WRDS Data Dictionary

Wharton Research Data Services│EXTERNAL VERSION

January 2022

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Company Data

Ticker

Company Data | Company | Company Information

DESCRIPTION

This data point refers to the symbol used to uniquely identify a publicly-traded company. This is typically an abbreviation of the company name.

A company can offer its securities in several exchanges in which case, the index is typically displayed as a prefix to distinguish the listings. For example, Thomson Reuters is a dual-listed company and uses 'TSX: TRI' for its stock listing at Toronto Stock Exchange and 'NYSE: TRI' for New York Stock Exchange.

ISS reflects the ticker for the primary exchange (main) where a company's stock is listed.

Examples

Company	Name	CUSIP	ISIN	Ticker	StockExchange	Country
533666	3M Company	88579Y101	US88579Y1010	MMM	New York Stock Exchange	USA
566009	Copa Holdings S.A.	P31076105	PAP310761054	CPAN	Bolsa Mexicana De Valores Mexican	Panama
511941	Qiagen NV	N72482107	NL0000240000	QGEN	Nasdaq Global Select	Netherlands
97391	Thomson Reuters Corporation	884903105	CA8849031056	TRI	Toronto Stock Exchange	Canada

OTHER INFORMATION

DATA TYPE:	TEXT
DB TABLE.FIELDNAME:	PrimaryExchangeBaseSecurity.Ticker
WRDS COLUMN NAME:	Company_Ticker_Symbol, Ticker
IN DATA DESK:	Y

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CUSIP

Company Data | Company | Company Information

DESCRIPTION

This data point refers to the 9-Digit CUSIP attached to the security(ies) issued by the company. CUSIP is an alpha-numeric code and it stands for Committee on Uniform Security Identification Procedures. This identifier serves to standardize and provide control of the securities being offered to the market.

Examples

Company	Name	CUSIP	Ticker	StockExchange	Country
533666	3M Company	88579Y101	MMM	New York Stock Exchange	USA
566009	Copa Holdings S.A.	P31076105	CPAN	Bolsa Mexicana De Valores Mexican	Panama
511941	Qiagen NV	N72482107	QGEN	Nasdaq Global Select	Netherlands
97391	Thomson Reuters Corporation	884903105	TRI	Toronto Stock Exchange	Canada

ISS collects CUSIP information from a data feed.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	PrimaryExchangeBaseSecurity.Cusip
WRDS COLUMN NAME:	CUSIP
IN DATA DESK:	Y

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Meeting Date

Company Data | Company | Meeting Detail

DESCRIPTION

This data point refers to the date associated with a particular Meeting ID. This information is typically provided in the company's meeting notices.

ISS has a derivation in place to attain only one meeting per year for each company for Director Profile.

OTHER INFORMATION

DATA TYPE: DATE

DB TABLE.FIELDNAME: Meeting.MeetingDate

WRDS COLUMN NAME: Meeting_Date, MeetingDate

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Meeting Date - Year

Company Data | Company | Meeting Detail

DESCRIPTION

This data point refers to the year of the meeting date associated with a particular Meeting ID. This information is typically provided in the company's meeting notices.

See also Meeting Date, Meeting ID and Meeting Type

OTHER INFORMATION

DATA TYPE: DATE
DB TABLE.FIELDNAME: Meeting.MeetingDate
WRDS COLUMN NAME: Data_Year, Year

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Meeting Date - Month

Company Data | Company | Meeting Detail

DESCRIPTION

This data point refers to the month of the meeting date associated with a particular Meeting ID. This information is typically provided in the company's meeting notices.

See also Meeting Date, Meeting ID and Meeting Type

OTHER INFORMATION

DATA TYPE:	DATE
DB TABLE.FIELDNAME:	Meeting.MeetingDate
WRDS COLUMN NAME:	Meeting_Month

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Meeting Type

Company Data | Meeting

DESCRIPTION

This data point pertains to the type of the shareholder meeting.

In ISS database, there are currently (14) possible values for this data point:
- Annual
- Annual/Special
- Proxy Contest
- Special
- Written Consent
- Unknown
- Court
- Ordinary Shareholders
- Extraordinary Shareholders
- Extraordinary/Special Shareholders
- EGM/AGM
- Bondholder
- Warrant Holder
- Debenture Holder

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	Meeting.MeetingTypeID
WRDS COLUMN NAME:	MeetingType, Meeting_Code

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ISS Company ID

Company Data | Company | Company Information

DESCRIPTION

This data point reflects the unique identifier assigned to each company. This serves as the primary key to company-level information such as the entity name, country, index, etc.

ISS auto-generates the Company ID.

Examples

Company	Name	CUSIP	ISIN	Ticker	StockExchange	Country
533666	3M Company	88579Y101	US88579Y1010	MMM	New York Stock Exchange	USA
566009	Copa Holdings S.A.	P31076105	PAP310761054	CPAN	Bolsa Mexicana De Valores Mexican	Panama
511941	Qiagen NV	N72482107	NL0000240000	QGEN	Nasdaq Global Select	Netherlands
97391	Thomson Reuters Corporation	884903105	CA8849031056	TRI	Toronto Stock Exchange	Canada

See also Company Name

OTHER INFORMATION

DATA TYPE:	INT
DB TABLE.FIELDNAME:	CompanyID
WRDS COLUMN NAME:	ISS_CompanyID, New_Company_ID, CompanyID
IN DATA DESK:	Y

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Company Name

Company Data | Company | Company Information

DESCRIPTION

This data point reflects the name or identification of the entity. ISS Company ID, a unique identifier is assigned to each company to link relatively static company-level information such as the entity name, address, country, etc.

Publicly-owned companies are subject to detailed disclosure laws about their financial condition, operating results, management compensation, and other areas of their business.

ISS captures the company name as disclosed.

Examples

Company	Name	CUSIP	ISIN	Ticker	StockExchange	Country
533666	3M Company	88579Y101	US88579Y1010	MMM	New York Stock Exchange	USA
566009	Copa Holdings S.A.	P31076105	PAP310761054	CPAN	Bolsa Mexicana De Valores Mexican	Panama
511941	Qiagen NV	N72482107	NL0000240000	QGEN	Nasdaq Global Select	Netherlands
97391	Thomson Reuters Corporation	884903105	CA8849031056	TRI	Toronto Stock Exchange	Canada

See also Ticker

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: Company.Name
WRDS COLUMN NAME: Company_Name, Name, CompanyName

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Index Type ID

Company Data | Compensation

DESCRIPTION
This data point indicates the index to which the company's security belongs as stored in the ISS database.

OTHER INFORMATION
DATA TYPE:	INTEGER
DB TABLE.FIELDNAME:	SecurityIndex/SecurityIndexHistory
WRDS COLUMN NAME:	SP_Index, indexname

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Takeover Defense

State of Incorporation

Company Data | Company | Company Information

DESCRIPTION

This data item indicates the state where the company was incorporated.

ISS answers this data field by choosing from a dropdown menu. It shows the states when country is US and the provinces when country is Canada.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	Company.State
WRDS COLUMN NAME:	State

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Company Issues Blank Check Preferred Stock

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies the presence of preferred stock that can be issued with voting, dividend, conversion and other rights as determined by the board at the time of issue.

'Declawed' blank check preferred stock means that the board cannot authorize shares of preferred stock without shareholder approval that can be used in takeover purposes.

If a company has a rights plan that is structured as preferred stock purchase rights, it is assumed that the company has blank check preferred stock.

 ISS currently limits values for this data point to the following options: (1) No, (2) No Value, (3) Not Disclosed, (4) Yes, and (5) Yes, however, the provision has been declawed. For United States and Canada, the 'No Value' and 'Not disclosed' options are not used.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	TakeoverDefense.BlankChkPreferedYN
WRDS COLUMN NAME:	Blank_Check_Preferred

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Company Has Classified Board

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point indicates whether the board is classified. A classified board is a type of board structure in which a group or portion of the board members serve for different term lengths, depending on their particular class. This is also sometimes referred to as 'staggered board.' In most instances there are three classes, with the directors in each class serving overlapping three-year terms. Staggering directors' terms makes it more difficult for dissidents to seize control of a target company immediately, even if they control a majority of the company's stock, since only one-third of the directors stand for election in any one year. With a classified board, the shareholders' ability to affect the makeup of the board is limited because it would take at least two elections to replace a majority of the board.

ISS flags this data point as 'Yes' if the board is classified and sets it to 'No' if the board is annually elected. This is also updated as 'Yes' when the company is in the process of declassifying.

For United States, NULL values indicate that information is not disclosed in the primary source(s).

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.ClassifiedBoardYN
WRDS COLUMN NAME:	Classified_Board
IN DATA DESK:	Y

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Vote Required to Amend Charter (%)

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point refers to the percent of outstanding shareholder votes required to amend the company's charter. 'Simple majority' vote refers to a number more than half of the total votes required to act on certain proposals while 'Supermajority' vote refers to a percentage greater than a simple majority.

Supermajority provisions violate the principle that a simple majority of voting shares should be all that is necessary to effect change regarding a company and its corporate governance provisions. Requiring more than this may permit management to entrench itself by blocking amendments that are in the best interests of shareholders.

If the company proposes for the elimination of the charter's supermajority vote requirements in the proxy statement, ISS checks if such proposal is approved by the shareholders. It is noted that the proposal would require the original vote requirement (supermajority) to effect the proposed changes. Upon shareholder approval, ISS captures the majority vote (50.01%) as the new vote requirement.

In case of lock-ins, ISS captures the highest vote percentage.
- 50.01%. Used if the disclosure states that the majority vote of shareholders is required to amend charter.
- 50.00%. Used if the disclosure states that less than the majority vote of shareholders is required to amend charter.
- 50.02%. Used if the disclosure in the charter states that a supermajority vote is required to amend charter

If the company's charter is silent on the required percentage for its amendment, the presence of "Voting" or "Quorum" section in the document will be checked and vote requirement for such action will be collected.

For United States companies, ISS captures integer-only percentage in this data point. If exact percentage is not provided, ISS follows the above percentage guidelines.

See also Can Shareholders Amend Charter

OTHER INFORMATION

DATA TYPE:	DECIMAL
DB TABLE.FIELDNAME:	TakeoverDefense.CharterAmendVotePcnt
WRDS COLUMN NAME:	Vote_Pcnt_Required_to_Amend_Charter

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Confidential Voting

Company Data | Shareholder Rights

DESCRIPTION

This data point identifies the presence of confidential voting. Under a confidential voting policy, management does not know how shareholders vote on their proxy cards, or view ballots or voting tabulations that identify shareholders' votes. Independent tabulators and inspectors of elections are responsible for examining individual ballots, while management and shareholders are simply given vote totals. Confidential voting policies often include exceptions for certain types of contested elections.

ISS sets this data point to 'Yes' when condition is true and sets it to 'No' otherwise. Answers are reflected as "Y" and "N" in output, respectively.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.VoteConfidentialityYN
WRDS COLUMN NAME:	Confidential_Voting

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Cumulative Voting is Allowed

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point indicates whether cumulative voting is allowed. Cumulative voting permits a shareholder to multiply the number of shares owned by the number of directors to be elected. With cumulative voting, each shareholder may cast the total number of votes that he or she is entitled to cast for one director, or apportion them among the candidates as desired. The use of cumulative voting enables holders of a minority stake to elect one or more directors if they can muster sufficient support.

ISS sets this data point as 'Yes' if cumulative voting is allowed and set it to 'No' otherwise. Answers are reflected as "Y" and "N" in output, respectively.

For United States, NULL value indicates that information on cumulative voting is not disclosed in the company's annual report.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.CumulativeVoteYN
WRDS COLUMN NAME:	Cumulative_Voting

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Company Has Dual Class Common Stock

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point indicates whether the company has two (2) or more different classes of common stock authorized and outstanding. A dual class stock can be comprised of Class A and Class B shares with distinct voting rights and dividend payments.

