

**NACD Northwest  
Program Takeaways  
2018-2019**

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**Compensation Committee Roundtable**

January 16, 2019

Seattle, WA

Submitted by: Elizabeth Bastoni, NACDNW Board member and Program Captain

- 1) Activists - or the possibility of activism - are not always bad news. Dealing with activists takes courageous leadership, from management and the board.
  
- 2) The top issue on the minds of compensation committee members is whether or not they are having the right conversations about:
  - do we have the RIGHT metrics, and
  - do we have enough STRETCH built into our goals?Using benchmarking as an input to the conversation, planning for multiple conversations and working with the audit committee are all tools that different committees use to ensure the quality of the conversations and the results
  
- 3) The CEO pay ratios were not the story that the press and activists had hoped for in 2018. There is renewed interest for the topic this year although it is difficult to anticipate where things will land. At the end of the day, the tone for compensation comes from the top (CEO).