

ISS Issues Mid-Year Reminder about Updating Compensation Peer Group

Institutional Shareholder Services (“ISS”) has issued its annual mid-year reminder inviting companies to update their self-constructed compensation peer groups for consideration as part of its review of their executive compensation program in connection with Annual Meetings of Shareholders to be held during the remainder of 2022. ISS considers a company’s self-constructed compensation peer group to be one of the key inputs in developing the peer group that it uses to evaluate the alignment of the company’s compensation package for its Chief Executive Officer and financial performance on both relative and absolute bases.

If you believe that it may be helpful to provide ISS with the compensation peer group that was used in your executive compensation deliberations for your last completed (or about to be completed) fiscal year, you can use this process to ensure that ISS has an up-to-date list of your peer group companies in advance of the filing of your 2022 proxy statement. For more information on the ISS peer selection methodology, including links to the most recent ISS peer selection methodology for U.S. companies, [see here](#)

Reminders

In considering whether to take advantage of this updating opportunity, you should note the following:

- Updating may be desirable if the compensation peer group that you used in making your pay decisions for the fiscal year ending prior to your upcoming Annual Meeting of Shareholders differs significantly from the peer group disclosed in your last filed definitive proxy statement.
- Only companies in the Russell 3000 or Russell MicroCap Index with an Annual Meeting of Shareholders scheduled between September 16, 2022 and January 31, 2023 should consider updating their compensation peer group at this time. A separate submission process for companies with Annual Meetings of Shareholders scheduled on or after February 1, 2023 will be announced in late 2022.

If you made no changes to your compensation peer group as disclosed in your last definitive proxy statement, did not use a compensation peer group to determine executive compensation for your most recently-ended fiscal year, or if you would prefer not to provide this information in advance, you do not need to participate in the ISS process. For companies that do not submit changes, the compensation peer group companies disclosed in your last definitive proxy statement filing will automatically be factored into ISS’ peer group construction process.

Updating Deadline and Procedure

To update your compensation peer group, you must submit your information to ISS by 8:00 p.m. (EDT) on Friday, July 15, 2022. To simplify updating, peer submissions are handled via ISS Corporation Solutions’ (“ICS”) Governance Analytics platform to streamline and consolidate company workflow onto a single platform. The peer submission form is available [here](#). As in past years, only companies may complete the submission process, not their outside advisors.

Contact Your Compensia Engagement Manager If You Have Questions

Please contact your Compensia engagement manager with any questions on the suitability of conducting this update for your company and for further assistance.

SEC Mulls Changes to Proposed “Pay Versus Performance” Disclosure Rules (continued)**About Compensia**

Compensia, Inc. is a management consulting firm that provides executive compensation advisory services to Compensation Committees and senior management.

Offices

Silicon Valley
50 W San Fernando Street
Suite 1350
San Jose, California 95113
408.876.4025

San Francisco
One Embarcadero Center
Suite 2830
San Francisco, California 94111
415.462.2990

Principals

Tom Brown, Chairman
tbrown@compensia.com
408.876.4023

Jason Borrevik
jborrevik@compensia.com
408.876.4035

Lori Koenig
lkoenig@compensia.com
415.462.0231

Ralph Barry
rbarry@compensia.com
858.603.2288

Rachel Cohen
rcohen@compensia.com
669.263.9808

Tom Langle
tlangle@compensia.com
408.907.4309

Erik Beucler
ebeucler@compensia.com
408.907.4314

Jodie Dane
jdane@compensia.com
415.462.1985

Tom LaWer
tlawer@compensia.com
408.907.4309

Mark A. Borges
mborges@compensia.com
415.462.2995

Amanda Feyerabend
afeyerabend@compensia.com
415.462.2988

Greg Loehmann
gloehmann@compensia.com
408.907.4319

Aaron Johansen
ajohansen@compensia.com
408.907.4310