ISS sets this data point as 'Yes' if the company has dual class common stock and sets it to 'No' otherwise.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Y' or 'N' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.DualClassCommStkYN
WRDS COLUMN NAME:	Dual_Class_Stock

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Fair Price

Company Data | Shareholder Rights

DESCRIPTION

This data point identifies the presence of a fair price requirement.

A provision that requires a bidder to pay all shareholders a "fair price" usually defined as the highest price the bidder paid for any of the shares it acquires in a target company during a specified period before the commencement of a tender offer. Most fair price provisions do not apply if the target's board approves the merger or if the bidder obtains a specified supermajority level of approval for the merger from the target's shareholders. A significant number of states have adopted statutory "fair price" requirements.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.FairPriceYN
WRDS COLUMN NAME:	Fair_Price

Fiscal Year End

Company Data | Company | Fiscal Year

DESCRIPTION

This data point pertains to the fiscal year end when the company information data was recorded.

ISS captures the applicable fiscal year in this data field based on disclosure.

OTHER INFORMATION

DATA TYPE:	YEARDD
DB TABLE.FIELDNAME:	FiscalYear.FYEndDate
WRDS COLUMN NAME:	FYEND

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Company Has Change-In-Control Agreement With Executive

Compensation Data | Executive Compensation | Employment Agreement & Severance

DESCRIPTION

This data point indicates whether the company entered into a change-in-control (CIC) agreement with the executive. A change-in-control (CIC) is basically a corporate event wherein shifts in controlling power happens due to acquisition of the company by a new firm or the acquisition of a stockholder of the majority shares of the company.

ISS sets this data point as 'Yes' if the company entered into a CIC agreement with the executive and sets it to 'No' otherwise. This is related to ISS QualityScore questions (GRId) 148,161, and 247.

Related data points are:
- Multiple Basis of Change-In-Control
- Notes on Change-in-Control Multiple Basis
- Multiple of Cash Severance in Change-in-Control Agreement for Executives
- Company Excise Tax Provision Under Change-in-Control Agreement
- Excise Tax Provisions for Other Chief Executive Officers Under Change-in-Control
- Treatment of Equity Under Change-in-Control Agreement
- Notes on Treatment of Equity Under Change-in-Control
- Change-in-Control Trigger Per Employment Agreement

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE: YN
DB TABLE.FIELDNAME: ExecutiveEmploymentAgreement.CicEmployAgreementYN
WRDS COLUMN NAME: Golden_Parachutes

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Can Shareholders Amend By-Laws

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point identifies whether shareholders have the right to amend the company's by-laws.

ISS currently limits values for this data point to the following options: (1) Yes, (2) No, (3) Not Disclosed and (4) Not applicable. For United States companies, the 'Not disclosed' option is never used.

If the provision to amend by-laws is not disclosed in Articles of Incorporation (AOI) and By-Laws (BL), ISS consults previous annual and special meetings to check whether any proposal to amend was raised. The percentage to approve such amendment, if any, may be used if AOI and BL are silent on who can amend/repeal its by-laws. Proposals to amend certificate of incorporation or AOI may include, but not limited to the following: (i) Classify/Declassify board, (ii) Special meeting, (iii) Written consent, and (iv) Any other agenda that could affect the by-laws.

See also Vote Required to Amend By-Law (%)

OTHER INFORMATION

DATA TYPE:	DROPDOWN
DB TABLE.FIELDNAME:	TakeoverDefense.LimitAmendByLawID
WRDS COLUMN NAME:	Limit_Ability_to_Amend_ByLaws

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Can Shareholders Amend Charter

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point identifies whether shareholders have the right to amend any or all provisions of the company charter.

ISS currently limits values to this data point to the following options: (1) Yes (Y), (2) No (N), (3) Not Disclosed (ND) and (4) Not applicable (NA). For United States companies, the 'Not disclosed' option is never used.

If the provision to amend by-laws is not disclosed in Articles of Incorporation (AOI) and By-Laws (BL), previous annual and special meetings are consulted to check whether any proposal to amend charter was raised. If so, the percentage to approve such amendment may be used if AOI and BL are silent on who can amend/repeal its charter. Proposals to amend certificate of incorporation or AOI may include, but not limited to the following: (i) Increase authorized common stock, (ii) Change state of incorporation, (iii) Approve reverse stock-split, (iv) Approve conversion of securities, (v) Change of company's name and (vi) Any other agenda that would need amendment to the certificate of incorporation.

See also Vote Required to Amend Charter (%)

OTHER INFORMATION

DATA TYPE:	DROPDOWN
DB TABLE.FIELDNAME:	TakeoverDefense.LimitCharterAmendID
WRDS COLUMN NAME:	Limit_Ability_to_Amend_Charter

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Vote Required to Amend By-Law (%)

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point refers to the percent of outstanding shareholder votes needed to be able to amend the company's by-laws.

In case of lock-ins, ISS uses the highest vote percentage.
- 50.01%. Used if the disclosure states that the majority vote of shareholders is required to amend by-laws.
- 50.00%. Used if the disclosure states that less than the majority vote of shareholders is required to amend by-laws.
- 50.02%. Used if the disclosure states that a supermajority vote is required to amend by-laws.

If the company's Bylaws is silent on the required percentage for its amendment, the presence of "Voting" or "Quorum" section in the document will be checked and vote requirement for such action will be collected.

ISS captures the percentage integer value in this data point.

See also Can Shareholders Amend By-Laws

OTHER INFORMATION

DATA TYPE:	DECIMAL
DB TABLE.FIELDNAME:	TakeoverDefense.LawAmendVotePcnt
WRDS COLUMN NAME:	Vote_Pcnt_Required_to_Amend_ByLaws

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Can Shareholders Call a Special Meeting

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether shareholders have the right to call a special shareholder meetings.

There are cases when shareholders are permitted to call special meetings but, when the item to be discussed has been presented in a recent annual or special meeting of the board, then the right is revoked. ISS deems that cases like these are limiting and therefore do not count.

ISS currently limits values for this data point to the following options: (1) Yes, (2) No, (3) Not Disclosed, and (4) Not Applicable. For United States companies, the 'Not Applicable' option is never used.

See also Vote Required to Call Special Meeting (%)

OTHER INFORMATION

DATA TYPE:	DROPDOWN
DB TABLE.FIELDNAME:	TakeoverDefense.ShareholderSplMeetID
WRDS COLUMN NAME:	Limit_Ability_to_Call_Special_Meeting

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Can Shareholders Act by Written Consent

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether the shareholders have the ability to take action by written consent without a meeting.

ISS currently limits values for this data point to the following options: (1) True, (2) False, (3) Not Disclosed, and (4) Unanimous. True may be reflected as 'Yes' or "Y" while False as 'No' or "N" in output.

For United States companies, a hierarchy of sources is followed, namely: (1) AOI/ charter amendment, (2) by-laws/ code or regulations, (3) If both the AOI and by-laws are silent, state law provisions are used, (4) If AOI and by-laws are not available, alternative sources such as vote requirements in company proposals or Comparison of Rights are used, (5) If either AOI or by-laws are missing or not disclosed in any filings, the company's state law provisions cannot be used. Hence, answer for this data point is 'Not Disclosed.'

See also Vote Required to Act by Written Consent (%)

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	TakeoverDefense.LimitActWrittenConsentID
WRDS COLUMN NAME:	Limit_Ability_to_Act_by_WrittenConsent

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Company Has Poison Pill Provision

Governance Data | Shareholder Rights | Special Provisions

DESCRIPTION

This data point indicates whether the company has a poison pill provision. This is a defensive tactic used by a corporation's board of directors against a takeover. The typical shareholder rights plan involves a scheme whereby shareholders will have the right to buy more shares at a discount if one shareholder buys a certain percentage of the company's shares. Other formal terms for the plan are: Shareholder Rights Plan, Tax Benefit Preservation Plan, Rights Agreement.

Shareholder rights plans are among the more complicated anti-takeover devices. Although their terms and conditions vary considerably, the purpose of a poison pill is to force potential bidders to negotiate with a target company's board of directors. If the board approves the deal, it may redeem the pill. If the board does not approve a bid and the potential acquirer proceeds anyway, the pill would be "triggered," causing actions that would make the target financially unattractive or dilute the voting power of the potential acquirer.

In United States, poison pills are entered with a Rights Agent and usually attached under Exhibit 4 of 8-K and 8-A12B filings.

ISS sets this data point as 'Yes' if the company has a poison pill provision and sets it to 'No' otherwise. Answers may be reflected as 'Y' or 'N' in output, respectively.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.PoisonPillYN
WRDS COLUMN NAME:	Poison_Pill

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Company Stock Price as of Fiscal Year-End

Compensation Data | Executive Compensation | QuickScore

DESCRIPTION
This data point refers to the company's stock price as of fiscal year-end date.

OTHER INFORMATION
DATA TYPE: DECIMAL
DB TABLE.FIELDNAME: ExecCompOwnership.FYEndStockPrice
WRDS COLUMN NAME: FYEND_Stock_Price

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Company Has Director Resignation Policy

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether the company addresses the issue of director resignations in connection with its majority vote policy/standard, and if yes, is it a director resignation policy in the governance guidelines or is the director resignation requirement part of the company's by-laws or charter.

ISS currently limits values for this data point to the following options: (1) by-laws/Charter, (2) No and (3) Policy. 'By-laws' or 'Charter' is used if the majority vote standard is visible in the company's charter or by-laws. 'No' is used if the company did not adopt a majority vote standard and 'Policy' is used if the majority vote standard is visible in the company's proxy statement or governance guidelines.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	TakeoverDefense.ResignationRequirementID
WRDS COLUMN NAME:	Resignation_Requirement

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Vote Required to Call Special Meeting (%)

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point refers to the percent of shareholder support required to call a special meeting. The percentage depends on the state statute, as does the company's ability to limit or deny altogether shareholders' right to call a special meeting.

Special meeting provisions with the following language is considered by ISS: "Subject to the rights of the holders of any series of preferred stock, special meetings of the shareholders of the corporation, may be called only by the Secretary at the written request in proper form of one or more record holders having an aggregate of at least twenty-five percent (25%) of the outstanding Common Stock of the corporation."

If the company's Articles of Incorporation (AOI) or By-Laws (BL) is silent on the ability of shareholders to call special meeting, State laws are used.

See also Can Shareholders Call a Special Meeting

OTHER INFORMATION

DATA TYPE:	DECIMAL
DB TABLE.FIELDNAME:	TakeoverDefense.SplMeetVotePcnt
WRDS COLUMN NAME:	Vote_Pcnt_Required_to_Call_Special_Meeting

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Vote Required to Approve Merger (%)

Governance Data | Shareholder Rights | General Information

DESCRIPTION

This data point refers to the percent of outstanding shareholder votes required to approve mergers. This provision does not include vote requirements to merge with interested shareholders.

ISS believes that shareholders should have a meaningful voice on matters regarding takeover propositions such as mergers or business combination.

If both AOI and ByLaws are available but no disclosure regarding vote requirement on merger approval can be found, then the provision in the State Law will be used. For companies incorporated in Maryland, if AOI and Bylaws have no explicit disclosure regarding mergers, but has provision for "Extraordinary Actions" or "Any Action", the percentage needed to approve such action is captured instead of the state law since this provision may include mergers/business combination.

ISS captures the percentage value. When two percentages are disclosed to approve merger, except for mergers with interested shareholders, ISS always captures the higher vote requirement. Vote requirement to approve business combinations or merger related to interested shareholders is not collected.

If the exact percentage required is not provided, ISS follows this guideline:
- 50.01% - If the disclosure states that the 'majority vote' of shareholders is required to approve merger
- 50.00% - If the disclosure states that 'less than the majority vote' of shareholders is required to approve merger
- 50.02% - If the disclosure states that a 'supermajority vote' is required to approve merger

OTHER INFORMATION

DATA TYPE:	DECIMAL
DB TABLE.FIELDNAME:	TakeoverDefense.MergerVotePcnt
WRDS COLUMN NAME:	Supermajority__mergers_in_percent

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Company Has Classes of Stock With Different Voting Rights

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point indicates whether the company has two (2) or more classes of stock with different voting rights. The shares must be outstanding or issued shares, not just authorized.

