Executive Compensation and Corporate Governance Solutions

FTI Consulting's Executive Compensation and Corporate Governance experts provide objective and independent advice and guidance to ensure that a company's compensation program is competitive, balanced and well-aligned with its business model and strategy. We believe that designing effective and appropriate executive and board compensation programs cannot be addressed in a transactional manner, but instead requires a proactive, relationship-driven approach that includes reviewing and understanding an organization's culture, strategy and compensation philosophy, interviewing and developing relationships with the organization's Board and management team and fostering a year-round relationship with clients.

AWARDS & ACCOLADES

Forbes

America's Best Management Consulting Firms
9 Consecutive Years

MANAGEMENT CONSULTED

Top Consulting Firm by *Management Consulted*
2024

Our Expertise

Over the past 15 years, the FTI Consulting Executive Compensation and Corporate Governance Solutions team has served as the trusted advisor to over 200 public and private companies. Our expertise covers complex and routine compensation and governance matters. We take pride in our relationship-based approach, which enables our experienced professionals to leverage our extensive knowledge of the dynamics and key factors directly impacting our clients to design compensation programs that support organizational goals. This approach is only possible by engaging in relationship-driven consulting that focuses on the underlying culture and strategy at each company.

FTI Consulting works closely with public and private companies to create customized and balanced compensation programs designed to reward and motivate management for long-term performance. We provide strategic advice based on a range of compensation factors, including economic, tax, accounting, institutional investor policies and governance standards.

FTI Consulting helps clients develop robust governance policies and procedures. Our senior consultants' experience across various industries allows us to understand key governance issues and evaluate the strengths and weaknesses within the governance structure of the company.

We work with clients to design shareholder outreach programs for long-term relationship building with investors to create and foster credibility and to solicit feedback and obtain support on Say-On-Pay and other compensation related matters.

CAPABILITIES

Competitive Compensation Review

Partner with Compensation Committees and management teams to perform a comprehensive review of competitive market data and provide thoughtful recommendations for the following:

— Peer group development and executive compensation benchmarking
— Pay philosophy and objectives
— Pay magnitude and program structure
— Benefits and perquisites
— Employment and severance agreements
— Broad-based employee compensation benchmarking
— Board of directors compensation

Incentive Plan Design

Prepare in-depth analyses and recommendations for short- and long-term incentives that consider the following:

— Performance metric and goal setting to drive real performance
— Balance of objective financial goals and subjective corporate and individual goals
— Pay mix analysis
— Plan leverage and calibration
— Accounting and tax implications
— Plan vehicle selection
— Payout calculations

Proxy Related Services

Provide guidance and best practice related to proxy statement disclosure and other materials relating to say-on-pay proposals:

— Draft proxy content and design graphics
— Termination table calculations
— CEO pay ratio calculations
— Equity incentive plan design
— Forecast pay-for-performance results under the ISS model

Corporate Governance Services

Provide support to the Board of Directors for key governance areas, including:

— Compensation risk assessments
— Board and executive evaluations
— Corporate governance diagnostics
— Shareholder engagement and outreach
— Guidance on institutional investor and proxy advisor policies

Litigation Support Services

Drawing upon our extensive compensation knowledge base and technical expertise, we provide professional litigation support services and expert testimony for compensation-related litigation. Our seasoned compensation, tax and accounting professionals can be valuable assets amidst the complex legal issues and challenges of compensation-related matters. We provide the following compensation-related litigation support services:

— Expert witness testimony and reports
— Arbitration/mediation

Corporate Transaction Services

IPO/Public Company Readiness Services

— We serve as compensation advisors on IPO and 144A offerings, which includes the structuring of pre- and post-IPO cash and equity compensation programs that balance executive liquidity and shareholder dilution concerns.

Mergers and Acquisition Services

— Our transaction-related services include the computation of 280G excise tax gross-up payments, negotiation of employment, non-compete and retention agreements and analysis and computation for all compensation-related costs of the transactions. We also advise companies on the post-acquisition integration of employees into the new corporate structure.

Management Internalizations

— We are uniquely suited to advise companies through the complex process of converting from an externally-managed to a self-managed company. Our services include valuing the external manager, structuring the compensation program for the management team upon becoming employees of the company, assisting with tax and accounting matters, preparing strategic communications to effectively explain the internalization process to investors and analysts and issuing fairness opinions.

Human Capital Management Services

— Organizational structure and operational effectiveness
— Organizational benchmarking (headcount, mix, workloads, etc.)
— Job mapping, salary banding and grading
— Compensation and benefits plan governance and compliance
— Succession planning

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