

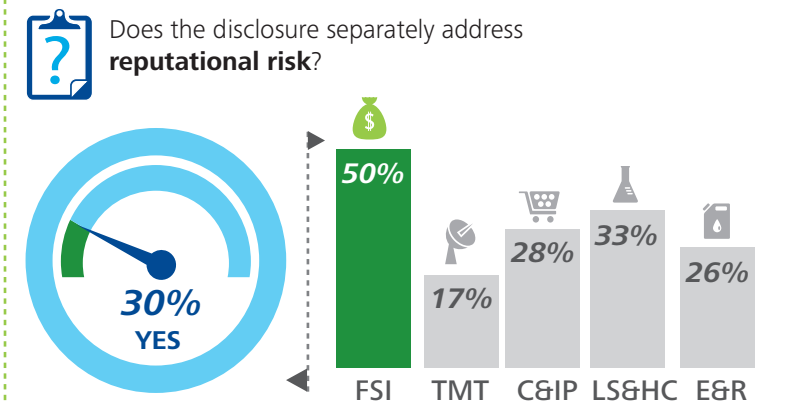
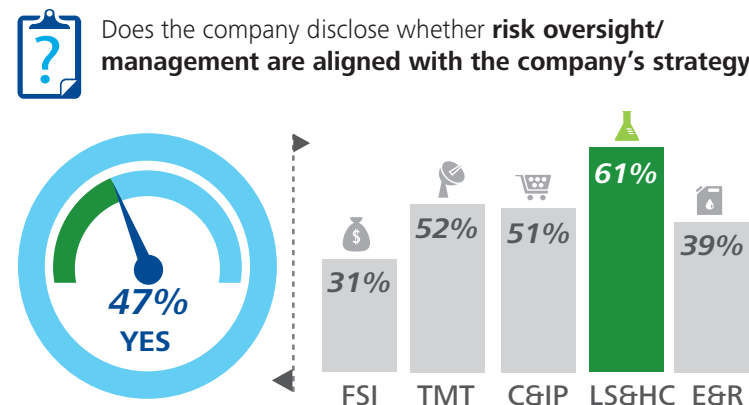
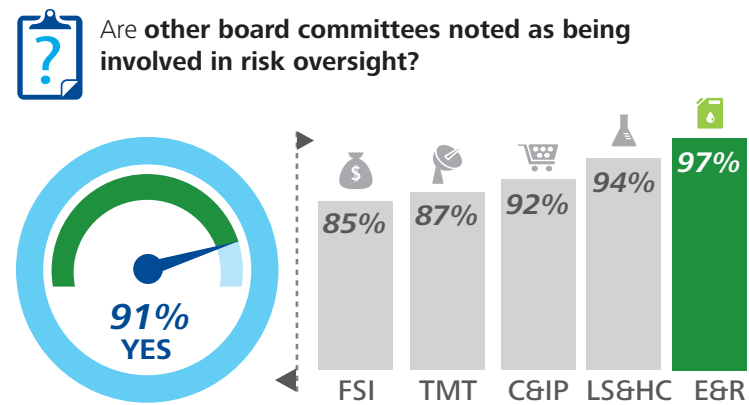
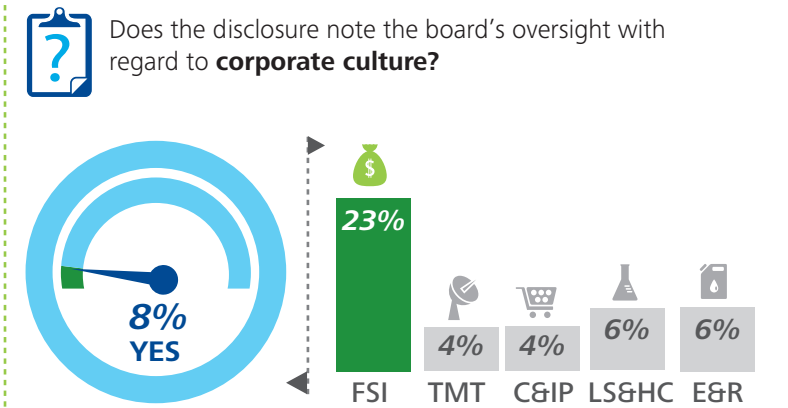
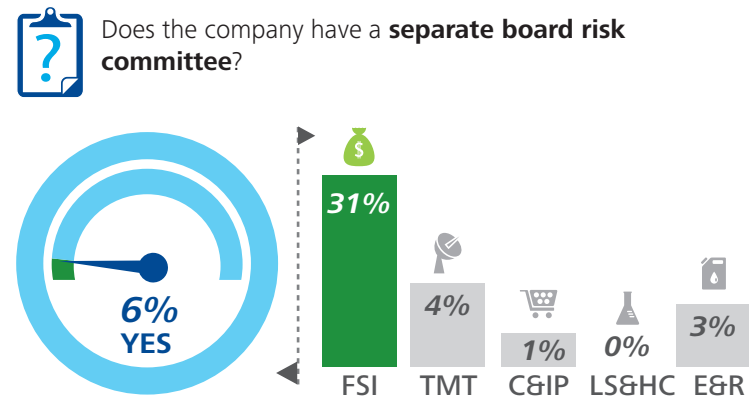
