Pearl Meyer

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Why ESG Belongs on the Compensation Committee Agenda



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Transcript

Mark: Let me go back for a second, because are we as compensation consultants talking to the right group? When we think back to the compensation committee charter, is this in fact an area that compensation committee members should be focused on when it's not built into an incentive program?

Deb: Well, I think—and Sharon can talk more to this—but I do think that it does involve all employees because a measure of success, at least on the social level, is how well are your executives managing all of these social issues? That should be, if it's not a specific component because it's hard to measure, maybe an overlay on what's going on with executive pay.

Sharon: I think it's how you tell that story. So it goes back to the diversity within ESG and all of the different issues that fall under these three buckets, whether it's environmental or social or governance. How are you holding your management teams accountable to the things that are important to your organization, whether it's a formal, quantifiable measurement in an incentive plan or something that's being used to evaluate performance, either short- or long-term? So how are your senior management folks executing on certain initiatives around ESG and what that means to an organization? Also where and how are you telling that story? So you can talk about it in the boardroom, but you also need to be able to share that with your investors, the proxy advisory firms, your workforce, because they're all looking for that narrative somewhere from the board, from senior management.

David: One point back to Mark's question on the charter and that is that I think virtually a hundred percent of compensation committee charters make the committee responsible for evaluating the performance of the CEO. If you think about how people think about organizations, the CEO is the place where the buck stops, at least for a reasonable company. In that case, what we're finding is that compensation committee members now recognize that the CEO is responsible for the culture of the organization, the behavior of the executive team—witness the #metoo movement. A whole bunch of things that weren't more top of mind until recent years, but all of those things give the compensation committee sort of the entre into evaluating the overall performance of the organization from a long-term perspective, because it's through that lens of the CEO evaluation.

About the Authors

Mark is a consulting team leader who brings 20+ years advising on executive and board pay, including benchmarking, retirement plan design, and tax/accounting and governance considerations.

Deb advises on executive compensation from a legal and regulatory perspective, including securities disclosure, tax and governance matters, contract negotiation, and reasonableness opinion letters.

Sharon brings 25+ years guiding executive and broad-based pay communications and disclosure, helping boards and management manage change and respond to investor and proxy advisor scrutiny.

About Pearl Meyer

Pearl Meyer is the leading advisor to boards and senior management helping organizations build, develop, and reward great leadership teams that drive long-term success. Our strategy-driven compensation and leadership consulting services act as powerful catalysts for value creation and competitive advantage by addressing the critical links between people and outcomes. Our clients stand at the forefront of their industries and range from emerging high-growth, not-for-profit, and private organizations to the Fortune 500.