



Remuneration Review

Godfrey Remuneration Group Pty Limited, ABN 38 096 171 247,
Level 9, 56 Berry Street, North Sydney NSW 2060 Phone (02) 8923 5700
Website: www.godfreyremuneration.com

Righting Some Wrongs in the Executive Pay Debate

Authors: Denis Kilroy Managing Director, The KBA Consulting Group & Mike Carroll, GRG Business Partner

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Introduction

The following article was prepared by Denis Kilroy, Managing Director of The KBA Consulting Group, a strategy consulting firm, in collaboration with Mike Carroll, a business partner of GRG. GRG is of the view that the TSR Alpha concept represents a significant step forward in the executive remuneration debate and offers a way to address problems associated with traditional long term incentive plans particularly the use of relative TSR as a performance measure. Accordingly, GRG recommends for your consideration the material covered in the following paper.

TSR Alpha Paper – Righting Some Wrong in the Executive Pay Debate

It seems that no one is happy with the state of executive reward in Australia. Letters to editors are couched in outrage. Many speak of CEO villains, being richly rewarded when running organisations where profits and share prices are declining. Others defend hero CEOs they see as protecting shareholder wealth in a very difficult and volatile business environment.

Strong reactions to multi-million dollar CEO pay are in many ways understandable. However, what the debate has lacked so far is a sound and practical response to two somewhat emotive questions: Are CEOs heroes or villains? Are they creators of value or destroyers of value?

The new *two strikes* legislation has brought these questions into sharp focus. Behind all the emotion there are some rational changes that could be made to reward plan design, as well as a new way of assessing performance, that just might address many of the concerns being expressed.

To date more than 35 companies have scored a *first strike*. The timing of its AGM meant GUD Holdings was the front-runner. While there were a number of factors that contributed to GUD registering a *first strike*, including the CEO's remuneration plan lacking equity-based payments and instead being more fixed and cash-based in nature, it is hard to separate the receipt of a *first strike* from the suggestion of a poor linkage between CEO pay and company performance. This raises the broader question of what acceptable or indeed superior performance for shareholders really means.

We believe what happened with GUD is an indicator of an underlying twofold problem that applies to many companies – a lack of agreement among stakeholders as to what really constitutes sustained and superior company performance, combined with shortcomings in current practice in setting executive reward hurdles.

For GUD these two issues intersected in a way that delivered a *first strike*. So it provides a good litmus test. We believe that on the basis of its performance in creating shareholder wealth over the past three to five years, GUD did not deserve a *first strike*. And it was not alone. We have identified a number of other companies in a similar position.

¹ The authors wish to acknowledge the contribution of Mike Vincent of PMP Limited to the thinking underpinning the application of TSR Alpha to executive reward.

Some Underpinnings

One point on which all stakeholders do agree is that the primary economic responsibility of a Board and its executive team is to create shareholder wealth. But how is this achieved and what is the best way to measure it?

Wealth is created when an executive team either delivers financial performance in excess of market expectations, or it convinces the capital markets that it has the ability to do so. Usually this occurs when the company adopts a new strategy that is well received by the capital markets and leads to a sustainable increase in share price.

Embedded in every company's share price at any point in time is a series of expectations in relation to future financial performance. These expectations must be met in order to justify the current share price and conserve shareholder wealth. They must be exceeded in order to create shareholder wealth.