Stock classes include all stock types/classes of common stock and preferred stock and their unequal voting rights on the matters presented in the meeting. This question will identify if the company authorizes "supervoting" shares that violates a one-share one-vote principle, by concentrating these votes in a semi- or fully-controlling shareowner. Convertibility of one stock type to another stock type doesn't change that there is a class of super voting shares.

ISS sets this data point as 'Yes' if the company has two (2) classes of common stock with one class that is non-voting.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

For United States, only common classes of stock are considered.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	TakeoverDefense.DiffVoteRightsYN
WRDS COLUMN NAME:	Unequal_Voting_Rights

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Vote Required to Act by Written Consent (%)

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point refers to the percentage of vote required by shareholders to take action by written consent without a meeting.

General voting percentage required to approve action at a meeting shall apply in cases wherein company disclosure is silent on the percentage. If the company states that shareholders may act by written consent and if signed by the holders of outstanding stock "having not less than the minimum number of votes", ISS shall use the percentage required to approve action at the meeting.

For United States companies, hierarchy of sources is followed: (1) Articles of Incorporation (AOI)/charter amendment, (2) By-laws/ code or regulations, (3) If both the AOI and by-laws are silent, state law provisions are used, (4) If AOI and by-laws are not available, alternative sources such as vote requirements in company proposals or Comparison of Rights are used, (5) If either AOI or by-laws are missing or not disclosed in any filings, the company's state law provisions cannot be used. Hence, it is left blank.

See also Can Shareholders Act by Written Consent

OTHER INFORMATION

DATA TYPE: DECIMAL
DB TABLE.FIELDNAME: TakeoverDefense.WrittenConsentVotePcnt
WRDS COLUMN NAME: Vote_Pcnt_Required_for_Written_Consent

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Company Has a Majority Vote Requirement

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether the company has established a majority vote standard for the election of directors and if the policy is part of its by-laws or charter.

ISS currently limits values for this data point to the following options: (1) by-laws, (2) Charter, (3) No, and (4) Policy. 'By-laws' or 'Charter' is used if the majority vote standard is visible in the company's charter or by-laws. 'No' is used if the company did not adopt a majority vote standard and 'Policy' is used if the majority vote standard is visible in the company's proxy statement or governance guidelines.

For United States companies, the 'Policy' option is never used.

See also Basis for Majority Vote Policy and Majority Vote Summary

OTHER INFORMATION

DATA TYPE: CODE
DB TABLE.FIELDNAME: TakeoverDefense.MajorityVoteRequirementID
WRDS COLUMN NAME: Majority_Vote_Requirement

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Basis for Majority Vote Policy

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether the majority vote policy is based on majority shares outstanding or a majority of votes cast. It determines whether abstentions will affect the outcome of the election - no effect if cast and with effect if outstanding.

ISS currently limits values for this data point to the following options: (1) Cast and (2) Outstanding.

This is left blank if the answer in Company Has a Majority Vote Requirement is 'No'.

Majority vote CAST means that the number of votes cast "FOR" a nominee must exceed the number of 'withhold' votes for the director. The number of votes cast represented in person or by proxy shall elect a director.

Majority vote OUTSTANDING on the other hand, means all outstanding shares at the record date of the company are eligible to vote in the election of directors.

See also Majority Vote Summary

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	TakeoverDefense.MajorityVoteRequiredId
WRDS COLUMN NAME:	Majority_Vote_Required

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Majority Vote Requirement Has a Carve-Out Clause for Contested Elections

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point identifies whether the majority vote standard contain a plurality carve-out for contested elections.

'Contested' election occurs when the number of nominees exceeds the number of directors to be elected while 'uncontested' election happens when the number of nominees equals the number of directors to be elected.

ISS currently limits values for this data point to the following options: (1) True, (2) False, and (3) NA. For United States, 'NA' option is never used.

This is left blank if the answer in Company Has a Majority Vote Requirement is 'No'.

See also Basis for Majority Vote Policy and Majority Vote Summary

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	TakeoverDefense.CarveOutContestID
WRDS COLUMN NAME:	Carve_Out_Contest

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Majority Vote Summary

Governance Data | Shareholder Rights | Share-Vote Information

DESCRIPTION

This data point reflects the auto-populated text that is derived from the four vote requirements data points: (1) Company Has a Majority Vote Requirement, (2) Basis for Majority Vote Policy, (3) Majority Vote Requirement Has a Carve-Out Clause for Contested Elections, and (4) Company Has Director Resignation Policy.

ISS automatically captures the vote requirement summary in this data point.

See also Company Has a Majority Vote Requirement and Basis for Majority Vote Policy

OTHER INFORMATION

DATA TYPE:	TEXT
DB TABLE.FIELDNAME:	TakeoverDefense.MajorityVoteComment
WRDS COLUMN NAME:	Majority_Vote_Comment

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Director Data

ISS Director ID

Governance Data | Board | Director Details

DESCRIPTION

This data point reflects the auto-generated, unique identification assigned to each individual created in the ISS database.

This is a read-only data point and shown only for reference.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELD NAME:	DirectorDetail.DirectorDetailID
WRDS COLUMN NAME:	IRRC_Director_ID

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First Name

Governance Data | Board | Director Details

DESCRIPTION

This data point reflects the first name of the company director according to his or her biography.

ISS follows these guidelines in collecting the **first name**:

- ISS follows the company disclosure for the First Names that uses hyphen (Korean names) (e.g. Company A: Won Shin-Bo; Company B: Won Shin Bo First Name should be: Shin-Bo)
- If only initials of the First Name are available, ISS finds what the initials stand for by checking valid sources. If the full First Name cannot be verified, the initials are retained as First Name. (e.g. J. K. Rowling)
- If non-English names (i.e. Asian names) are disclosed, ISS refers to the disclosure in biography to determine the Last Name from the First Name. Last Name usually comes first for individuals from most Asian countries. (see example above)
- ISS profiles the traditional First Name (non-English First Name) in the First Name field. The English name will be profiled under the 'Nickname' field.
- For common Malaysian names with titles such as Tan Sri, Dato, Datuk, Encik, Ir, among others, ISS profiles the First Name only in the First Name field.
- For Malaysian name with alias (identified by the sign "@"), ISS profiles the name that appears before the "@" sign.
- This data point cannot be NULL

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	DirectorDetail.FirstName
WRDS COLUMN NAME:	Director_FirstName

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Last Name

Governance Data | Board | Director Details

DESCRIPTION

This data point reflects the last name of the company director according to his or her biography.

ISS follows these additional guidelines in capturing the **last name**:
- ISS includes suffixes (eg. Sr., Jr., III) but excludes professional accreditation in the last name (eg. MD, PhD, CPA, Esq.).
- If the last name of the individual is a double-barreled last name (e.g. Peñalosa-Aquino), ISS follows the disclosure in proxy statement/annual report. Most disclosures acknowledge the Last Name after titles such as Ms. and Mr.
- ISS does not include "do" and "dos" in the Last Name of individuals in the Latin American market.
- For names with "@" signs or aliases – ISS captures the names after the "@" sign as the surname or Last Name
- This data point cannot be NULL

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	DirectorDetail.LastName
WRDS COLUMN NAME:	Director_LastName

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Director Name

Governance Data | Board | Director Details

DESCRIPTION

This data point reflects the full name of the company director according to his or her biography.

This is created by combining the director's First Name and Last Name.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	DirectorDetail.FirstName + LastName
WRDS COLUMN NAME:	Director_FullName

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Age of Director

Governance Data | Board | Director Details

DESCRIPTION

This data point reflects the age of the director according to his or her biography.

Director age is captured whenever available or derived by looking at meeting year and the director's birth year. If month and day are provided, the age is estimated based on birth year. If the company does not disclose the age or birth year of the director, ISS will retain the information from previous profile (if any) and will add 1 year after checking previous report.

This data point is answered for all markets whenever information is provided or can be estimated.

OTHER INFORMATION

DATA TYPE: DISPLAY
DB TABLE.FIELDNAME: DirectorDetail.DirectorAge
WRDS COLUMN NAME: Director_Age

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Ethnicity of Director

Governance Data | Board | Director Details
DESCRIPTION

This data point specifies the ethnicity of the director according to different sources.

For capturing the ethnicity, ISS follows this hierarchy for the ethnicity assessment:

- Issuer feedback and public explicit disclosure
- In the absence of disclosure, other sources like company website biography, documents and websites of other companies where an individual also serves as director or as an employee will be used.
- If all other sources are in lack of transparency, his or her photo in the pertinent filing (DEF 14A, 10-K) will be the final option for validation.

The ISS database currently has the following possible values for this data point:
(1) Asian (exclude Indian/South Asian) - A person with origins in any of the original peoples of Central Asia or the Far East, including Afghanistan, Cambodia, China, Japan, Korea, Malaysia, Myanmar, the Philippine Islands, Thailand, and Vietnam
(2) Black/African American - A person with origins in any of the Black racial groups of Africa
(3) Caucasian/White - A person that does not fit any of the other categories
(4) Hispanic/Latin American - A person of Cuban, Mexican, Puerto Rican, South or Central American, or other Spanish culture or origin, regardless of race
(5) Indian/South Asian - A person with origins in India or other South Asian country, including Bangladesh, Bhutan, the Maldives, Nepal, Pakistan, and Sri Lanka
(6) Middle-Eastern/North African - A person with origins in any of the Persian or Arab countries in the Middle East or North Africa
(7) Native American/Alaskan Native - A person with origins in any of the original peoples of North, Central and South America or who is a member of aboriginal or indigenous communities
(8) Native Hawaiian / Other Pacific Islander - A person with origins in any of the original peoples of Guam, Hawaii, Samoa, or other Pacific Islands
(9) Other
(10) Not Applicable
(11) Not Disclosed
(12) N/C - Not Collected
(13) Prefer not to disclose
(14) Unknown

If no photo is shown & information cannot be verified, 'Unknown' option is used.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELD NAME:	DirectorDetail.EthnicityID, DirectorDetail.EthnicityOverrideID
WRDS COLUMN NAME:	Ethnicity

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Primary Employer of Director

Governance Data | Board | Director Details

DESCRIPTION

This data point specifies the primary employer of the director according to his or her biography as disclosed in the company's Proxy Statement. It is linked to company names. Employer name is selected by choosing relevant company from the dropdown list of existing companies in the ISS database.

If a director is employed in multiple companies, including the company being profiled, Primary Employer Name must match the subject company.

The "Notice of the Annual Meetings of Shareholders" section in the first few pages of the proxy statement is consulted to know the exact name of the company being profiled. Capitalization, punctuations and abbreviations in the company's name are noted. Internal process is in place in case of any change in company name that calls for amendments in ISS company database.

This data point is related to Primary Employment Category of Director in a Publicly-Listed Company data point. If the individual is employed in a public corporation, 'Executive' option is chosen as the Employment Category, a related field. If director is in private practice (also applies to private investors), 'Self-employed' option is chosen as Employment Category. This data point is left blank if the director's Employment Category is 'Retired.'

OTHER INFORMATION

DATA TYPE:	DROPDOWN
DB TABLE.FIELDNAME:	DirectorDetail.PrimEmpName
WRDS COLUMN NAME:	Primary_Company_Name

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Primary Employment Category of Director in a Publicly-Listed Company

Governance Data | Board | Director Details

DESCRIPTION

This data point identifies the director's employment or nature of business of the director's employer in a publicly listed company.

Possible values for this data point in ISS database are: (1) Academic, (2) Accountant, (3) Attorney/Counsel, (4) Consultant, (5) Executive, (6) Financial Services, (7) Medical, (8) Real Estate Services, (9) Other, (10) Retired, (11) Prof Director. The 'Prof Director' option applies when a director is unemployed and is serving on another publicly-listed board. Also applies when a director serves as chairman, vice-chairman or lead director of the board of at least one publicly-listed company.

Generally, if primary employer is a public company, only the 'Executive' option is used. The director will also be tagged as an Executive as long as his/her primary employer is a public company, regardless of position. If the employment category is 'Executive', Employer Name, Employment Title, and Actual Employment Category data points should be answered.

