

Checklist for Evaluation of the Compensation Committee's Compensation Consultant

As part of their role in supporting the compensation committee, Center subscribers are often asked by the compensation committee to provide a model format to facilitate the periodic evaluation the committee's independent compensation advisor. Building upon the positive feedback we have received from subscribers regarding our [model RFP for compensation consultant selection](#), the [risk checklist](#), and communicating the [rigor of performance objectives checklist](#), we have developed a checklist to help in the evaluation of the compensation committee's independent executive compensation advisor. The checklist was gleaned from the evaluation forms developed by leading executive compensation consultants, input from the Center's Advisory Board and the collective experience of the Center staff. While not exhaustive, the checklist below may help prompt thinking about the factors that your committee may consider when assessing the performance and value-added of the committee's executive compensation consultant.

The checklist is organized into four key areas of support generally provided by the executive compensation consultant:

- I. Availability of the lead consultant to attend committee meetings and pre-meeting discussions, as requested.
- II. Degree of preparedness and accuracy of the material developed for the committee review and approval.
- III. Technical expertise and ability to effectively engage with the committee to help clarify issues, expand upon the data and competitive practices relevant to the committee's deliberations.
- IV. Provide forward looking advice and counsel as to emerging general and industry-specific trends, developing legislative and regulatory actions, and potential issues on the horizon for investors and proxy advisors and provide a reasoned perspective as to the likely implications for the company's executive compensation programs and practices.

The ordering of the categories above or the specific items of the checklist below are not meant to signify that one area is more important than the others. The committee should reasonably expect the independent executive compensation consultant to perform well in all areas listed. To help in scoring the committee's evaluation of the items on the checklist we suggest the following scale:

1. Did not meet the committee's expectations
2. Fully met the committee's expectations
3. Exceeded the committee's expectations
4. N/A Not applicable at this time

Availability of the lead consultant to attend committee meetings and pre-meeting discussions, as requested.	Rating	Feedback for Consultant
1. Lead consultant attended committee meetings as requested.		
2. Lead consultant attended pre-meeting sessions with committee chair as requested.		
3. Consulting team was available to meet with human resource staff regarding meeting material as directed by the committee chair.		
Degree of preparedness and accuracy of the material developed for the committee review and approval.	Rating	Feedback for Consultant
1. The consultant demonstrated a sound grasp of the material presented for committee review.		
2. The meeting material was accurate, free of errors and complete.		
3. Meeting material was provided to the committee sufficiently in advance of the meeting.		
4. Meeting material was well organized and clearly presented.		
Technical expertise and ability to effectively engage with the committee to help clarify issues, expand upon the data and competitive practices relevant to the committee's deliberations.	Rating	Feedback for Consultant
1. The consultant demonstrated deep expertise and knowledge of executive compensation and corresponding governance issues.		
2. The consultant developed a positive working relationship with the committee.		
3. The consultant developed a positive working relationship with management and the human resources staff		
4. The consultant helped facilitate the committee discussion by providing insights to help inform committee deliberations and decisions.		
5. The consultant provided not only insights regarding competitive practices but also helped determine which of the prevailing practices would support the company's business strategy, talent strategy and culture.		

Providing forward looking advice and counsel as to emerging trends, developing legislative and regulatory actions, and a reasoned perspective as to the implications for the company's executive compensation programs and practices.	Rating	Feedback for Consultant
1. The consultant provided insights as to how investors, proxy advisors and other external influencers would view the company's compensation practices.		
2. The consultant provided periodic updates on the latest legislative and regulatory developments impacting executive compensation and the potential impact on company programs and practices.		
3. The consultant provided helpful advice regarding company proxy statement and other executive compensation disclosures.		
4. The consultant was knowledgeable of investor views regarding various aspects of compensation, voting policies and provided helpful input on the company's strategy for shareholder engagement regarding compensation matters.		