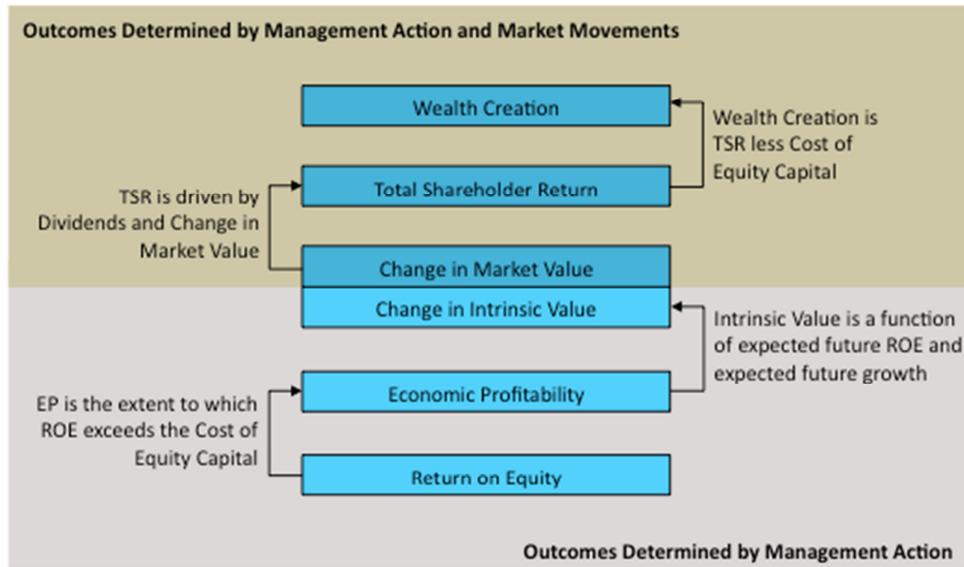
Meeting expectations and conserving shareholder wealth does not mean a static share price. It means shareholders get a return that matches their expectations. In fact share prices move up and down in order for investors to achieve their required rate of return. If shareholders require a return of 12%, then wealth is conserved if the total shareholder return (TSR) they receive from dividends and share price movement is also 12%. If the annual dividend yield was say 5%, this would mean a 7% annual increase in share price. The flip side of this is the realisation that a rising share price is not necessarily an indicator that wealth is being created.

This might appear counter-intuitive and may not sit easily with many retail investors. However it is consistent with the thinking that sophisticated investors and their advisors should employ, and it is these investors that to a large extent determine both share price and whether a remuneration plan is endorsed or voted down.

Most incentive-based executive reward plans have a three-tiered structure comprising base salary, a short-term incentive (STI) and a long-term incentive (LTI). One way that many companies seek to align their incentive plans with the goal of shareholder wealth creation is to design the STI to encourage behaviour that is expected to lead to shareholder wealth creation, and to structure the LTI to reward shareholder wealth creation when it actually occurs. However it can sometimes be difficult to establish a link between the behaviours that Boards and senior executives believe drive value uplift, and actual changes in market value.

The primary reason for this difficulty is that there are two ways to think about value – management's internal view of intrinsic value and the externally observed market value. Each has its own set of metrics as shown in Figure 1. For simplicity all metrics shown are related to equity capital.

The bottom half of Figure 1 contains internal metrics for which the outcomes are determined largely by management action. The top half contains external market metrics like TSR and Wealth Creation, for which the outcomes are determined by a combination of management action, company-specific market sentiment, and movements affecting the market as a whole.

Figure 1. Hierarchy of Value-Based Performance Metrics

Equity markets move up and down. But over the long term, they have delivered a return to shareholders in the form of dividends and share price appreciation averaging roughly 12% per year. The capital asset pricing model tells us that higher risk, higher return companies like mineral explorers and biotechs have a Cost of Equity Capital (K_e) somewhat higher than this; and lower risk, lower return companies like utilities have a somewhat lower K_e . The actual K_e in each case depends on the risk-reward profile of the company in question.

Let us try to link the top and bottom halves of Figure 1. If management of a company with the same risk-reward profile as the market as a whole (i.e. a K_e of 12%) adopts a new strategy that it is convinced will deliver improved financial performance – higher Return on Equity (ROE), higher growth, or both – then intrinsic value will rise. If the market buys the new strategy, and accepts the new and higher financial performance expectations from management, then market value will also increase and so will the share price – but only until such time that the shareholders who are setting the new share price believe they will get a TSR of 12%.

If the company delivers the new and higher expectations, the new shareholders will conserve their wealth by earning a TSR of 12%. However wealth will be created for existing shareholders because they will have earned a TSR greater than 12%.

If the required rate of return were 12% every year, then this would be the benchmark for wealth creation both internally and externally (i.e. in both the bottom and the top halves of Figure 1).

Unfortunately life is not so simple. The market does not return 12% every year. Some years it moves up. Some years it falls. And in others it stays much the same. So aligning internal measures like ROE, for which the benchmark is 12% in this case, with external market measures like TSR, can be problematic.