Most of the time, "Emeritus" is an honorary title and not an employment.

See also Primary Employer of Director

OTHER INFORMATION

DATA TYPE:	DROPDOWN
DB TABLE.FIELDNAME:	DirectorEmploymentTitleXref.EmploymentCategoryType
WRDS COLUMN NAME:	Employment_Category

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Other Employment Title of Director

Governance Data | Board | Director Details

DESCRIPTION

This data point specifies other employment title(s) of a director according to his or her biography which is not on the Employment Title of Director data point options. This is applicable only if the director is employed by a public company.

For United States companies, this data point is also used to indicate the subsidiary title(s) of a director according to his or her biography, granted that the director is solely employed in the subsidiary of a public company. Interim or 'acting' positions are not considered.

For Hong Kong and Singapore companies, this data point is also utilized for the position(s) of directors if the 'Primary Employment Category...' data point is left blank or when the company is classified as private.

For Australia and New Zealand, this includes interim executive titles.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELD NAME:	DirectorDetail.OtherTitle
WRDS COLUMN NAME:	Other_Employment_Title

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Country of Employment of Director

Governance Data | Board | Director Details

DESCRIPTION

This data point specifies the nation of employment of the director. This is tied to the country of incorporation of the employer.

This data point is populated in ISS database by choosing from the drop down menu of country names.

OTHER INFORMATION

DATA TYPE: CODE
DB TABLE.FIELD NAME: DirectorDetail.CountryEmpId
WRDS COLUMN NAME: Country_of_Employment

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Year When Director Began Serving on Board

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point pertains to the year when the director first began serving on the board. It also refers to the month when the director returnee is reappointed to the board. This data point is answered together with the related Month When Director Began Serving on Board data point and value is captured only if disclosed on the most recent proxy statement.

ISS follows the below guidelines in collecting this data point.
- For new nominees:
  a) ISS captures the year when a director filled a vacant seat, if applicable.
  b) ISS captures the year of annual meeting, assuming that director will be elected, if a director did not fill any vacant seat.
- For director with discontinued service:
  a) If the director break is less than one year, ISS captures the original date.
  b) If the director break is one year or more, ISS captures the year/month when director returned to the board.
- If only the year when a director became a Chairman of the board is given, ISS captures this year value.
- For bank holding companies (if applicable), ISS captures the older date keeping in mind consistency with previous analysis.
- For dissident nominees: the year/month of the annual meeting is captured.
- If no information was given for the year/month a director first became a director for the company, this is left blank.
- Existing profile in the database is verified if director tenure will result to one year or less.

OTHER INFORMATION

DATA TYPE:	YEAR
DB TABLE.FIELDNAME:	BoardDirector.DirSince
WRDS COLUMN NAME:	Year_Service_Began

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Director Classification Per ISS Policy (PAS class)

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point specifies the director's ISS Proxy Advisory Service classification of ndependence (PAS class). Directors are classified depending on their relationships and affiliations with the company or its executives – whether independent, affiliated or insider, etc.

The ISS database lists the following 12 possible values for this data points

WRDS Data	ISS Collection
E	Insider (I)
L	Affiliated Outsider (AO)
I	Independent Outsider (IO)
I-NED	Independent Non-Executive Director
Exec	Executive
NI-NED	Non-Independent Non-Executive Director
NA	Not Applicable
NULL	Null
ND	Not Disclosed

For United States, 'Insiders' also include directors among the most highly compensated individuals or beneficial owner of more than fifty percent (50%) of the company's voting stock. Only Independent Outsider (IO), Affiliated Outsider (AO), and Insider (I) are used. This data point cannot be blank. Unclassified only applies when a director appointment was updated via QS Events.

General Guidelines for the options currently used under ISS Policy:
1. INSIDER / INSIDE DIRECTOR (I)
      1.1 Current employee or current officer(i) of the company or one of its affiliates(ii)
      1.2 Beneficial owner of more than 50 percent of the company's voting power (this may be aggregated if voting power is distributed among more than one member of a group)
      1.3 Director named in the Summary Compensation Table (excluding former interim officers)
      1.4 Real Estate Investment Trust (REITs)

2. AFFILIATED OUTSIDER (AO)
      2.1. Board attestation that an outside director is not independent
      2.2. Former CEO of the company
      2.3. Former CEO of an acquired company within the past five years
      2.4. Former interim officer if the service was longer than 18 months
      2.5. Former officer (i) of the company, an affiliate (ii) or an acquired firm within the past five years
      2.6. Officer
      2.7. Officer (i), former officer, or general or limited partner of a joint venture or partnership with the company.

2.8 Immediate family member (vi) of a current or former officer (i) of the company or its affiliates (ii) within the last five years. Immediate family member of controlling shareholders (>50%)

2.9. Immediate family member (vi) of a current employee of company or its affiliates

2.10. Currently provides (or an immediate family member (vi) provides) professional services

2.11. Is (or an immediate family member (vi) is) a partner in, or a controlling shareholder or an employee of, an organization which provides professional services

2.12. Has (or an immediate family member (vi) has) any material transactional relationship (viii) with the company or its affiliates (ii) (excluding investments in the company through a private placement)

2.13. Is (or an immediate family member (vi) is) a partner in, or a controlling shareholder or an executive officer of, an organization which has any material transactional relationship (viii) with the company or its affiliates (ii) (excluding investments in the company through a private placement).

2.14. Is (or an immediate family member (vi) is) a trustee, director, or employee of a charitable or non-profit organization That receives material grants or endowments (viii) from the company or its affiliates

2.15. Party to a voting agreement (ix) to vote in line with management on proposals being brought to shareholder vote

2.16. Has (or an immediate family member (vi) has) an interlocking relationship as defined by the SEC involving members of the board of directors or its Compensation Committee

2.17. Founder (xi) of the company but not currently an employee.

2.18. Any material (xii) relationship with the company.

3. INDEPENDENT OUTSIDER

Independent Outsider or Independent Non-Executive Director (applies when the director meets all the independence requirements of ISS); No material (xii) connection to the company other than a board seat.

    3.1 Executive

    3.2 Non-executive

    3.3 Family Members

    3.4 Transactional, Professional, Financial, and Charitable Relationships

In cases where ISS cannot determine the ISS classification of directors because of poor or the lack of disclosure especially for definitive materials, the classification shall be defaulted Affiliated Outsider (AO) for these directors.

4. UNCLASSIFIED

ISS will monitor 8-K filings for new director disclosures. When ISS is unable to classify a director's independence based on a company's event-driven disclosure (e.g., appointment of a new board member), ISS will consider the director "unclassified" until there is sufficient information to determine the independence classification.

For ISS to be able to make the preliminary determination of whether a newly appointed director is independent under ISS standards, the following minimum information on the director (perhaps in the form of a short biography) is required:

1. Current position;
2. The company's determination of whether the director is independent under its listing standards;
3. Any previous employment at the company;

4. Any familial relationships with the company's executives or directors;
5. Any transactions (per Item 404a of Regulation S-K) between the director, the director's employer, or the director's immediate family member's current employer, and the company in the last fiscal year.

See also Director Classification Per Company or Exchange (Co class)

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: BoardDirector.PasID
WRDS COLUMN NAME: Board_Affiliation

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Professional Service Type Provided by Director

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates the type of professional service provided by director.

Professional services are services which are advisory in nature, generally involve access to sensitive company information or to strategic decision-making, and typically have a commission-based or fee-based payment structure.

The ISS database currently has the following possible values for this data point: (1) Advertising, (2) Banking, (3) Consulting, (4) Financial, (5) Insurance, (6) Legal, (7) Management, (8) Marketing, (9) Medical, (10) Other services, (11) Real Estate, (12) Research, and (13) Technology.

ISS populates this data point only if the director provided a material professional service to the company. Materiality and classification of service varies per market.

See also Director Provides Professional Service

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELD NAME:	ProfessionalService.ProfessionalServiceTypeId
WRDS COLUMN NAME:	Type_of_Services
IN DATA DESK:	Y

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Year When Director Service Ends

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point pertains to the year when the director's term on the board will end.

This is derived based on the meeting year and the director's remaining term.

OTHER INFORMATION

DATA TYPE:	YEAR
DB TABLE.FIELDNAME:	BoardDirector.TermLength, Meeting.MeetingDate
WRDS COLUMN NAME:	Year_Service_Ends

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Voting Power of Director is Less than One Percent

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data poin indicates if the percentage voting power controlled by the director is less than one percent.

See also Voting Power of Director (%)

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	BoardDirector.PcntCtrlVotingpower
WRDS COLUMN NAME:	Director_HoldsLessThan1pct_VotePower

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Director Classification Per Company or Exchange (Co class)

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point identifies the director's independence classification according to the company or the exchange where the company is listed.

ISS currently limits values for this data point to the following options: (1) Insider (I), (2) Affiliated Outsider (AO), (3) Independent Outsider (IO), and (4) Not Disclosed (ND).

Selection descriptions:
- INDEPENDENT OUTSIDER (IO) or INDEPENDENT NON-EXECUTIVE DIRECTOR (I-NED). Applies when the company attests the independence of a director according to exchange standards.
- AFFILIATED OUTSIDER (AO) or NON-INDEPENDENT NON-EXECUTIVE DIRECTOR (NI-NED). Applies when the company attests that a director has connection to the company besides the board seat.
- INSIDER (I) or EXECUTIVE DIRECTOR. Applies when the director serves as an executive/employee of the company.
- NOT DISCLOSED (ND). Applies when the company is silent on the independence of the director in question.

A company usually follows the independence standards of the exchange they belong to (eg. NYSE, NASDAQ) or based on Securities and Exchange Commission (SEC) guidelines. Sometimes, a company may have their own independence standards. If the company has attestations for committees, these are used for the committee members and the directors who are not part of a committee will be tagged as 'Not Disclosed (ND).'

For the WRDS data feed, values for this data point are presented as follows:

ISS Collection	WRDS Data
Independent Outsider (IO)	I
Affiliated Outsider (AO)	L
Insider (I)	E
Not Disclosed (ND)	ND

See also Director Classification Per ISS Policy (PAS class)

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: BoardDirector.CompId
WRDS COLUMN NAME: Exchange_Type

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Director Nominee Type

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point specifies whether the director is nominated by management - either new or continuing; or nominated by the shareholders.

If the company has a dual class structure or has preferred stock nominees, the nominees are verified. ISS does not give vote recommendations to preferred nominees.

ISS currently limits values for this data point to the following options: (1) Management NEW, (2) Management Continuing, (3) Shareholder

- Management NEW. Applies to new nominees or directors who are up for the very first time. A director who was appointed several years ago but has not been elected at a shareholder's meeting, is still classified as 'Management NEW.' Directors who have been appointed to the board of Australian companies are required to be elected by shareholders on the next Annual General Meeting. However, there may be instances when a company do not hold AGMs consecutively after a director has been appointed to the board.
- Management Continuing. Applies to nominees who have been previously elected by shareholders. If a director's name appeared on any of the company's previous meeting agendas in ISS database, then it can be derived that the said director has already been nominated before. If a director was previously nominated, then such nomination can be confirmed by checking past proxy statements or ballots.
- Shareholder. Applies to shareholder nominees.

If re-appointed for a new term, directors who previously served on the board will be considered as Management Continuing.

For Australia and New Zealand, this data point only applies if the director is a nominee for the current meeting. If the director is not a current nominee, this is left blank.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	BoardDirector.NomineeTypeID
WRDS COLUMN NAME:	Nominee

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Total Number of Shares Held and Represented by Director

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point refers to the number of voting shares held by director, as disclosed in the beneficial ownership table of the company filing. A share expresses the proprietary relationship between the company and the shareholder. For United States, this includes the number of options exercisable within 60 days.

ISS captures the nominal number of shares.

OTHER INFORMATION

DATA TYPE:	INT
DB TABLE.FIELDNAME:	BoardDirector.Numofshares
WRDS COLUMN NAME:	Shares_Held

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Voting Power of Director (%)

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point refers to the percentage voting power controlled by the director.

