

## 2024 Proxy Season Highlights: Compensation Trends and Lessons Learned

Kathy Jaffari, Mehrnaz Jalali, and John Crozier discussed key executive compensation trends and lessons learned following the 2024 proxy season in *The Legal Intelligencer*. The article noted the continuation of “pay versus performance” disclosures mandated by the SEC, which require public companies to report the compensation “actually paid” to their named executive officers in relation to financial performance. In 2024, the SEC focused on technical compliance with these new rules, such as missing disclosure elements, the absence of a reconciliation between non-GAAP measures and GAAP financial statements, and presentation issues.

In addition to the pay disclosures, there was an improvement in support for say-on-pay proposals, with average approval ratings rising significantly compared to previous years. There was also an increase in shareholder proposals related to executive compensation, such as termination payments to executives, calls for expanded clawback policies, and stock retention requirements. Notably, there were proposals in 2024 that linked executive compensation to climate-related goals, further indicating the integration of ESG into such discussions.

To read more, [click here](#).

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