



Corporate Governance

STOCK DATA

CORPORATE GOVERNANCE

SEC FILINGS

QUARTERLY EARNINGS

NEWS RELEASES

CALENDAR OF EVENTS

ANNUAL REPORTS

ANNUAL MEETING

ANALYST COVERAGE

DIVIDENDS

STOCKHOLDER RESOURCES

EXCHANGE OFFER TAX INFORMATION

INVESTOR TOOLKIT

[Print Page »](#)

[Email Page »](#)

[RSS Feeds »](#)

[Receive Email Alerts »](#)

[Request Information »](#)

[Investor Relations](#) > [Corporate Governance Guidelines](#)

Corporate Governance Guidelines

[Overview](#) | [Management](#) | [Board of Directors](#) | [Board Committees](#)
[Communication with the Board](#)

[Corporate Governance Guidelines](#)

The Board of Directors of Leidos Holdings, Inc. ("Leidos" or the "Company") recognizes the importance of strong corporate governance as a means of addressing the various needs of the Company's stockholders, employees, customers and other stakeholders. As a result, the Board of Directors has adopted the following guidelines which, together with the Company's certificate of incorporation, bylaws, [committee charters](#) and other key governance practices and policies, provide the framework for the Company's corporate governance.

The Board recognizes that ensuring that the Company observes good corporate governance practices is an ongoing endeavor. As a result, the following guidelines are subject to annual review by the Board of Directors to determine whether they continue to promote the best interests of the Company and its stockholders and comply with all applicable laws, regulations and stock exchange requirements.

ROLE AND STRUCTURE OF BOARD OF DIRECTORS

Role of the Board

The Board of Directors governs and provides oversight over the affairs of the Company for the benefit of our stockholders, as well as our other stakeholders, particularly our employees, customers and the communities in which we do business.

The Board of Directors recognizes the central role that the Company's employee ownership culture has played in the growth and development of the Company and is committed to sustaining a culture that motivates our employees to think and act as owners.

The Board seeks to promote the success and continuity of the Company's business by continuing to promote employee engagement, elect qualified management, oversee the Company's business and activities, and develop a succession planning process and strategic plan. A fundamental goal of the Board is to build long-term value for the Company's stockholders. The Board is committed to conducting our business in a legally responsible and ethical manner.

Board Structure

The Board has determined that the optimal Board size is between 7 and 14 members. The size of



election (i.e., an election in which the number of nominees does not exceed the number of directors to be elected), a nominee for director shall be elected upon receiving a majority of votes cast with respect to his or her election. For election of directors, a majority of the votes cast means that the number of votes cast "for" a nominee exceeds the votes cast "against" that nominee, without counting abstentions as votes cast. In a contested election, directors shall be elected by a plurality of votes cast such that the nominees receiving the greatest number of "for" votes up to the number of authorized director slots shall be elected.

The Board expects an incumbent director to tender his or her resignation, to be effective upon the Board's acceptance, if the director receives a greater number of votes "against" his or her election than were voted "for" his or her election in an uncontested election. The Nominating and Corporate Governance Committee will consider whether or not to accept the tendered resignation or to take some other action, taking into account the best interests of the Company and its stockholders, and communicate such recommendation to the Board. The Board will consider the Nominating and Corporate Governance Committee's recommendation and take action within ninety (90) days from the date of the certification of the election results. Thereafter, the Board will promptly disclose its decision as to whether or not to accept the tendered resignation (and the reasons for rejecting the tendered resignation, if applicable) to the public in a press release, current report on Form 8-K filed with the Securities and Exchange Commission or some other public announcement.

While the Board is considering a director's resignation, he or she shall remain active and engaged in Board and committee activities, but will not participate in any Nominating and Corporate Governance Committee or Board action regarding whether or not to accept the tendered resignation or to take some other action. In the event that a majority of members of the Nominating and Corporate Governance Committee have offered to resign, the remaining independent directors on the Board (as determined pursuant to these guidelines) will consider the tendered resignations and communicate their recommendation to the Board.

Membership Criteria

The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for recommending nominees for membership on the Board consistent with the criteria established by the Board. In discharging this responsibility, the Committee receives input from the Chair of the Board and Chief Executive Officer and shall consider candidates recommended by stockholders. The Board believes its membership should reflect a broad range of experience, knowledge and judgment beneficial to the broad business diversity of the Company. The Company expects a high level of commitment from the directors and will review a candidate's other commitments and service on other boards to ensure that the candidate has sufficient time to devote to Leidos. In recommending nominees for membership on the Board, the Nominating and Corporate Governance Committee shall observe the following principles:

A majority of directors must meet the independence criteria set forth below.

Based upon the desired Board size of 7 to 14 directors, no more than three directors may be employees of the Company (an "Employee Director").