ISS captures the percentage value, in contrast to Total Number of Shares Held and Represented by Director which provide a value in nominal form.

This data point is collected as disclosed in the company's beneficial ownership table. If the voting power is not disclosed, it will be computed using the Total Number of Shares Held and Represented by a Director and the company's outstanding shares.

OTHER INFORMATION

DATA TYPE:	DECIMAL
DB TABLE.FIELDNAME:	BoardDirector.PcntCtrlVotingpower
WRDS COLUMN NAME:	Percent_Control_of_Voting_Power

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Number of Public Boards

Governance Data | Board | Director Details

DESCRIPTION

This data refers to the Number of Public boards on which the individual serves as director. This excludes the company under review.

Publicly listed subsidiaries of a public company will be counted as boards in their own rights. In the case of affiliated boards (20% ownership of one company in another), this will be treated as only one (1) board.

Mutual funds in the same family or group of mutual funds will be counted as 1 board only. If the director serves on the family of funds and the parent of the fund's adviser, ISS will count this as only 1 board, but list them both in the "Public Boards" note.

ALL the publicly traded companies and family of mutual funds on which the director serves, including the company's board will be noted. Correct name of the company will be based on what is in the ISS database and the other public boards may be written based on what is disclosed under the Notice of Annual Meeting of the proxy statement.

If there are already other public boards in the ISS database (GDA) that are not disclosed in the proxy statement, it will be verified if the director really serves or still serves on that board by checking such board's proxy statement, if available.

For proxy contests, profiled company for dissident nominees is not listed. Proxy contest refers to an event in which the number of director nominees exceeds the number of board seats. Proxy contests usually happen when shareholders nominate their own slate of nominees because they are either dissatisfied with the performance of the current board of directors, or they want to replace the current board in order to make way for a hostile takeover.

Director or Chairman emeritus position in another board is not counted. Similarly, directorship in non-profit organizations, universities, advisory boards, and private companies are not counted. Finally, companies traded in the over-the-counter (OTC) market that are tagged as "grey market" in the OTC website will not be counted as public boards due to the nature of how and where their stocks are traded.

OTHER INFORMATION

DATA TYPE:	INT
DB TABLE.FIELDNAME:	DirectorDetail.NumPublicBoards
WRDS COLUMN NAME:	Number_of_Other_Major_Company_Boards

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Gender of Director

Governance Data | Board | Director Details

DESCRIPTION

This data point identifies whether director serving on the board is a male or female.

ISS sets this data point as 'Yes' if the director serving on the board is a woman and sets it to 'No' if it is a man. This data point is answered for all markets whenever information is available.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	DirectorDetail.WomanYN
WRDS COLUMN NAME:	Female

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Nominating Committee Membership

Governance Data | Board | Board Committee Membership

DESCRIPTION

This data point identifies the membership of the director in the Nominating committee.

A Nominating Committee is described to perform the following functions: assists the board in identifying individuals qualified to become board members and recommends to the board persons to be nominated for election as directors.

Most United States companies delegate both nominating and governance functions to a single committee.

ISS identifies whether director is "member" or "chairman" of the nominating committee.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	BoardCommittee.CommitteeTypeID='3'
WRDS COLUMN NAME:	Nominating_Committee_Member

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Governance Committee Membership

Governance Data | Board | Board Committee Membership

DESCRIPTION

This data point identifies identifies the membership of the director in the Governance committee.

A Governance Committee is described to perform the following functions: considers and makes recommendations to the board considering the appropriate size, function and needs of the board. Also, handles governance issues

Most United States companies delegate both nominating and governance functions to a single committee.

ISS identifies whether director is "member" or "chairman" of the governance committee.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	BoardCommittee.COmmitteeTypeID='4'
WRDS COLUMN NAME:	Corporate_Gov_Committee_Member

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Comp Committee Membership

Governance Data | Board | Board Committee Membership

DESCRIPTION

This data point identifies the membership of the director in the Compensation committee.

A Compensation Committee is described to perform the following functions: reviews and approves executive compensation; may be called Personnel Committee, Remuneration Committee, or Human Resources Committee.

ISS identifies whether director is "member" or "chairman" of the compensation committee.

OTHER INFORMATION

DATA TYPE: CODE
DB TABLE.FIELDNAME: BoardCommittee.CommitteeTypeID='2'
WRDS COLUMN NAME: Compensation_Committee_Member

Audit Committee Membership

Governance Data | Board | Board Committee Membership

DESCRIPTION

This data point identifies the membership of the director in the Audit committee.

An Audit Committee is described to perform the following functions: reviews financial statements; evaluates matters relating to the examination of financial statements by its independent auditors, accounting procedures and controls, and appoints independent accountants.

ISS identifies whether director is "member" or "chairman" of the audit committee.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	BoardCommittee.CommitteeTypeID='1'
WRDS COLUMN NAME:	Audit_Committee_Member

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Year Severance

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point pertains to the year when the director retired as an executive from the company or its affiliates. Cooling-off period may apply, depending on the market.

Cooling-off period is defined as the time period between registration statement filing and its declared effective date by the Securities and Exchange Commission (SEC). This is also known as the 'waiting period' or 'quiet period.' For Hong Kong, Singapore, United States, United Kingdom (UK), and South Africa (SA), the cooling-off period is five (5) years while for Australia and Canada, it is three (3) years. For UK and SA however, this data is still collected even if tenure is beyond the cooling-off period for ISS Custom policy purposes.

For Canada, United Kingdom, South Africa, Australia and New Zealand, this data point pertains to the year when the director retired from the company or its affiliates (regardless if director is executive or not).

ISS captures the retirement or resignation year in this data point. This is answered only when director is classified as an Affiliated Outsider (AO) under ISS Proxy Advisory Service classification of independence (ISS PAS class).

Month of Severance from the Company is also captured whenever available.

OTHER INFORMATION

DATA TYPE:	YEAR
DB TABLE. FIELD NAME:	BoardDirector.YearSeveranceId
WRDS COLUMN NAME:	Year_of_Termination

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Employment Title of Director (Director Details)

Governance Data | Board | Director Details

DESCRIPTION

This data point specifies the job title of the director under its primary employer. This is only applicable if: (i) director is employed by a public company, (ii) director is classified as 'Executive' under Primary Employment Category and (iii) if director serves as chairman or vice-chairman of private institutions.

ISS database possible values for this data point are: (1) Chief Executive Officer (CEO), (2) Chief Financial Officer (CFO), (3) Chairman, (4) Chief Operating Officer (COO), (5) Executive Vice President (EVP), (6) Executive Director, (7) Managing Director, (8) President, (9) Secretary, (10) Senior Vice President (SVP), (11) Treasurer, (12) Vice/Deputy Chairman, and (13) Vice President (VP).

There can be more than one title chosen for a director. Subsidiary titles are not included if the director has a direct position in the company. Interim and acting positions are considered for employment title (eg. interim CEOs are tagged as CEOs).

For the WRDS data feed, separate columns were created to indicate service as: (1) CEO, (2) Chairman, (3) President, (4) Vice Chairman, (5) Treasurer, (6) CFO, (7) COO, (8) Secretary, (9) Executive Vice President, (10) Senior Vice President, and (11) Vice President.

OTHER INFORMATION

DATA TYPE:	MULTICODE
DB TABLE.FIELDNAME:	DirectorEmploymentTitleXref.DirectorEmploymentTitle
WRDS COLUMN NAME:	Employment_Title_CEO, Employment_Title_Chairman, Employment_Title_President, Employment_Title_ViceChairman, Employment_Title_Treasurer, Employment_Title_CFO, Employment_Title_COO, Employment_Title_Secretary, Employment_Title_Executive_VP, Employment_Title_Senior_VP, Employment_Title_VP

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Director Attended Less Than 75% of Total Board & Committee Meetings

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point indicates whether the director attended less than 75% of total board and committee meetings held during the last fiscal year. This is flagged as 'Yes' in ISS database if attendance is less than 75% and sets it to 'No' otherwise.

ISS considers these guidelines in determining the percentage of attendance:

- Meetings include board and committee meetings combined. For committee meetings, only the committees where such director serves as a member are considered.
- Telephonic meetings are counted as meetings when computing for percentage attended.
- Written consents acted upon are not counted as meetings.
- If the company disclosed the actual records of director attendance that allows ISS to compute without additional assumptions, then the disclosed values are used in calculation.
- There are cases where companies "over-report" their record by disclosing board and committee attendance separately, rather than in aggregate. In such cases, without assuming anything, basic calculations would be needed for the aggregate attendance of directors.
- If the company is silent on director attendance on board and committee meetings, it is assumed that all directors attended at least 75% of aggregate meetings.
- Poor attendance policy does not apply on directors who missed board/committee meetings prior to the company's initial public offering (IPO). The requirement of the Securities and Exchange Commission (SEC) for United States and of Australian Securities & Investments Commission (ASIC) for Australia to attend at least 75% of the aggregate meetings are for publicly-traded companies only.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE: YN
DB TABLE.FIELDNAME: BoardDirector.Attended75PctYN
WRDS COLUMN NAME: Attended_LessThan75pct_of_Meetings

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Director Provides Professional Service

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether professional services are provided by director.

Professional services are services which are advisory in nature, generally involve access to sensitive company information or to strategic decision-making, and typically have a commission-based or fee-based payment structure. Professional service includes, but is not limited to the following: (1) consulting services, (2) legal services, (3) property management services, (4) lobbying services, (5) IT consulting services, and (6) human resource services. Materiality and classification of service varies per market.

ISS flags this data point as 'Yes' if professional services are provided and sets it to 'No' otherwise.

This is more commonly collected for the following markets: USA, Canada, Australia, New Zealand, United Kingdom, and South Africa. This is also captured for other markets whenever information is available.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDirector.ProfServiceYN
WRDS COLUMN NAME:	Prof_Services
IN DATA DESK:	Y

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Director is a Former Non-Interim Executive of the Company

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether the director is a former non-interim executive of the company, of an affiliate of the company, or of an acquired entity by the company. Cooling-off period may apply - depending on the market.

Cooling-off period is defined as the time period between registration statement filing and its declared effective date by the Securities and Exchange Commission (SEC). This is also known as the 'waiting period' or 'quiet period.'

For United Kingdom, United States, Hong Kong, Singapore, South Africa, India, Indonesia, Malaysia, and Thailand, cooling-off period is 5 years. While for Australia and Canada, cooling-off period is 3 years. Additionally for United Kingdom, there should be absolute zero relationship with the company for 5 years.

ISS sets this data point as 'Yes' if director is a former non-interim executive of the company and sets it to 'No' otherwise. This is answered only when director is classified as Affiliated Outsider (AO) under ISS Proxy Advisory Service classification of independence (ISS PAS class).

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDirector.FormerEmpYN
WRDS COLUMN NAME:	Former_Employee

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Individual is Director Designee

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point specifies whether individual is identified as a director designee.

ISS sets this data point as 'Yes' if director is designated and sets it to 'No' otherwise. This is answered only when director is also identified as an Affiliated Outsider (AO) under ISS Proxy Advisory Service classification of independence (ISS PAS class).

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDirector.DesigDirYN
WRDS COLUMN NAME:	Designated_Director

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Number of Material Transactions of Director

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point refers to the number of material transactions a director is involved in.

Transactional services refer to exchange of goods or services with the exemption of services which are advisory in nature, generally involve access to sensitive company information or to strategic decision-making, and typically have a commission-based (or fee-based) payment structure. These relationships include, but are not limited to the following: (1) commercial banking, (2) educational services, (3) IT tech support services, (4) construction services, (5) lease and rental payments, (7) charitable contribution, (8) sales transactions, (9) purchase transactions, (10) administrative services.

In addition, materiality and classification of transactional relationship varies per market. For United States, those exceeding the greater 2% or $1 million for NYSE listed, exceeding the greater 5% or $200,000 for NASDAQ listed/OTC/Pinksheets are considered. In the case wherein a company follows neither of the preceding standards, ISS will apply the NASDAQ-based materiality test. If a director is not attested as independent by any listing standard or left off the attestation list and the value of the transaction is not disclosed, ISS assumes that the transaction is material.

