Pearl Meyer

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Dodd-Frank Financial Services Reform Act Signed - New Requirements for Say on Pay, Executive Pay Disclosure

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Passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act is the culmination of longtime efforts by Congress to increase regulation of the financial services industry. Significantly, the bill signed into law July 21 includes new mandates that eventually may influence the design, governance and disclosure of executive compensation programs at all public companies.

Among the mandates in the new legislation:

- **Say on Pay advisory votes** at least triennially for both executive pay and executive change-in-control arrangements
- **Policies to claw back executive payouts** based on subsequently restated financial statements
- **Additional disclosure** of performance-based pay, internal equity, hedging of company securities and combining the roles of CEO/COB
- **New independence standards** for Compensation Committees and their advisors
- **Expanded reporting of incentive compensation risk** at certain financial institutions.
- **No broker discretionary vote** on Say on Pay, golden parachutes and certain other issues.
- **Shareholder use of proxy solicitation materials** to nominate director candidates.

About the Author

Deborah Lifshey is a managing director at Pearl Meyer, where she specializes in advising clients on compensation matters from a legal perspective including securities disclosure, taxation and corporate governance issues, negotiation contracts, and reasonableness opinion letters.

About Pearl Meyer

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