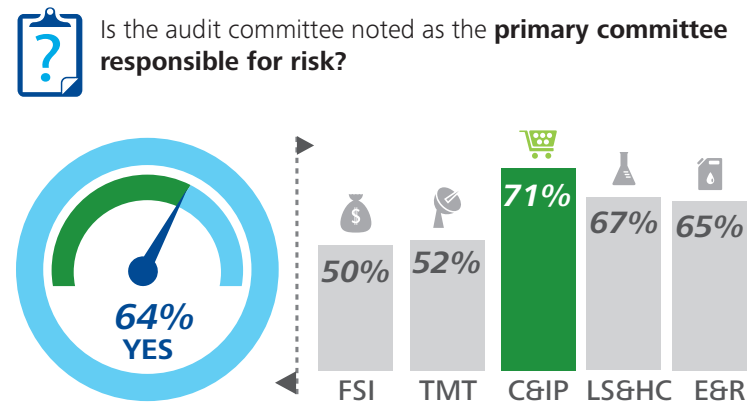
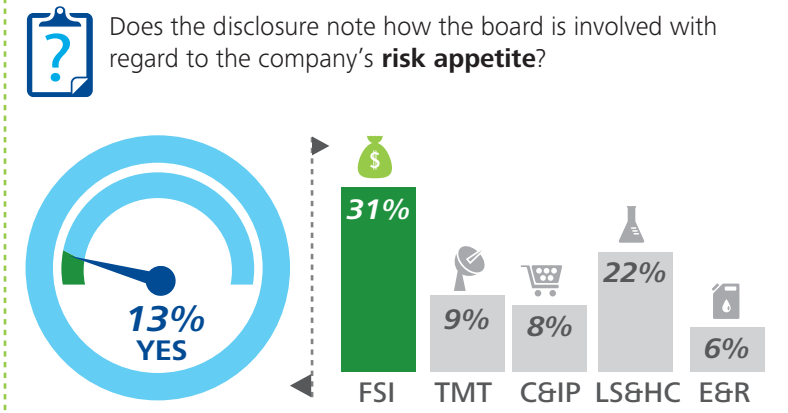
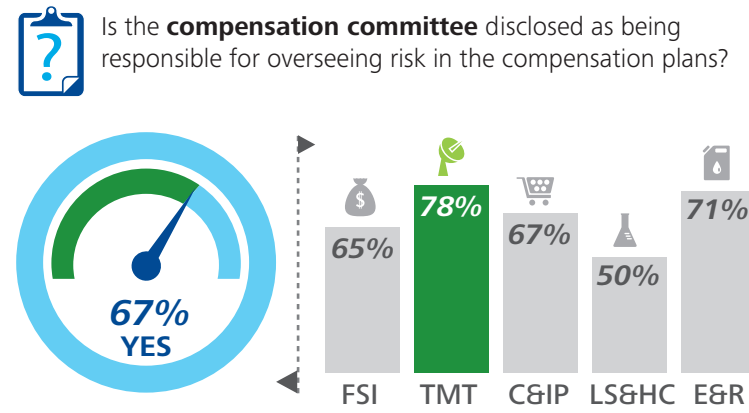
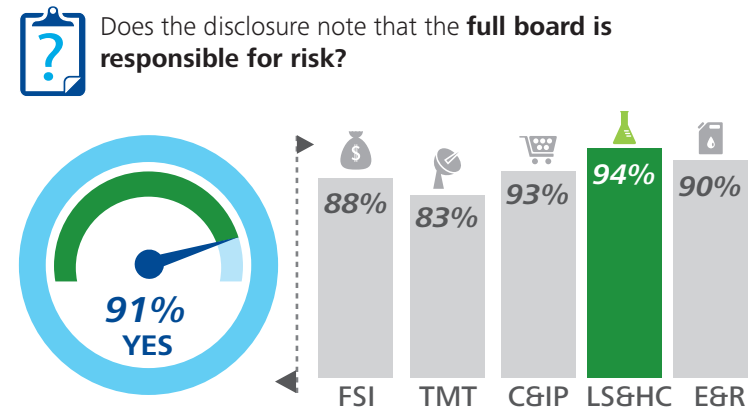
Risk Intelligent Proxy Disclosures - 2013

