non-Audit fees represent what percentage of total fees?
	Did the auditor issue an adverse opinion in the past year?
	What is the tenure of the external auditor? *
Audit and Accounting Controversies (6 questions)	Has the company restated financials for any period within the past two fiscal years?
	Has the company made non-timely financial disclosure filings in the past two fiscal years?
	Has a regulator taken enforcement action against the company in the past two fiscal years?
	Has a regulator taken enforcement action against a director or officer of the company in the past two fiscal years?
	Is the company, a director or officer of the company currently under investigation by a regulatory body?
	Has the company disclosed any material weaknesses in its internal controls in the past two fiscal years?
Other Audit Issues (1 question)	How many financial experts serve on the audit committee?

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Comparison of Questions for U.S. Companies
BOARD STRUCTURE

QuickScore 3.0	
Board Composition (8 questions)	How many directors serve on the board? *
	What is the number of women on the board?
	What percentage of the board is independent under ISS'
	What proportion of non-executive directors on the board has lengthy tenure?
	Is the board chair independent?
	Has the company identified a senior (lead) independent director?
	What percentage of the board consists of family members of majority shareholders, executives and former executives (within the past five years)? *
	What percentage of the board consists of former or current employees of the company? *
Committee Composition (3 questions)	What percentage of nominating committee members are independent based on ISS' standards?
	What percentage of the compensation committee is independent based on ISS' standards?
	What percentage of the audit committee is independent based on ISS' standards?
Board Practices (8 questions)	Does the CEO serve on a significant number of outside boards?
	How many non-executives serve on a significant number of outside boards?
	Did any directors attend less than 75% of the board and applicable key committee meetings without a valid excuse?
	How many directors received withhold / against votes of 50% or greater at the last annual meeting?
	What percentage of directors received shareholder approval rates below 80%?
	What is the average size of outside directors' total compensation as a multiple of the peer median?
	Do all directors with more than one year of service own stock?
	Did any executive or director pledge company shares?
Board Policies (4 questions)	Does the company disclose a policy requiring an annual performance evaluation of the board?
	Does the company disclose board/governance guidelines?
	Are directors subject to stock ownership guidelines?
	Does the company have a policy prohibiting hedging of company shares by employees?
Related Party Transactions (3 questions)	What percent of the directors were involved in material related party transactions (RPTs)?
	Do the directors with related party transactions (RPTs) sit on key board committees?
	Are there material related party transactions (RPTs) involving the CEO?
Board Controversies (2 questions)	Has the board adequately addressed a shareholder resolution supported by a majority vote?
	Has ISS' review found that the board of directors recently took action that materially reduces shareholder rights?

QualityScore	
Board Composition (10 questions)	How many directors serve on the board? *
	What is the number of women on the board?
	What is the proportion of women on the board?
	What percentage of the board is independent under ISS'
	What proportion of non-executive directors on the board has lengthy tenure?
	What proportion of non-executive directors on the board has been on the board less than 6 years?
	Is the board chair independent?
	Has the company identified a senior (lead) independent director?
	What percentage of the board consists of family members of majority shareholders, executives and former executives (within the past five years)? *
	What percentage of the board consists of former or current employees of the company? *
Composition of Committees (3 questions)	What percentage of nominating committee members are independent based on ISS' standards?
	What percentage of the compensation committee is independent based on ISS' standards?
	What percentage of the audit committee is independent based on ISS' standards?
Board Practices (9 questions)	Does the CEO serve on a significant number of outside boards?
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	Did any directors attend less than 75% of the board and applicable key committee meetings without a valid excuse?
	How many directors received withhold / against votes of 50% or greater at the last annual meeting?
	What percentage of directors received shareholder approval rates below 80%?
	Does the company disclose the existence of a formal CEO and key executive officers succession plan?
	What was the average directors' total compensation as a multiple of the peer median?
	Do all directors with more than one year of service own stock (who can legally/practically do so)?
	Did any executive or director pledge company shares?
Board Policies (5 questions)	Does the company disclose a policy requiring an annual performance evaluation of the board?
	Does the company disclose board/governance guidelines?
	Does the board have any mechanisms to encourage director refreshment? *
	Are directors subject to stock ownership guidelines?
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Board Controversies (3 questions)	Has the board adequately addressed a shareholder resolution supported by a majority vote?
	Has the board adequately responded to low support for a management proposal?
	Has ISS' review found that the board of directors has taken unilateral action that materially reduces shareholder rights or the company has had other governance failures?

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Questions in yellow are materially amended.
Questions in green are new.

Attachment

Comparison of Questions for U.S. Companies

SHAREHOLDER RIGHTS & TAKEOVER DEFENSES

QuickScore 3.0	
One Share One Vote (3 questions)	Does the company have classes of common stock with different voting rights?
	Are there any directors on the board who are not up for election by all classes of common shareholders?
	Is there a sunset provision on the company's unequal voting structure?
Takeover Defenses (13 questions)	Are all directors elected annually?
	Is the board authorized to issue blank check preferred stock?
	Does the company have a poison pill (shareholder rights plan) in effect?
	What is the trigger threshold for the poison pill?
	Does the poison pill have a sunset provision?
	Does the poison pill have a Three-Year Independent Director Evaluation (TIDE) provision? *
	Does the poison pill have a qualified offer clause?
	What is the expiration date of the poison pill?
	Is the poison pill designed to preserve tax assets (NOL pill)?
	When was the poison pill implemented or renewed?
	Does the company's poison pill include a modified slow-hand or dead-hand provision?
	Does the company have a controlling shareholder? *
	If the company has a majority voting standard, is there a plurality carve-out in the case of contested elections?
Meeting & Voting Related Issues (7 questions)	Does the company require a super-majority vote to approve amendments to the charter and bylaws?
	Does the company require a super-majority vote to approve mergers/business combinations?
	What is the percentage of share capital needed to convene a special meeting?
	Can shareholders act by written consent?
	Does the company have a majority vote standard in uncontested elections?
	Are there material restrictions as to timing or topics to be discussed, or ownership levels required to call the meeting?
	Does the company provide proxy access to shareholders?

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	Does the company have a controlling shareholder? *
	If the company has a majority voting standard, is there a plurality carve-out in the case of contested elections?
Meeting & Voting Related Issues (14 questions)	Does the company require a super-majority vote to approve amendments to the charter and bylaws?
	Does the company require a super-majority vote to approve mergers/business combinations?
	What is the percentage of share capital needed to convene a special meeting?
	Can shareholders act by written consent?
	Does the company have a majority vote standard in uncontested elections?
	Are there material restrictions as to timing or topics to be discussed, or ownership levels required to call the meeting?
	Does the company have an exclusive venue/forum provision?
	Does the company have a fee shifting provision?
	Does the company have a representative claim limitation or other significant litigation rights limitations?
	Does the company provide proxy access to shareholders?
	What is the ownership threshold for proxy access?
	What is the ownership duration threshold for proxy access?
	What is the cap on shareholder nominees to fill board seats from proxy access?
	What is the aggregation limit on shareholders to form a nominating group for proxy access?
Other Shareholder Rights Issues (1 question)	Can the board materially modify the company's capital structure without shareholder approval?

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Questions in green are new.
Questions in purple are not new, but will be evaluated under revised criteria.