For Canada, basis is $200,000 or 5% of the gross revenue of the provider. For Australia, basis are AU$50,000 for small advisers and AU$500,000 for large advisers within the last two fiscal years. If the value of the services were not disclosed, ISS assumes that the services were material.

The actual number of transactions is captured in ISS database and this affiliation data point is answered only when director is classified as Affiliated Outsider (AO) under ISS PAS class.

Data is available only for United States and Canada for Director Profile.

For the WRDS data feed, this data point is populated with 'Yes' if there's any material transaction.

OTHER INFORMATION

DATA TYPE:	INT
DB TABLE.FIELD NAME:	BoardDirector.NumPartyTrans
WRDS COLUMN NAME:	Business_Transaction
IN DATA DESK:	Y

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Director Has a Relative in the Company Serving as Executive

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether the director has an immediate family member serving as an executive (or a former executive, as long as it is within the cooling off period) of the company or its affiliates, or as an immediate family member of a director who is classified as Insider (I) under ISS policy.

For United States, this includes immediate family members of:
1) a current Section 16 officer of the company or its affiliates
2) a former officer Section 16 (within the last five years) of the company or its affiliates
3) a controlling shareholder (>50%) of the company or its affiliates
4) current employee of company or its affiliates where additional factors raise concern (which may include, but are not limited to, the following: a director related to numerous employees; the company or its affiliates employ relatives of numerous board members; or a non-Section 16 officer in a key strategic role)

This pertains to first-degree relatives, or living in the same household.

ISS flags this data point as 'Yes' if director has an executive relative in the company subject to the market-specific guidelines above and sets it to 'No' otherwise. This is an affiliation data point and is answered only when director is identified as an Affiliated Outsider (AO) under the ISS classification. A director who has affiliation cannot be considered independent according to ISS policy.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

Case 1 The Gorman-Rupp Company
Jeffrey S. Gorman is the son of James C. Gorman, executive chairman of the company.
(Source: DEF14A, 3/18/16, p. 3.)

	As Disclosed	ISS
Relative of Current Employee or Former Executive	Yes	No

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	BoardDirector.RelativeEmpYN
WRDS COLUMN NAME:	Relative

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Director Has a Board Interlocking Relationship With a Company Executive

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether a director has a board interlocking relationship with an executive of the company being profiled. A board interlock is a connection between 2 companies with executives sitting on each other's boards. For example, John Doe is an executive at ABC company and is a director in XYZ company while James Smith is an executive at XYZ company and is a director in ABC company. John Doe, executive of ABC, has an interlocking relationship with James Smith, executive of XYZ. Board interlock is an immaterial relationship. This is captured regardless of director's classification per ISS policy.

ISS sets this data point as 'Yes' if the director has board interlocking relationship and sets it to 'No' otherwise.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	BoardDirector.InterlockDirYN
WRDS COLUMN NAME:	Interlocking_Directorship

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Director Has a Charitable Affiliation With the Company

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether the director has a material charitable affiliation with the company.

For United States companies, the following materiality guidelines apply:

    a.   If attested director is classified as Independent Outsider (IO) under ISS PAS Class, charitable affiliation will be considered as immaterial.

    b.   If attested Affiliated Outsider (AO) or left off from the attestation:

      b.1. Exceeding the greater 2% or $1 million for NYSE-listed, exceeding the greater 5% or $200,000 for NASDAQ-listed/OTC/Pinksheets. In case where a company follows neither of the preceding standards, ISS will apply the NASDAQ-based materiality test.

      b.2. If the charitable contribution is not disclosed (worst-case scenario)

      b.3. Director may be an executive or director of the charitable organization

ISS flags this data point as 'Yes' if the director has material charitable affiliation with the company subject to the guidelines above and sets it to 'No' otherwise. This is an affiliation data point and is answered only when director is identified as an Affiliated Outsider (AO) under the ISS classification. A director who has affiliation cannot be considered independent according to ISS policy.

This is more commonly collected for Canada and United States. This is also captured for other markets whenever information is available.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDirector.ChrtbleAfflnYN
WRDS COLUMN NAME:	Charity_Relationship
IN DATA DESK:	Y

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Director Has Other Link to the Company

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether the director is considered as an affiliated outsider (AO) or a non-independent, non-executive director (NI-NED) under ISS Proxy Advisory Service classification of independence (ISS PAS class).

For United States, this data point is flagged as 'Yes' if the director has other material relationship with the company, not previously covered. This includes, but not limited to: (i) secretary/treasurer not employed by the company but receives compensation exceeding $10,000; (ii) any material relationship with the company per ISS policy.

For Australia, secretary who is not considered as an executive (of the parent company or a partially-owned subsidiary) will always be classified as NI-NED regardless of amount received.

For United Kingdom and South Africa, this category would include instances when non-executive director (NEDs) are paid any bonuses or granted share incentive awards.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDirector.OtherLinkYN
WRDS COLUMN NAME:	Other_Affiliation

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Director Identified as Financial Expert

Governance Data | Board | Director Affiliation

DESCRIPTION

This data point indicates whether the company identified the director as financial expert. ISS will only consider a director as an audit committee financial expert if the said director is a member of the audit committee.

For cases when a company's financial expert is not disclosed in its Proxy Statement, and it has not yet filed its Annual Report for the fiscal year under review, the financial expert tagged in last year's Annual Report will be used ONLY IF :

- The historical filing of the company's financial expert is filed in the annual report.
- The historical filing of the annual report is after the proxy statement--- days before the annual meeting but still within the timeframe (120 days after the fiscal year end).
- This is applicable in cases where: the company's proxy statement comes first before the annual report which is filed in a timely manner and the company regularly discloses its financial expert in the 10-K.

For United States, a company's explicit disclosure of a director being a "financial expert" is considered.

ISS flags this data point as 'Yes' if director is identified as a financial expert subject to the above guidelines and sets it to 'No' otherwise.

Please note that in cases of disclosure, 'null' and 'no' have the same meaning.

In practices where ISS has defined 'Yes' or 'No' – then the 'Yes' or 'No' output will be displayed. When disclosure or information is insufficient to answer with 'Yes' or 'No', this field is left blank and value will show up in report as 'NULL'.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELDNAME:	BoardDirector.FinancialExpertYN
WRDS COLUMN NAME:	Financial_Expertise

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Succession Committee

Governance Data | Board | Board Practices

DESCRIPTION

This data point indicates whether there is a board-approved, periodically evaluated succession plan in the company for the Chief Executive Officer (CEO) or other senior executive officers.

ISS sets this data point as 'Yes' if there is a succession plan and sets it to 'No' otherwise. ISS do not give credit on 'management' succession, only succession plans for SENIOR management is captured.

OTHER INFORMATION

DATA TYPE:	YN
DB TABLE.FIELD NAME:	BoardDetail.SuccCommitteeYN
WRDS COLUMN NAME:	Succession_Committee_YN

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Non-Executive Leadership Role of Director

Governance Data | Board | Director Detail – Company Specific

DESCRIPTION

This data point specifies non-executive leadership role of the director on the board.

ISS database currently limits possible values for this data point to the following options: (1) Higgsian Chairman, (2) Lead Director, (3) Non-employee Chair, (4) Non-employee Vice Chairman, (5) Presiding Rotating Director, and (6) Senior Independent Director.

Selection descriptions:

- HIGGSIAN CHAIRMAN. A Board Chairman considered to be neither executive nor non-executive. Not included in the independence calculations.
- LEAD DIRECTOR. A non-employee director that presides over executive sessions of the board or presides over meetings of all independent directors without management present. Also called Lead Independent Director, Senior Independent Director or Presiding Director. The director must occupy the position for at least one year (or shall sit for one year) to be considered a lead director (regardless of duties and classification). If the company only discloses such case: "The XXX committee chairman acts as the lead director", and the company named such chairman, the named committee chairman is tagged as the lead director.
- NON-EMPLOYEE CHAIR. Highest-ranking director in a corporation's board of directors
- NON-EMPLOYEE VICE CHAIR. A vice-chairman (or deputy chairman) has the responsibility of presiding over meetings when the chairman is absent, or when a motion being discussed involves the chairman. If the lead director also serves as the vice-chairman, the lead director option is prioritized in the leadership drop down list.

For United States, Canada, Hong Kong, Singapore and European Union, 'Higgsian Chairman', 'Presiding Rotating Director' and 'Senior Independent Director' are never used.

For South Africa and Australia, only 'Higgsian Chairman' and 'Presiding Rotating Director' options are never used.

For Australia, if the director under profile is both the deputy chair and the lead director, the Lead Director option is used instead of Non-Employee Vice Chair. The same goes for Senior Independent Director.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELD NAME:	BoardDirector.LeadershipID
WRDS COLUMN NAME:	Leadership
IN DATA DESK:	Y

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Shareholder Proposal Data

Six-Digit CUSIP

Company Data | Shareholder Proposal

DESCRIPTION

This data point refers to the 6-Digit CUSIP attached to the security(ies) issued by the company.

CUSIP is an alpha-numeric code and it stands for Committee on Uniform Security Identification Procedures. This identifier serves to standardize and provide control of the securities being offered to the market.

ISS collects this information via external contributor.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	PrimaryExchangeBaseSecurity.CUSIP
WRDS COLUMN NAME:	CUSIP_6

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Agenda Item Description

Company Data | Shareholder Proposal

DESCRIPTION
This data point refers to the item description of the Agenda Item Category being used.

ISS captures the Agenda Item Code and the resulting description and resolution type fieldsare automatically populated.

OTHER INFORMATION
DATA TYPE:	CODE
DB TABLE.FIELDNAME:	AgendaItemCode.AgendaItemDesc
WRDS COLUMN NAME:	Resolution

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Agenda Item Category

Company Data | Shareholder Proposal

DESCRIPTION
This data point indicates category related to the agenda item ID.

For WRDS, relevant agenda items are grouped into either GOV, SRI, or NULL.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	AgendaItemCode.AgendaItemCatID
WRDS COLUMN NAME:	Resolution_Type

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Shareholder Resolution Ballot Status

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates the ballot status of the shareholder proposal.

ISS limits possible values to this data point to the following:

	ShareholderResolutionBallotStatusID	ShareholderResolutionBallotStatus
1	1100	omitted
2	1101	withdrawn
3	1102	mtg cancelled
4	1103	not filed
5	1104	not in proxy
6	1105	mtg postponed
7	1106	not presented
8	1107	awaiting tally
9	1108	final vote
10	1109	pending
11	1110	not applicable

Selection descriptions:

- Pending: this means that the proposal is waiting to be voted on.
- Final vote: this means that the proposal has been voted on.
- Meeting cancelled: this means that the meeting was cancelled, usually due to a merger, acquisition, or calling of a special meeting.
- Meeting postponed: this means that the meeting was postponed, usually due to a merger, acquisition, bankruptcy, or calling of a special meeting.
- Not filed: this means that the proponent decided not to file a resolution it said it planned to propose.
- Not in proxy: this means that the shareholder proposal was not found in the proxy and it is yet to be identified whether it was withdrawn or omitted.
- Not presented: this means that the proposal was on the ballot but never came to a vote because the proponent did not show up to the meeting to present it.
- Omitted: this means that the proposal was allowed to be omitted from a "no-action" letter at the SEC; a letter will always be issued at the SEC.
- Withdrawn: this means that the proposal was withdrawn formally, which will result in a letter at the SEC if the proposal had been previously contested via a "no-action" request at the SEC. A proposal may also be informally withdrawn in the event that a "no-action" letter was not submitted; this information comes directly from the proponents or from their websites.

OTHER INFORMATION

DATA TYPE: CODE

DB TABLE.FIELDNAME: ShareholderResolutionDetail.ShareholderResolutionBallotStatus
WRDS COLUMN NAME: Other_Status

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Shareholder Resolution Foot Note

Company Data | Shareholder Proposal

DESCRIPTION

This data point contains the SEC link of the proposal. It is also used to capture other notes relevant to shareholder resolution.