Trending upward

S&P 200 and industry analysis (entire sample of 170 companies, 2013)

The SEC's risk disclosure rules in proxy statements became effective in February 2010. Since then, risk oversight has continued to hold high priority on board agendas. And, board level risk-related practices have become increasingly important because of escalation in the type, number, and magnitude of risks now facing companies.

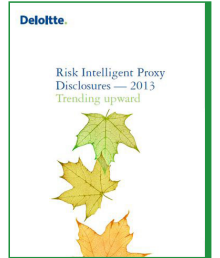
What board level risk-related practices are companies disclosing? In 2013*, Deloitte LLP analyzed risk disclosures in the proxy statements issued by companies in the S&P 200 to identify board risk oversight practices. The analysis revealed the following:



*As a follow-up to its 2011 and 2010 reviews of risk-related disclosures in corporate proxy statements, in 2013, Deloitte analyzed the risk disclosures in proxy statements filed by 170 S&P 200 companies between January 1, 2013 and May 31, 2013.

Risk Intelligent Proxy Disclosures - 2013 Trending upward

Trend analysis (132 recurring companies)**



Download the full report at www.deloitte.com/us/proxy2013

PROXY TRENDING				
2013	2011	2010		
Does the disclosure note that the full board is responsible for risk?	89% YES	87% YES	86% YES	↑
Is the audit committee noted as the primary committee responsible for risk?	66% YES	63% YES	64% YES	↑
Are other board committees noted as being involved in risk oversight?	90% YES	87% YES	82% YES	↑
Is the compensation committee disclosed as being responsible for overseeing risk in the compensation plans?	67% YES	60% YES	53% YES	↑
Does the company have a separate board risk committee?	7% YES	7% YES	5% YES	↔
Does the company disclose whether risk oversight/management are aligned with the company's strategy?	45% YES	45% YES	39% YES	↔
Does the disclosure note whether the chief executive officer (CEO) is responsible for risk management or how the CEO is involved?	36% YES	33% YES	28% YES	↑
Does the company have a chief risk officer?	22% YES	20% YES	18% YES	↑
Does the company have a risk management committee (at the management level)?	24% YES	21% YES	20% YES	↑
Does the disclosure note how the board is involved with regard to the company's risk appetite?	12% YES	11% YES	8% YES	↑
Does the disclosure note the board's oversight with regard to corporate culture?	6% YES	7% YES	5% YES	↓
Does the disclosure separately address reputational risk?	33% YES	28% YES	24% YES	↑



**Of the S&P companies whose proxy statements were reviewed in 2013, 2011, and 2010, there were 132 companies common to the sample in each year. The trending data shown above is specific to the 2011 and 2013 data.