

Dear All,

We hope you had a wonderful Christmas in the company of family and friends. It is hard to believe 2017 is quickly coming to a close and the end of the year is upon us. We have had a great year filled with new challenges and growth and we are looking forward to a prosperous 2018. In this last L-Blast edition of 2017, we have some interesting pieces to share with you all.

The first is an L&A original article that goes into the latest policy updates from ISS and Glass Lewis affecting the upcoming proxy season. Learn more about changes to proxy advisor policies, trends in CD&A disclosures and Say on Pay outcomes.

The second piece is a nice supplement to our original article that provides a deep analysis of updated ISS voting policies and shares good strategies and guidance for public companies on addressing these developments.

The last piece we would like to share is an article from Harvard Law School forum that will be helpful in devising your proxy disclosures. Learn how leading companies are approaching the CEO pay ratio rule and how they are planning to comply. We remind you that L&A's internal experts have evaluated the rule and are here to help with all your pay ratio needs!

We hope you have safe and happy end of year festivities as you say good-bye to 2017, and may 2018 be joyful and prosperous for you and your families. We appreciate each and every one of you. As always, let us know if there is a particular subject you'd like to learn more about.

Sincerely,

Brent Longnecker and the L&A Team
Chairman and CEO
Longnecker & Associates

2018 Proxy Season Preparations

December – a time for reflection on the year that was, review of company performance...and a first look at the latest policy updates from proxy advisory firms like Institutional Shareholder Services Inc. ("ISS") and Glass, Lewis & Co., LLC ("Glass Lewis"). While it may seem like the 2017 proxy season was just yesterday, we are looking ahead to what's in store for proxy season 2018 – changes to proxy advisor policies, trends in Compensation Discussion and Analysis ("CD&A") disclosures, and Say on Pay outcomes. Our prediction? A continued transformation of CD&A disclosures and an uptick in the number of qualitative assessments of Say on Pay and negative recommendations. Let's discuss why.

[READ MORE](#)

Analysis of Updated ISS Voting Policies

ISS released its updated proxy voting policies effective for annual meetings held on or after February 1, 2018, which are available here. We previewed ISS's proposed voting policy changes in our Alert available here. The policy changes include several new policies, as well as codification of existing policies focusing primarily board composition, accountability and responsiveness.

[READ MORE](#)

10 Consensuses on CEO Pay Ratio Planning

More than seven years after the enactment of the Dodd-Frank Act, the CEO pay ratio rule is finally set to require approximately 3,500 U.S. companies to disclose their 2017 ratios of their CEOs' pay to that of their median employees in their 2018 proxy statements.

[READ MORE](#)

L&A CEO PAY RATIO SERVICES

The deadline to disclose the CEO Pay Ratio in proxy statements is quickly approaching, contact L&A today for assistance in the development of the ratios and how to disclose within the proxy. In the event you have not initiated the CEO Pay Ratio discussion internally, or would like independent third party observations and recommendations, Longnecker & Associates is here to help. L&A's internal experts have evaluated the rule, understand the various alternatives available, and keep abreast of market updates to help save our clients time and money.

FOR HELP WITH ALL
YOUR CEO PAY RATIO
NEEDS, CONTACT
THE EXPERTS AT L&A.

[GET HELP NOW](#)

281.378.1350

See Our Team in Action

NACD & KPMG Breakfast- Houston Board Exchange Cyber Security

Friday, January 12
7:00 a.m. – 9:00 a.m.

The Houstonian
111 North Post Oak Lane
Houston, TX 77024

Hear from an industry leader who has proven cyber experience and delivers a proactive and comprehensive narrative to better understand the state of information security programs.

[REGISTER](#)

HC&B Monthly Meeting - Total Rewards Health Check-Up

Wednesday, January 17
11:00 a.m. – 1:15 p.m.

Vinson & Elkins
1001 Fannin, Suite 2500
Houston, TX 77002

Join a panel of HR leaders for practical tips and ideas to help you align your 2018 total rewards strategy to ensure your compensation and benefits program's health and wellness.

[REGISTER](#)

NACD Networking Breakfast- CEO Assessment

Friday, January 19
7:00 a.m. – 9:15 a.m.

Junior League of Houston
1811 Briar Oaks
Houston, TX 77057

[REGISTER](#)

Let's Work Together

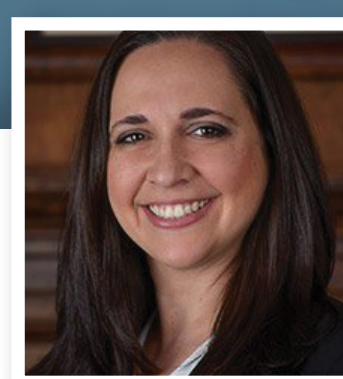
We know what it takes to attract, retain and motivate key talent. Contact us to develop a plan that works for your business.

[GET IN TOUCH](#)

Compensation Services
Incentive Plan Design
Litigation Support
Strategic & Governance Advisory
Restructuring Services

Get to Know Us

Stephanie Noman
PROJECT MANAGER



Hometown: La Porte, TX

Alma Mater: Sam Houston State University

What are you passionate about? My family! Love spending time with my niece and nephews.

What's a fun fact about you most people don't know? I love LEGOS! My sisters think I'm crazy but my niece and nephew love it!

Do you have a hidden talent? I like to craft and can pick things up fairly easily. I crochet, sew, paint a little, and my family always calls me to help with projects.

Favorite Food: Anything Cajun!