This is a free-text field.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	ShareholderResolutionDetail.FootnoteText
WRDS COLUMN NAME:	Foot_Note

See also Resolution Foot Note Text

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Rationale for Omission

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates the SEC reason as to why the proposal should be omitted from the proxy ballot, as indicated in a challenge letter sent by the company to the SEC staff.

Displays only when Ballot Status is "Omitted." Possible values for this data points are limited to the following:

ShareholderResolution OmmissionRationaleID	OmmissionRationale	OmmissionRationale Abbreviation
1	B-1 Proponent failed to meet requirements for ownership of stock entitled to be voted on.	B-1
2	B-2 Proponent did not provide verification of stock ownership.	B-2
3	C Proponent may submit only one proposal at any meeting.	C
4	D Proposal's supporting statement exceeds 500 words.	D
5	E-2 Resolution was filed too late for consideration.	E-2
6	H-3 Proponent did not have "good cause" for failure to present the proposal at the previous annual meeting; company may exclude proponent's resolutions for the next two years.	H-3
7	I-1 Proposal is improper under state law.	I-1
8	I-10 Is moot by being substantially implemented by the company.	I-10
9	I-11 Is a duplicate of a proposal submitted earlier.	I-11
10	I-12 Deals wit "substantially the same subject matter" as an earlier proposal included in the company's proxy materials for a meeting within the preceding five years and did not meet the necessary threshhold required for resubmission (i-12-i: 3%, i-12-ii: 6%, i-12-iii: 10%).	I-12
11	I-13 Relates to specific amounts of cash or stock dividends.	I-13
12	I-2 Is counter to any relevant state, federal or foreign law.	I-2
13	I-3 Contains false or misleading statements.	I-3
14	I-4 Relates to a personal claim or redress of a personal grievance.	I-4
15	I-5 Relates to less than 5 percent of the company's total assets and less than 5 percent of net earnings and gross sales and "is not significantly related" to the company's business.	I-5
16	I-6 Deals with a matter beyond the company's power to effectuate.	I-6
17	I-7 Deals with a subject relating to the ordinary business operations of the company.	I-7
18	I-8 Relates to an election to office.	I-8
19	I-9 Is counter to a proposal to be submitted by management at the meeting.	I-9
20	NA	NA

OTHER INFORMATION
DATA TYPE: CODE
DB TABLE.FIELDNAME: ShareholderResolutionDetail.OmmissionRationale
WRDS COLUMN NAME: Omit_Reason

See also Rationale for Omission Text

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Shareholder Resolution Proponent Name

Company Data | Shareholder Proposal

DESCRIPTION

This data point refers to the person who puts forward the proposal. Note that a proponent could be a fund, company, religious, Special interest, SRI fund, individual, Union, Other and Public Pension.

There are two categories of proponents – primary or co-proponent:

- Primary Proponent: the leader of a group of filers.
- Co-Proponent: individual or group of people/entity that submits a same proposal with the primary proponent.

ISS captures the disclosed proponents name.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	ShareholderResolutionDetailProponentXREF.ProponentName
WRDS COLUMN NAME:	Sponsor_Name

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Proponent Type

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates the type of proponent.

Possible values for this data point are:
- Fund
- Company
- Religious
- Special Interest
- SRI Fund
- Individual
- Union
- Other
- Public Pension

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	CODE_ShareholderResolutionProponentType
WRDS COLUMN NAME:	Sponsor_Type

Vote Requirement Text

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates the vote required for the proposal to be approved.

This field is left blank when information is not available.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	ShareholderResolutionDetail
WRDS COLUMN NAME:	Requirement

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Majority Supported Proposal

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates whether the shareholder proposal received majority support from the outstanding shares of the company. This is based on the percentage of the outstanding shares which voted FOR the proposal.

This data point is derived from vote results. It is set to 'Yes' if the percentage is greater than 50%. Otherwise, it is left blank or NULL values in output.

OTHER INFORMATION

DATA TYPE:	BOOLEAN
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	MajoritySupported

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Meeting ID

Company Data | Shareholder Proposal

DESCRIPTION

This data point is also in the *Vote Results* product.

This data point refers to the unique internal identifier attached to a company meeting.

Meetings that do not have board election agenda are excluded from the Director Profile project. It is assumed that director profiles are updated only if the meeting has a director election.

The USA Board Election Agenda Item:

M0201	Elect Directors

Proxy Contest Proxy Contest Board Election Agenda Items:

M0201	Elect Directors	S0214	Remove Existing Directors
M0225	Elect Directors (Opposition Slate) (INACTIVE)	S0250	Elect a Shareholder-Nominee to the Board
M0299	Authorize Board to Fill Vacancies	S0299	Elect Directors (Opposition Slate)

ISS automatically generates the Meeting ID.

See also Meeting Date and Meeting Type

OTHER INFORMATION

DATA TYPE: INT
DB TABLE.FIELDNAME: Meeting.MeetingID
WRDS COLUMN NAME: MeetingID

Agenda Item ID

Company Data | Shareholder Proposal

DESCRIPTION

This data point is also in the *Vote Results* product.

This is ISS' proprietary coding key applied to categorize meeting agenda.   Every agenda will first be assigned an appropriate Agenda Item Code during ISS' flow of processes.

Agenta Item Code 'M' is tagged as "Management" while code 'S' is tagged as "Shareholder".
Since this is in the Shareholder Proposals product, all Agenda Item IDs will begin with 'S'

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	AgendaItem
WRDS COLUMN NAME:	ISSAgendaItemID

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Item on Agenda ID

Company Data | Shareholder Proposal

DESCRIPTION

This data point is also in the *Vote Results* product.

This is a system generated ID that is created for each item included in the meeting proposal.

ISS auto-generates this read-only data item.

OTHER INFORMATION

DATA TYPE:	INTEGER
DB TABLE.FIELDNAME:	AgendaItem.ItemonAgendaID
WRDS COLUMN NAME:	ItemonAgendaID

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Level of Support

Company Data | Shareholder Proposal

DESCRIPTION

This data point is the relevant method of calculating votes for a proposal and takes the base into consideration.

OTHER INFORMATION

DATA TYPE: FLOAT

DB TABLE.FIELDNAME: VoteResult.LevelOfSupport

WRDS COLUMN NAME: LevelOfSupport

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Base

Company Data | Shareholder Proposal

DESCRIPTION

This data point serves as the denominator of the calculation of the support (against) rate.

There are 3 commonly-used bases.

1. F + A:
   Aggregation of total number of For and Against votes. Abstain votes are excluded.

2. F + A + AB:
   Aggregation of total number of For, Against, and Abstain votes

3. Outstanding/Capital Represented
   The total shares issued and outstanding that is eligible to vote during the meeting (which includes both voted and not voted shares).

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	VoteResult.Base
WRDS COLUMN NAME:	Base

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Support For Against

Company Data | Shareholder Proposal

DESCRIPTION
This data point is the percentage of support "for" a proposal out of the "for" and "against" votes.

OTHER INFORMATION

DATA TYPE:	FLOAT
DB TABLE.FIELDNAME:	VoteResult.Support_For_Against
WRDS COLUMN NAME:	Support_For_Against

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Support For Against Abstain

Company Data | Shareholder Proposal

DESCRIPTION

This data point is the percentage of support "for" a proposal out of the "for", "against", and "abstained" votes.

OTHER INFORMATION

DATA TYPE:	FLOAT
DB TABLE.FIELDNAME:	VoteResult.Support_For_Against_Abstain
WRDS COLUMN NAME:	Support_For_Against_Abstain

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Support Outstanding

Company Data | Shareholder Proposal

DESCRIPTION

This data point is the percentage of support "for" a proposal out of the votes outstanding.

OTHER INFORMATION

DATA TYPE: FLOAT

DB TABLE.FIELDNAME: VoteResult.Support_Outstanding

WRDS COLUMN NAME: Support_Outstanding

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Shareholder Resolution Foot Note Text

Company Data | Shareholder Proposal

DESCRIPTION

This data point contains the SEC link of the proposal. It is also used to capture other notes relevant to shareholder resolution. It is the full text version of foot note symbol.

This is a free-text field.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	ShareholderResolutionDetail.FootnoteText
WRDS COLUMN NAME:	Foot_Note_Text

Rationale for Omission Text

Company Data | Shareholder Proposal

DESCRIPTION
This data point indicates the SEC reason as to why the proposal should be omitted from the proxy ballot. This is the full text version of the omit reason.

OTHER INFORMATION
DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	ShareholderResolutionDetail.OmmissionRationale
WRDS COLUMN NAME:	Omit_Reason_Text

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Vote Results

Country of Incorporation

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point pertains to the country where the company was incorporated or legally registered.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE NAME:	Company.CountryOfInc
WRDS COLUMN NAME:	CountryOfInc

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Meeting ID

Company Data | Company | Meeting Detail

DESCRIPTION

This data point refers to the unique internal identifier attached to a company meeting.

Meetings that do not have board election agenda are excluded from the Director Profile project. It is assumed that director profiles are updated only if the meeting has a director election.

The USA Board Election Agenda Item:

M0201	Elect Directors

Proxy Contest Proxy Contest Board Election Agenda Items:

M0201	Elect Directors	S0214	Remove Existing Directors
M0225	Elect Directors (Opposition Slate) (INACTIVE)	S0250	Elect a Shareholder-Nominee to the Board
M0299	Authorize Board to Fill Vacancies	S0299	Elect Directors (Opposition Slate)

ISS automatically generates the Meeting ID.

See also Meeting Date and Meeting Type

OTHER INFORMATION

DATA TYPE:	INT
DB TABLE.FIELDNAME:	Meeting.MeetingID
WRDS COLUMN NAME:	MeetingID

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Record Date

Company Data | Meeting

DESCRIPTION

This data point pertains to the date when the ownership is reported. For United States, this is also labeled as 'as of date.'

ISS captures the disclosed record date or 'as of' date in this data point.

OTHER INFORMATION

DATA TYPE:	DATE
DB TABLE.FIELD NAME:	Meeting
WRDS COLUMN NAME:	RecordDate

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Meeting Result Status

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to the status of the meeting result.

ISS limits possible values to this data point to the following: (1) New Collection, (2) New Collection – In Review, (3) Additional Collection, (4) Additional Collection – In Review, and (5) Complete.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	MeetingResults.MeetingResultsStatusID
WRDS COLUMN NAME:	MeetingResultStatus

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Meeting Disclosure Status

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to the status of the meeting disclosure. It refers to level of information made publicly available by the company.

ISS limits possible values to this data point to the following: (1) Full, (2) Partial, and (3) Not dislosed.

Selection descriptions:
- FULL - when Capital Represented (shares or %), Votes Represented (shares or %), For (shares or %), Against (shares or %), Abstain (shares or %) have been disclosed
- PARTIAL - when at least one of the data points mentioned in 'FULL' is missing
- NOT DISCLOSED - the company did not disclose the results of the meeting

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	MeetingResults.DisclosureStatusID
WRDS COLUMN NAME:	MeetingDisclosureStatus

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Capital Represented Shares

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

Capital Represented is the total shares issued and outstanding that is eligible to vote during the meeting. There are two ways in which capital represented can be indicated. This can be done in number of shares (Capital represented shares) or in percentage of shares (Capital represented %). This data point pertains to capital represented that is disclosed in number of shares.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	MeetingResults.CapitalRepShares
WRDS COLUMN NAME:	CapitalRepresentedShares

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Capital Represented Percentage

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

Capital Represented is the total shares issued and outstanding that is eligible to vote during the meeting. There are two ways in which capital represented can be indicated. This can be done in number of shares (Capital represented shares) or in percentage of shares (Capital represented %). This data point pertains to capital represented that is disclosed in percentage of shares.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	MeetingResults.CapitalRepSharesPercentage
WRDS COLUMN NAME:	CapitalRepresentedSharesPercentage

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Vote Represented Shares

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

Votes represented is the total number of shares represented or voted during the meeting. There are two ways in which votes represented can be indicated. This can be done in number of votes (Votes represented shares) or in percentage of votes (Votes represented %). This data point pertains to votes represented that is disclosed in number of shares.