Only full-time employees who serve as either the Chief Executive Officer or a direct report to the Chief Executive Officer will be considered as candidates for an Employee Director position.

No director may be a consultant to the Company.

Independence

Independent directors are independent of management and free from any relationship that, in the judgment of the Board, would interfere with the exercise of their independent judgment as a director. No director will qualify as independent unless the Board affirmatively determines that the director has no material relationship with the Company (directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Company defines an "independent" director in accordance with Section 303A.02 of the NYSE's Listed Company Manual, which is included as an appendix to these guidelines for reference. This definition includes objective



Board Leadership Structure

The Company's Bylaws provide that the directors shall select on an annual basis a Chair from among the directors. The Board believes that it is in the best interests of stockholders for the Board to have the flexibility to determine the most qualified and appropriate individual to serve as Chair of the Board, whether or not that person is an independent director. It is the Company's policy to adopt the practice that best serves the Company's needs at any particular time. The Board determines the appropriate leadership structure based on its assessment of the Board's and the Company's needs and the people and situation involved. If the Chair of the Board is not an independent director, the Nominating and Corporate Governance Committee shall nominate an independent director to serve as "Lead Director," who shall be approved by a majority of the independent directors.

The Lead Director shall have the following duties and responsibilities, which are designed to increase Board effectiveness, maintain Board independence and provide oversight of management: (i) review and provide input to the Chair and Corporate Secretary regarding meeting agendas and the annual schedule of meetings, (ii) provide input to the Chair on the quantity, quality and timeliness of information provided to the Board, (iii) call and chair all meetings of the independent directors and apprise the Chair of the issues considered, as appropriate, (iv) preside, in the Chair's absence, at Board meetings and the annual meeting of stockholders, (v) help the Chair facilitate full and candid Board discussions, ensure all directors express their views on key Board matters and assist the Board in achieving a consensus, (vi) be authorized to attend all committee meetings, as appropriate, (vii) serve as the liaison between the independent directors and the Chair and Chief Executive Officer, (viii) be available for consultation and direct communication with significant stockholders and other interested parties, if requested, (ix) collaborate with the Human Resources and Compensation Committee on the annual performance evaluation of the CEO, (x) collaborate with the Nominating and Corporate Governance Committee on the performance and structure of the Board of Directors and its committees, including the performance of individual directors, (xi) on behalf of the independent directors, retain such counsel or other advisors as they deem appropriate in the conduct of their duties and responsibilities, and (xii) perform such other duties as the Board may determine from time to time.

Limit on the Number of Other Board Memberships

Independent directors should not serve on more than four other boards of publicly traded companies in addition to the Company's Board of Directors. In addition, the Nominating and Corporate Governance Committee considers each director's other commitments as a factor in determining the nominees to be recommended for election or reelection. An Employee Director may not serve on the board of more than two other public companies. Any board membership of Employee Directors or other executive officers on the boards of other publicly traded companies must be approved in advance by the Chief Executive Officer, the Chair of the Board or the Lead Director, as appropriate.

Change of Responsibility of Director

Any director who retires from his or her principal current employment, or who materially changes his or her current position, shall tender a letter of resignation that provides for the resignation only being effective upon Board acceptance. The Nominating and Corporate Governance Committee shall then recommend whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria.

Resignation Policy for Employee Directors

Employee Directors shall resign from the Board upon their resignation, removal or retirement as an officer of the Company or if they do not otherwise satisfy the criteria for Board membership unless the Board determines, on the recommendation of the Nominating and Corporate Governance Committee, that continued service on the Board is in the best interests of the Company and its stockholders.

Retirement Age

The Board has adopted a standard retirement age of 75 for independent directors and 65 for Employee Directors. It is the general policy of the Nominating and Corporate Governance Committee not to nominate candidates for re-election at any annual stockholder meeting to be held after he or she has attained the applicable retirement age.



experience and thorough understanding of the Company's history, practices and objectives. As an alternative to term limits, the Board believes that the evaluation and nomination process will ensure that the Company has a properly constituted and functioning Board.

BOARD MEETINGS

Agenda for Board Meetings

The Chair of the Board shall establish the agenda for each Board meeting, after consulting with the Lead Director, if applicable. Board members are encouraged to submit their ideas for agenda items to the Chair as far in advance of a Board meeting as possible. In addition, at the beginning of the Company's fiscal year, the Chair of the Board, after consulting with the Lead Director, if applicable, will establish a tentative schedule of subjects to be discussed during the year. During at least one meeting each year, the Board shall review the Company's long-term strategic plans, succession plan and critical issues that the Company expects to confront in the future.

