

Contents

Acknowledgments	<i>page xi</i>
Prologue: The Compensation Committee Meets	xiii
Introduction: The Battle over Executive Compensation	1
Executive Compensation in the U.S. Corporate Model	3
The Goals of Executive Compensation	4
Our Approach	6
Our Views, 6	
1 The Myths and Realities of Pay-for-Performance	8
The Realities of Pay-for-Performance	9
Other Issues	22
Case Studies of Pay-for-Performance	23
2 Managerial Power	28
Academic Response to Bebchuk and Fried	30
The Realities of Managerial Power	33
Camouflaged Compensation	35
At-the-Money Strike Prices	36
Repricings and Reloads	38
Diversifying, Hedging, and Timing	38
Peer Group Data and Upward Bias	39
Other Factors in Setting Pay	40
Fixed Shares versus Constant-Dollar Techniques	42
Conflicts of Interest	44
Conclusion	45
3 External Pressures: The New Context for Executive Compensation	47
Characteristics of External Forces	47
Cyclical Reforms and Unintended Consequences	49

The Genesis of the Current Environment	50
The Regulators	52
Securities and Exchange Commission, 52 • Financial Accounting Standards Board, 54 • Internal Revenue Service, 54 • NYSE and NASDAQ, 55 • Congress, 57	
The Reformers	58
Institutional Investor Perspectives, 60	
Concerns with Lack of Pay-for-Performance	60
Stock Incentives, 61 • Performance Metrics, 62 • Severance and Change-in-Control Agreements, 62	
The Financial Activists	64
LBO Impact	64
Impact of Change-in-Control Protection, 66 • Hedge Funds, 67	
Media Critics and Public Figures	68
What We Can Learn	69
4 End of an Era: The Decline of the Stock Option	71
The 1990s: The Decade of the Stock Option	72
2000–2002: A Turning Point	75
The Decline of the Stock Option	76
The Realities of Expensing	77
Perceived Value	79
The Case for Stock Options	81
Growth Companies, 82 • Situational Cases, 82	
Costs and Stock Prices	83
Reducing the Expense	85
5 The Future of Long-Term Incentives	87
Factors Influencing LTI Design	89
Designing an LTI Program	89
Setting Performance Goals and Metrics, 95	
Basis for Measurement	98
Internal Goals, 99 • External Goals/Indexing, 99 • Hybrid Goals, 100	
Goal Setting	101
Determining Share Award Sizes	103
A Look to the Future	105
6 Executive Stock Ownership: The Solution to the Executive Compensation Crisis	107
Agency Theory and Costs	107

Moral Hazard	109
Driving Superior Returns	110
Stock Incentive Levels and Structures Are in Transition, 114	
Stock Ownership Guidelines	114
Stock Holding Requirements	115
Net Share Retention Requirements	116
Other Mechanisms for Creating Ownership	118
Management Stock Purchase Plans	119
Tax Implications, 120 • FAS 123(R), 121	
Finding the Right Solutions	121
7 Director Compensation in the New Environment	123
The Evolution of Director Compensation	125
Move Away from Stock Options	126
Activity-Based Compensation	128
Compensating Committee Chairs and Members	128
General Electric as a Reference Point	130
Director Compensation Levels and Mix	131
Director Share Ownership	132
Stock Ownership Guidelines	133
Net Share Holding Requirements	134
Ownership Effectiveness	135
Structuring the Optimal Director Compensation Package	137
The Future of Director Compensation	139
8 The Compensation Committee: Creating a Balance between Shareholders and Executives	141
Legal Context	142
Right from Wrong?	144
Are Stock Options Performance-Based? 144 • Are Performance Shares the Perfect Solution? 145 • Should Directors Be Required to Own Company Stock? 145 • Should Peer Groups Be Used to Set Executive Pay? 145 • What Constitutes a Good Board Member? 145	
Foundations for Best Practices	146
Creating Excellence in Corporate Governance	147
Institutional and Regulatory Governance Recommendations and Mandates	148
Consultant Independence	150
Setting the CEO's Pay as Rigorously as Possible	151
Case Study of an Internal Promotion	152
Creating a Pay-for-Performance Environment	154

Rule 10b5-1 Plans – Preannounced Purchases or Sales of Stock	159
Best Governance Practices in Designing Annual and Long-Term Incentives	161
9 Aligning All Employee Pay to Improve Corporate Performance	162
Elements of Alignment	163
Aligning Architecture and Performance Measures, 163	
Untenable Forms of Alignment	164
Performance-Pay Solutions	165
Merit Increases, 167 • Short-Term Incentives, 168 •	
Stock-Based Incentives, 169	
Employee Stock Ownership	169
The Role of Stock Options	170
Moving Beyond Options	172
Converting to Restricted Stock	174
Adjusting Stock-Based Incentives	176
Alignment in Practice	177
Building Better Alignment	178
10 International Executive Pay Comparisons	180
U.S. Competitive Advantage	181
The International Executive Pay Gap	183
United Kingdom	185
France	189
Canada	192
Asia	194
Japan, 197 • Singapore, 197 • China, 197 • Hong Kong, 199	
Summary	202
Conclusion: The Future of Executive Compensation	204
Epilogue: Back in the Boardroom	209
Appendix A. Legal and Regulatory Requirements for Executive Compensation Plans	215
Nonqualified Stock Options	215
Incentive Stock Options	218
Stock Appreciation Rights	219
Restricted Stock Units	222
Restricted Stock	226

**Appendix B. Summary of the Regulatory and Institutional Mandates
and Recommendations 229**

CalPERS	229
TIAA–CREF	230
Fidelity	231
Vanguard	232
Union-Sponsored Funds	232
Other Organizations	234
The Council of Institutional Investors, 234 • Institutional Shareholder Services, 236 • Glass, Lewis & Company, 238 • National Association of Corporate Directors, 239 • The Conference Board, 240	

**Appendix C. Academic Articles on Pay-for-Performance and the
Effectiveness of the Executive Labor Market 243**

Notes	247
Index	253