

## In-House Corner: Proxy Drafting Tips – Part 2

This feature of our blog is where our in-house readers share tips, anecdotes and thoughts about things that come up in their daily practice. We received so much feedback on our [first blog yesterday about tips to improve the proxy drafting process](#) that we now have this Part 2 [feel free to ping me and share your thoughts – they will be posted anonymously or with attribution, whichever you desire]:

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1. "Put Frozen on repeat so your quarantining children will leave you alone for more than 15 minutes at a time while you draft." – Chase Hudson Doe

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  2. "Each Board has its own personality, if yours has a good vibe try to let that come through in the proxy." – Rashida Jones Doe

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  3. "For each section, think about what information you really want to convey. Sometimes a chart or graphic may be better than a block of text or even bullets. But staying focused on the purpose of the section will help prevent it getting lost in a sea of words." – Ruth Langmore Doe

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  4. "Don't feel tied to just updating the organization, style, or content from last year. Ask yourself, what are the most pressing issues this year? Say on pay? Shareholder proposals? ESG? Shake things up so as to highlight your key messages and make them land effectively." – Peter Kraus

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  5. "Sometimes forward-looking information can be helpful. If you've made a governance or compensation decision that hasn't been fully implemented yet – perhaps it goes into effect the next fiscal year – you can sometimes get some credit for having taken the step anyway." – Peter Krause

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  6. "Don't take it personally if someone edits your fine masterpiece and wants to wordsmith what you do. Write your own novel instead for that deep-rooted satisfaction that you seek. At least, that's what a fortune cookie once told me." – Mindy Kaling Doe

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  7. "According to a past Compensation Committee chair we had: 'Just write what we (the committee) did.' You can put that in the bucket of 'helpful, but not helpful' proxy drafting advice. More practical – there's some really good CD&A/proxy specialists at some of the virtual law firms. Hard to get during proxy season, but can be a steal in the off-season. So don't wait 'til now to start, when 90% of what you need (salaries, targets, grants, goals, vestings, etc.) has already been baked since the previous February. At this point, most companies are just waiting for the final bonus payout numbers. But the compensation sections used to be the hard parts – now it's the easy part, since the proxy has largely become a marketing document for ESG." – Carole King Doe
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