Advance Distribution of Materials

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing or electronically to the directors before the meeting. The Secretary will distribute meeting materials at least one week before each regularly scheduled Board meeting and as far in advance of special meetings as possible. Directors are responsible for reviewing these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be extremely confidential or time-sensitive, making the advance distribution of these materials inappropriate or impractical.

Director Attendance at Board and Annual Meetings

Directors are expected to attend regularly scheduled meetings of the Board of Directors and the Annual Meeting of Stockholders in person. Telephonic attendance at regular Board meetings is permitted in extenuating circumstances with the approval of the Chair of the Board.

Executive Sessions of Independent Directors

Each regularly scheduled Board meeting will include an executive session of the independent directors without Employee Directors or management personnel present. The independent directors will meet in executive session at other times at the request of any independent director. Matters to be discussed in executive session may include compensation, management performance, succession planning, corporate governance and other sensitive topics. The independent Chair, or the Lead Director, as applicable, shall preside over the executive sessions of the independent directors.

DIRECTOR COMPENSATION

Role of Board and Human Resources and Compensation Committee

The Human Resources and Compensation Committee will periodically review director compensation, with the assistance of an independent compensation advisor, and recommend the form and amount of director compensation for approval by the Board. The Board will approve the form and amount of director compensation in accordance with the policies and principles set forth below.

Form of Compensation

The Board believes that directors should be incentivized to focus on long-term stockholder value. Including equity-based compensation as a significant part of director compensation helps align the interest of directors with those of the Company's stockholders.

Amount of Compensation

The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate independent directors competitively relative to comparable companies. In determining director compensation, the Human Resources and Compensation Committee and the Board of Directors understand that the independence of directors could be questioned if director



independent directors.

Director Stock Ownership

The Board believes that directors should acquire and hold shares of Company stock in an amount that is meaningful and appropriate. Directors may elect to defer some or all of any cash component of compensation to be paid in Company stock. To encourage directors to have a direct and material investment in Company stock, the Board has adopted stock ownership guidelines that encourage directors to hold shares of the Company's stock with a value of at least five times the annual retainer, to be achieved within three years of joining the Board.

Employee Directors

Employee Directors shall receive no additional compensation for Board or committee service.

COMMITTEE MATTERS

Key Committees and Structure of Committees

The principal committees of the Board of Directors are the Audit Committee, Human Resources and Compensation Committee, Ethics and Corporate Responsibility Committee, Finance Committee, and Nominating and Corporate Governance Committee. The Audit Committee, Human Resources and Compensation Committee and Nominating and Corporate Governance Committee shall be comprised entirely of independent directors.

Assignment of Committee Members

The Nominating and Corporate Governance Committee is responsible for recommending to the Board of Directors the directors to be appointed to each committee of the Board. The Nominating and Corporate Governance Committee will consider the skills and qualifications of each director, as well as the interests of individual directors, in making assignments. Committee Chairs shall be recommended by the Nominating and Corporate Governance Committee and selected by the Board of Directors. The Board believes that it is desirable to rotate both committee and chair assignments periodically. Absent circumstances in which the Board determines that rotation is not in the Company's best interest, such as where a board member has specialized knowledge or experience, it is generally expected that a committee chair's tenure will be limited to five years.

Committee Charters

Each committee has its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership. The charters also will provide that each committee will annually evaluate its own performance. The Nominating and Corporate Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of each committee charter. After consulting with the committee chair, the Nominating and Corporate Governance Committee will recommend appropriate changes to the committee charters to the Board of Directors for approval.

Selection of Agenda Items

The chair of each committee, in consultation with the members of the committee and appropriate members of management, will develop the committee's agenda. Meeting materials are prepared and provided to committee members sufficiently in advance of meetings to allow adequate time for meeting preparation.

Frequency and Length of Committee Meetings

The chair of each committee, in consultation with the committee members, will determine the frequency and length of committee meetings consistent with any requirements set forth in the committee's charter.

Reports to the Board

Each committee will report material issues to the Board and will provide meeting minutes or oral reports of its activities to the Board of Directors at the Board's regularly scheduled meetings.

ACCESS TO MANAGEMENT, OUTSIDE ADVISORS AND THIRD PARTIES

**Attendance of Non-Directors at Board and Committee Meetings**

The Board welcomes attendance at Board and Committee meetings by selected senior executives of the Company. Senior executives, from time to time, may bring additional Company personnel into Board meetings who (i) can provide additional insight on the items being discussed because of personal involvement in these areas, or (ii) appear to be persons with future potential who should be given exposure to the Board. Attendance of non-directors at Board meetings must be approved by the Chair of the Board or Chair of the applicable Committee and coordinated with the Secretary.