The conventional way to deal with this in executive reward plans has been to employ Relative TSR as a basis for LTI awards, which typically deliver around a third of CEO pay. This involves comparing actual TSR over a given period to that achieved by a basket of comparator companies (or an index), in an

attempt to adjust for share price movements that arise for market-related reasons rather than for company-specific ones. However there are a number of practical problems associated with Relative TSR, the most significant being that while comparator companies may have many similar characteristics, they don't have the same risk-reward profile. So they do not provide a benchmark consistent with true shareholder wealth creation, despite having become the almost unassailable 'tick-box' requirement of proxy advisors and fund managers.

Adopting TSR Alpha™

The good news is that the market itself provides a quite simple solution – for which we have coined the name **TSR Alpha™**.

TSR Alpha™ is a measure of the extent to which a company's shares under-performed or out-performed the market over a given period, after adjusting for risk. It is the difference between the actual TSR achieved by the shareholders in a company over that period (in the form of dividends and share price movement) and the TSR investors would have expected to have achieved over the same period, given what the market did and the relative risk profile of the company in question.

In exactly the same way that Relative TSR is applied, we can look back and measure TSR Alpha™ over the previous three to five years. If it is positive, then management has exceeded market expectations and wealth has been created. If TSR Alpha™ is zero, management has met market expectations and wealth has been conserved. If TSR Alpha™ is negative, management has failed to meet market expectations and shareholder wealth has been eroded.

If we think in terms of the typical LTI plan with its vesting rules structured around Relative TSR, creating wealth by exceeding expectations does not mean delivering a TSR greater than the median TSR of a group of peer companies, or even an index. It means delivering a positive TSR Alpha™.

The Case of GUD Illustrates the Power of this Perspective

Figure 2 shows the composition of TSR Alpha™ for GUD over the past 5 years. In 2007, the market was expecting GUD to achieve a TSR of 16.8%. It delivered 30.1%. This meant a TSR Alpha™ of 13.3% and market risk adjusted wealth creation of \$63.0m (the product of TSR Alpha™ and Market Capitalisation at the beginning of the year).

Figure 2. TSR Alpha™ Delivered by GUD Holdings



During the GFC in 2008 and 2009, the market was expecting negative returns. GUD’s TSR was negative in both of these years. But it beat expectations to a significant degree in 2009 when it delivered a TSR 10.7% higher than the negative 13.4% the market was expecting – resulting in risk-adjusted wealth creation of \$46.9m.

In 2010, GUD again outperformed market expectations to a significant degree, delivering risk-adjusted wealth creation of more than \$130m.

GUD created wealth on a risk-adjusted basis in every one of the three years to June 2011 – the typical length of an LTI plan.

Over that period, the annualised three-year TSR Alpha™ was 16.6%. Over the five years to 2011, the annualised five-year TSR Alpha™ was 9.8%. Both outcomes constitute substantial spreads over market expectations.

Shareholders and proxy advisors can criticise GUD as much as they like. Everyone has the right to express the truth as they see it. But if we strip away the emotion, and dig deep enough to overcome the confusion created by the use of incomplete and inconsistent measures of company performance, we find what some may see as an inconvenient truth. In the period leading up to its AGM *strike*; GUD had delivered sustained superior performance for its shareholders.

Other Companies in a Similar Position

There are other companies in a similar position, three of which are reviewed below. Each registered a *first strike* at its 2011 AGM, despite sustaining wealth-creating performance for shareholders over both the three years and the five years to June 2011. The largest is UGL. The others, Automotive Holdings Group and Sirtex Medical, are somewhat smaller. The TSR Alpha™ delivered by each of these companies is illustrated in Figures 3, 4, and 5.

Interestingly, GUD, UGL, Automotive Holdings and Sirtex all have CEO’s whose tenure spans the entire five-year measurement period.

Figure 3. TSR Alpha™ Delivered by UGL



Figure 4. TSR Alpha™ Delivered by Automotive Holdings Group



Figure 5. TSR Alpha™ Delivered by Sirtex Medical



An Illustration Where Wealth Was Destroyed

Pacific Brands also registered a *first strike*. However when Pacific Brands is assessed using TSR Alpha™ the picture that emerges is very different to that of GUD and the other companies discussed earlier. Pacific Brands destroyed shareholder wealth on a risk-adjusted basis over both the last three years and the last five years – although the tenure of the current CEO and many of the top team only covers the last three.

