

TECHNOLOGY

Executive Compensation Governance for Technology Companies

THE CURRENT COMPENSATION ENVIRONMENT

Good governance is a topic that is widely discussed and of continuing concern in boardrooms across America. Effective executive compensation governance is especially critical in a business climate where the pay decisions of Compensation Committees are “under the microscope” of increased:

- Pressure from Institutional Shareholders
- Media scrutiny
- Congressional and regulatory action
- Financial and reputational risk to organizations they serve, its executives and their fellow Directors

Does your organization have the right procedures and safeguards in place to ensure effective pay practices?

YOUR OPPORTUNITY

Pearl Meyer & Partners has developed an **Executive Compensation Governance Risk Diagnostic** tool to help you identify gaps in your governance practices and improve your executive compensation decision making.

By working with our senior consultants, we can help you:

- Lower risk to your organization, executives and Directors
- Enhance the quality and outcome of your pay decisions
- Improve dialogue with your key executive compensation stakeholders (investors, employees and the media)
- Improve efficiency and effectiveness of your Compensation Committee, the Board, management, and your advisors

OUR APPROACH

PM&P's **Executive Compensation Governance Risk Diagnostic** will help your organization identify ways to improve executive compensation governance by evaluating your organization in these key areas and providing a road map of where and how improvements can be made.

“Executive compensation practices provide a window into the effectiveness of the board.”

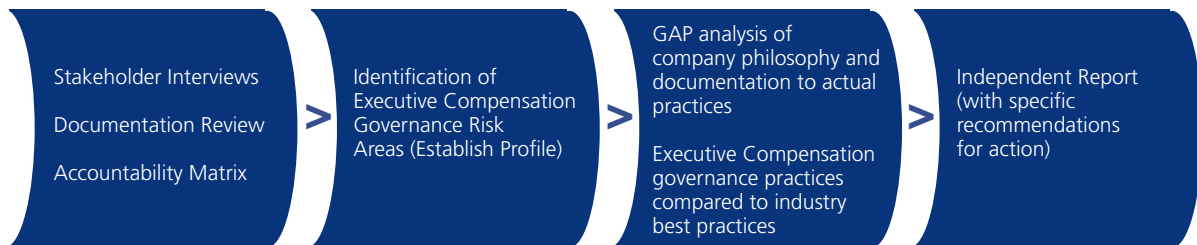
TIAA-CREF Statement on
Corporate Governance



OUR TOOL

PM&P's executive compensation governance experts have developed the Executive Compensation Governance Risk Diagnostic, a tool that takes you and your company through a step-by-step, comprehensive examination of all aspects of the four building blocks of executive compensation governance. Senior PM&P consultants review and assess the structure, systemic knowledge, policies, procedures and communication processes surrounding the governance of executive and Board compensation.

HOW WE WORK WITH YOU



Your Executive Compensation Governance Risk Diagnostic Report

You will come away with a detailed report for your Compensation Committee that provides specific observations and recommendations for improving executive compensation governance. The report will identify high risk areas and provide a detailed GAP analysis that illustrates how your company rates in comparison to overall governance best practices.



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THE BENEFITS

- Road map to help you improve overall executive compensation governance
- Better understanding of good governance practices
- Opportunity to improve pay decisions process to better support and defend committee business decisions (business judgment rule)
- Improved organization, communication and efficiency both internally and externally.

Strong executive compensation governance can be a measure of the overall health of your organization's governance environment – to see how your company rates contact one of PM&P's senior consultants at governance@pearlmeyer.com.

ABOUT PEARL MEYER & PARTNERS

For more than twenty years, PM&P (www.pearlmeyer.com) has served as a trusted independent advisor to Boards and their senior management in the areas of compensation governance, strategy and program design. The firm provides comprehensive solutions to complex compensation challenges for companies ranging from the Fortune 500 to emerging high-growth companies. These organizations rely on Pearl Meyer & Partners to develop programs that align rewards with long-term business goals to create value for all stakeholders: shareholders, executives, and employees. The firm maintains offices in New York, Atlanta, Boston, Charlotte, Chicago, Houston, Los Angeles, San Francisco and San Jose.

For more information on how PM&P can help you create comprehensive compensation solutions, please visit our website www.pearlmeyer.com or contact the PM&P office nearest you.