OTHER INFORMATION

DATA TYPE: NUMERIC
DB TABLE.FIELDNAME: MeetingResults.VoteRepShares
WRDS COLUMN NAME: VoteRepresentedShares

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Vote Represented Percentage

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

Votes represented is the total number of shares represented or voted during the meeting. There are two ways in which votes represented can be indicated. This can be done in number of votes (Votes represented shares) or in percentage of votes (Votes represented %). This data point pertains to votes represented that is disclosed in percentage of shares.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	MeetingResults.VoteRepSharesPercentage
WRDS COLUMN NAME:	VoteRepresentedSharesPercentage

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Agenda Changed

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point indicates if there is a difference between the agenda disclosed at the time when the meeting was convened and the eventual outcome of the meeting results.

OTHER INFORMATION

DATA TYPE: YN

DB TABLE.FIELDNAME: MeetingResults.AgendaChangedYN

WRDS COLUMN NAME: AgendaChangedYN

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Agenda Item

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This is ISS' proprietary coding key applied to categorize meeting agenda.   Every agenda will first be assigned an appropriate Agenda Item Code during ISS' flow of processes.

Agenta Item Code 'M' is tagged as "Management" while code 'S' is tagged as "Shareholder".

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: AgendaItem
WRDS COLUMN NAME: ISSAgendaItemID

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Agenda Item Code

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This is ISS' proprietary coding key applied to categorize meeting agenda.

Per ISS process, every agenda will first be assigned an appropriate Agenda Item Code.

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: AgendaItem
WRDS COLUMN NAME: ISSagendaitemid

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Agenda General Description

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to the general description of Agenda Item / Agenda Item Code taken up during the meeting for an Agenda Item Code.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	AgendaItemCode
WRDS COLUMN NAME:	AgendaGeneralDesc

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Item on Agenda ID

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This is a system generated ID that is created for each item included in the meeting proposal.

ISS auto-generates this read-only data item.

OTHER INFORMATION

DATA TYPE:	INTEGER
DB TABLE.FIELDNAME:	AgendaItem.ItemonAgendaID
WRDS COLUMN NAME:	ItemonAgendaID

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Item Description

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to a brief identification of the matter voted on at a shareholder meeting. This information is often what is displayed in the meeting proxy card.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	AgendaItem.AgendaItemDesc
WRDS COLUMN NAME:	ItemDesc

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Ballot Item Number

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION
This data point refers to the agenda item number listed on the proxy card.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	AgendaItem.BallotItemNumber
WRDS COLUMN NAME:	ballotitemnumber

Sequence Number

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to the sequential number of an agenda/proposal on the proxy card.

OTHER INFORMATION

DATA TYPE: NUMERIC
DB TABLE.FIELDNAME: AgendaItem.SeqNumber
WRDS COLUMN NAME: SeqNumber

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Management Recommendation

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION
This data point refers to the Board of Directors vote recommendations on a proposal disclosed in proxy card.

OTHER INFORMATION
DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: AgendaItem.MgtRecVote
WRDS COLUMN NAME: MgmtRec, MgtRec

ISS Recommendation

Company Data | Agenda & Vote Results | Agenda

DESCRIPTION

This data point refers to ISS vote recommendations published on ISS proxy research report. ISS Recommendations displayed one day after the shareholer meeting date.

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE.FIELDNAME: AgendaItem.ISSRecVote
WRDS COLUMN NAME: ISSRec

for	A decision to cast a vote in support of the proposed agenda item.
against	A decision to cast a vote against the proposed agenda item.
abstain	A decision to abstain on the proposed agenda item. Depending on the jurisdiction and/or company, abstain votes may be included or excluded from the basis to calculate quorum and/or whether the proposal has obtained the required level of support in terms of votes cast. More details available under https://www.issgovernance.com/file/faq/market-mechanics-guide.pdf#page=20 .
withhold	A decision to withhold vote on the proposed agenda item. It is an option generally available for plurality voting on director elections, primarily in the US.
none	For non-voting items only.
refer	Used for meetings or items where ISS policies do not apply, such as bondholder meetings or shareholder identification agenda items (e.g. agenda codes M0060 or M0070).
split	A decision to split the available votes cast across more than one vote option or not to vote a part of the available votes.
one year	A decision to cast a vote in support of one year as the frequency for the company's "say-on-pay" vote in the US (generally for agenda code M0552).
two years	A decision to cast a vote in support of two years as the frequency for the company's "say-on-pay" vote in the US (generally for agenda code M0552).
three years	A decision to cast a vote in support of three years as the frequency for the company's "say-on-pay" vote in the US (generally for agenda code M0552).
do not vote	A decision not to cast any vote with respect to the agenda item. Generally applicable for meetings with competing proxy cards (such as proxy fights) or slates.

Vote Requirements

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point pertains to the majority vote requirements in order for a proposal to pass.

ISS captures the disclosed majority vote requirement in this data field.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VoteRequirement

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Base

DESCRIPTION

This data point serves as the denominator of the calculation of the support (against) rate.

There are 3 commonly-used bases.

4. F + A:
   Aggregation of total number of For and Against votes. Abstain votes are excluded.

5. F + A + AB:
   Aggregation of total number of For, Against, and Abstain votes

6. Outstanding/Capital Represented
   The total shares issued and outstanding that is eligible to vote during the meeting (which includes both voted and not voted shares).

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	VoteResult.Base
WRDS COLUMN NAME:	Base

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Outstanding Shares

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

Number of shares outstanding across all share classes as of the meeting date.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult.OutstandingShare
WRDS COLUMN NAME:	OutstandingShare

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Vote FOR

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION
This data point refers to the number of votes shareholders cast as FOR.

OTHER INFORMATION
DATA TYPE: NUMERIC
DB TABLE.FIELDNAME: VoteResult
WRDS COLUMN NAME: VotedFor

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Vote FOR Percentage

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point refers to the percentage of the number of votes that shareholders cast as FOR as part of the Base applicable for the resolution.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	ForPct

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Vote AGAINST

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION
This data point refers to the number of votes shareholders cast as AGAINST.

OTHER INFORMATION
DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedAgainst

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Vote AGAINST Percentage

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point refers to the percentage of the number of votes that shareholders cast as AGAINST as part of the Base applicable for the resolution.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	AgainstPct

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Vote ABSTAIN

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point refers to the number of votes shareholders cast as ABSTAIN.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedAbstain

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Broker Non-Votes

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point refers to the number of votes counted as broker non votes - cases in which shares are held in the name of a broker and the broker did not receive voting instructions from the owner of the underlying shares.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	BrokerNonVote

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Voted AGAINST / Voted WITHHELD

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point refers to the number of votes shareholders cast as AGAINST or WITHHOLD.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedWithheld

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Vote Result

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point identifies whether vote result is pass or fail.

It is derived from the comparison of support rate and required threshold disclosed by company. If the support rate is greater than or equal to the threshold, "Pass" is recorded. On the contrary, if the support rate is lower, "Fail" is recorded.

In addition, "Not Disclosed" is recorded for those that vote outcomes are not disclosed while "Withdraw" is recorded for those being withdrawn eventually. "Pending" is recorded for those with vote outcomes that are currently pending.

Finally, "One year" is recorded if Votes1yr is the largest of Votes1yr, Votes2yr and Votes3yr. "Two years" is recorded if Votes2yr is the largest of Votes1yr, Votes2yr and Votes3yr. "Three years" is recorded if Votes3yr is the largest of Votes1yr, Votes2yr and Votes3yr.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VoteResult

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Decided By

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates how the decision at the general meeting was taken.

ISS limits possible values to this data point to the following: (1) Poll, (2) Proxy, and (3) Show of hands.

OTHER INFORMATION

DATA TYPE:	CODE
DB TABLE.FIELDNAME:	MeetingResultsProposal.DecidedByOptionID
WRDS COLUMN NAME:	DecidedBy

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Vote Requirement Text

Company Data | Shareholder Proposal

DESCRIPTION

This data point indicates the vote required for the proposal to be approved.

This field is left blank when information is not available.

OTHER INFORMATION

DATA TYPE: CODE

DB TABLE.FIELDNAME: ShareholderResolutionDetail

WRDS COLUMN NAME: Requirement

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Vote on Say on Pay Frequency - 1 yr

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point is specificially for the "Advisory Vote on Say on Pay Frequency" proposal.

This refers to the number of shares that shareholders cast as FOR for shareholder advisory votes on the frequency of conducting shareholder advisory votes on executive compensation ("say on pay") to be 1 year.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedFor1yr, votes1yr

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Vote on Say on Pay Frequency - 2 yrs

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point is specificially for the "Advisory Vote on Say on Pay Frequency" proposal.

This refers to the number of shares that shareholders cast as FOR for shareholder advisory votes on the frequency of conducting shareholder advisory votes on executive compensation ("say on pay") to be 2 years.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedFor2yr, votes2yr

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Vote on Say on Pay Frequency - 3 yrs

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point is specificially for the "Advisory Vote on Say on Pay Frequency" proposal.

This refers to the number of shares that shareholders cast as FOR for shareholder advisory votes on the frequency of conducting shareholder advisory votes on executive compensation ("say on pay") to be 3 years.

OTHER INFORMATION

DATA TYPE:	NUMERIC
DB TABLE.FIELDNAME:	VoteResult
WRDS COLUMN NAME:	VotedFor3yr, votes3yr

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Meeting Results Proposal Note

Company Data | Agenda & Vote Results | Vote Results

DESCRIPTION

This data point is used to provide additional useful information on the proposal.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE.FIELDNAME:	MeetingResultsProposal.Note
WRDS COLUMN NAME:	Note

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Mutual Funds / NPX

Institution Name

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point refers to the name of the investment institution.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE NAME:	Institution.InstitutionName
WRDS COLUMN NAME:	InstitutionName

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Institution ID

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point reflects the unique identifier assigned to each institution.

ISS generates this identifier.

See also Institution Name

OTHER INFORMATION

DATA TYPE: INT
DB TABLE NAME: Institution.InstID
WRDS COLUMN NAME: InstitutionID

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Fund Name

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point refers to the name of the fund.

See also Fund ID

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE NAME:	Funds.FundName
WRDS COLUMN NAME:	FundName

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Fund ID

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point reflects the unique identifier assigned to each fund.

ISS generates this identifier.

See also Fund Name

OTHER INFORMATION

DATA TYPE: INT
DB TABLE NAME: Votecast.FundID
WRDS COLUMN NAME: FundID

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Security ID

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point refers the company's unique security identifier as disclosed in the N-PX filing.

This is tied to the company's Secutiy Type ID on record. For example, if the Security Type ID = 1 then the value under Security ID is the company's CUSIP.

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE NAME: Votecast.SecurityID, Security.SecurityID
WRDS COLUMN NAME: SecurityID

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Security Type ID

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point reflects the ISS ID assigned to the type of security identifier used by the company.

ISS limits possible values to this data point to the following:

SecurityTypeID	SecurityType
0	<unknown>
1	CUSIP
2	ISS-coded
3	SEDOL
4	CINS
5	ISIN
6	Japan Quick Code

OTHER INFORMATION

DATA TYPE: INT
DB TABLE NAME: SecurityTypeCode.SecurityTypeID, Votecast.SecurityTypeID
WRDS COLUMN NAME: SecurityTypeID

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Fund Vote

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point refers to how the fund casted its shares regarding an agenda item.

OTHER INFORMATION

DATA TYPE: VARCHAR
DB TABLE NAME: Votecast.VoteCast
WRDS COLUMN NAME: FundVote

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NPX File ID

Company Data | Agenda & Vote Results | NPX

DESCRIPTION

This data point refers to the SEC Accession Number of the N-PX filing. This is a unique identifier assigned automatically to an accepted submission by the SEC's EDGAR Filer System.

OTHER INFORMATION

DATA TYPE:	VARCHAR
DB TABLE NAME:	Votecast.NPXFileID
WRDS COLUMN NAME:	NPXFileID

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