The TSR Alpha™ delivered by Pacific Brands is illustrated in Figure 6.

Figure 6. TSR Alpha™ Delivered by Pacific Brands



A Path Forward

It is important to appreciate that TSR Alpha™ will move around from year to year. This is to be expected – not only because of movements in the market, but also because of the nature of TSR.

If a company develops and implements a higher value strategy, and the market buys that strategy, then the share price should rise. TSR Alpha™ could be quite high that year. However once the new and higher performance expectations are captured in the share price, it becomes difficult to exceed those new expectations and TSR will tend to fall back to the shareholders' required rate of return. When this occurs, good management performance will mean meeting expectations (TSR Alpha™ = 0) rather than exceeding them.

In general, investors cannot expect TSR Alpha™ to be positive and wealth to be created every year, or almost every year as has been the case with GUD. What they should expect, is for TSR Alpha™ to be positive on aggregate over the three to five years of a typical LTI plan – a period long enough to develop and implement a higher value strategy.

Regrettably, many shareholders seem averse to paying executives well for long-term wealth creation – seemingly wishing Boards to “smooth” pay, so that in years when the share price is down they do not get much incentive pay, but opening the gates when the share price is up. For Boards and remuneration designers this is almost impossible to achieve – unless reward plans contain huge discretionary leaps that make incentives like a lottery for executives and a minefield for Boards trying to determine when “smoothing” is fair and when it is not.

GUD delivered a positive TSR Alpha™ in four of the last five years. It also delivered annualised returns well above market expectations over the three and five year periods to June 2011, as did Automotive Holdings Group, Sirtex Medical and UGL. Rather than a *first strike*, shareholders should probably have given the Boards and senior management of these companies a standing ovation. They probably would have if reward plans were designed and evaluated with the holistic understanding presented above.

Is TSR Alpha™ All There Is to CEO Performance and Pay Determination?

Clearly there is more to CEO pay than one measure of their company's economic performance. Even a holistic measure like TSR Alpha™ needs to be applied in context – recognising the tenure of the CEO and the top team, and where the company sits in its strategic cycle. An incoming CEO typically does some clearing of the decks, often developing and then implementing a new strategy. So timing can be a factor – but one that shareholders already understand well.

Another issue is scale. The capital markets expect more stable but generally somewhat lower returns from large and lower risk blue chip companies. For these companies, it can be particularly difficult for a management team to exceed market expectations over a three or even a five year period – especially if they have a relatively high share in their core product or service markets. However the relationship that exists linking company size with CEO pay tends to adjust for this.

Concluding Remarks

While market commentators and pundits can paint the debate with emotion and a range of disparate metrics, a cold hard view of wealth creation will reveal the truth known to most Boards, CEOs and senior management teams: that beating real market expectations over a three to five year period is a tough and essentially creative challenge. As a business community and society we should take care not to pillory those who take on the challenge and succeed. Nor should we richly reward those that hide behind “easier” and often inappropriate performance metrics. Many companies avoided a *strike* and yet their management would not have delivered a positive TSR Alpha™, casting a shadow over the new legislated process of separating heroes and villains.

The KBA Consulting Group Pty Limited

Level 3, 650 Chapel Street

South Yarra VIC 3141

Tel: +61 3 9024 8239

Fax: +61 3 9024 8240

www.kba.com.au

Key Management Personnel Remuneration Advice

GRG is a specialist advisor on remuneration for key management personnel (KMP) i.e. non-executive directors, executive directors and other top executives. To facilitate its independent advisory function GRG maintains two remuneration databases with one concentrating on non-executive directors and the other on top executives. This data analysis allows GRG to remain up to date with current trends and developments and to be able to benchmark company practices against market practice. The increased focus being placed on KMP remuneration makes it more important than ever for Boards to be satisfied that they are adopting practices that are consistent with market practice and appropriate to their company's circumstances.

If you would like an independent review of the market competitiveness of your company's remuneration practices for KMP then GRG will be pleased to assist. Please call Denis Godfrey or James Bouchier on (02) 8923 5700 or Mike Carroll on 0416 226 131.