Access to Outside Advisors

The Board, the independent directors as a group and each committee all have the power to consult with legal, financial, compensation or other advisors, as they deem necessary or appropriate. No advance approval or consultation with an officer of the Company is required, but a Committee chair seeking to retain an advisor should consult with the Lead Director or Chair of the Board, as appropriate, before retaining the advisor. The Company shall pay the fees and expenses of such advisors.

Board Interaction with Institutional Investors and the Press

The Board believes that the Chief Executive Officer and his designees speak for the Company. Individual Board members should avoid making public comments or communicating to the press concerning matters involving the Company without prior authorization of the Chief Executive Officer. The Board will give appropriate attention to written communications submitted by stockholders and other interested parties and will respond if and as appropriate.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION**Director Orientation**

The Company's management, as directed by the Board, shall conduct a mandatory orientation program for new directors. The agenda for the orientation shall be determined by the Chair of the Board, with input from the Nominating and Corporate Governance Committee, the Chief Executive Officer and the General Counsel. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic and financial plans, any risk management issues, its legal responsibilities and compliance programs, its codes of conduct, its principal officers, and its internal and independent auditors. New directors are required to complete the Company's ethics training course and to comply with the Board's code of conduct. In addition, the orientation program shall include a review of the Company's expectations of its directors in terms of time and effort and a review of the directors' fiduciary duties.

Continuing Education

The Board and management will provide updates and presentations on new legal and compliance issues as warranted by developments in the law or by best practices. The Company expects directors to participate in continuing education opportunities on the Company's organization, business units, strategic plan, significant financial, accounting and risk-management issues, governance policies and ethics. Existing directors are expected to complete the Company's ethics training course upon reelection and to comply with the Board's code of conduct. The Company also expects each director to participate in external continuing director education programs as necessary to enable the director to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education.

Annual Performance Evaluation of the Board

The Board will conduct an annual review of its performance to determine whether the Board is functioning effectively. The Nominating and Corporate Governance Committee will oversee the annual self-evaluation of the Board by determining the nature of the evaluation, supervising the conduct of the evaluation, preparing an assessment of the Board's performance, and discussing the results with the Board. These annual self-evaluations shall include an evaluation of whether the individuals sitting on the Board bring the necessary skill sets and experience to the Company, and whether the Board is working effectively as a group.



performance of the Chief Executive Officer and other Executive Officers based on a specific set of performance objectives. The Human Resources and Compensation Committee shall determine and approve the Chief Executive Officer's compensation and shall report such determination to the Board.

Succession Planning

The Board of Directors believes it is critical to the success of the Company that continuity of leadership is ensured and that a succession plan exists for the Chief Executive Officer and other key officers. The Nominating and Corporate Governance Committee of the Board evaluates and makes recommendations to the Board on candidates for the position of Chief Executive Officer in the event that a vacancy arises or is anticipated to arise, through the death, disability, retirement or resignation of the Company's Chief Executive Officer. The Nominating and Corporate Governance Committee also is responsible to ensure that processes are in place for management development and succession throughout the leadership ranks.

ETHICS AND CORPORATE RESPONSIBILITY

Ethics Policies

All of the Company's employees, including executive officers, are required to comply with the Company's Code of Conduct, which describes our standards for protecting the Company's and its customer's assets, fostering a safe and healthy work environment, dealing fairly with customers and others, conducting international business properly, reporting misconduct and protecting employees from retaliation. This code forms the foundation of the Company's corporate policies and procedures designed to promote ethical behavior in all aspects of the Company's business.

Directors also are required to comply with a Code of Business Conduct of the Board of Directors intended to describe areas of ethical risk, provide guidance to directors and help foster a culture of honesty and accountability. This code addresses areas of professional conduct relating to service on the Company's Board, including conflicts of interest, protection of confidential information, fair dealing and compliance with all applicable laws and regulations.

Conflicts of Interest

The codes of conduct and other related policies of the Company provide that all employees, executive officers and directors must act in the best interests of the Company and refrain from engaging in any activity or having a personal interest that presents or creates the appearance of a "conflict of interest." The Board of Directors recognizes that actual or perceived conflicts of interest may raise questions among stockholders and others as to whether such transactions are consistent with good corporate governance and are in the best interests of the Company and its stockholders. Accordingly, as a general matter, the preference of the Board is to avoid situations involving actual or perceived conflicts of interest. Nevertheless, it is also recognized that there are certain transactions and situations that may be in, or may not be inconsistent with, the best interests of the Company and its stockholders.

In the event that an executive officer of the Company has an unavoidable conflict of interest or seeks a waiver of a provision of the Code of Conduct, the officer shall notify the Secretary and/or the Ethics Department, who shall arrange for the Ethics and Corporate Responsibility Committee or Audit Committee of the Board, as appropriate, to consider the request. It is the policy of the Board generally not to waive a conflict of interest or a requirement of the Code of Conduct applicable to any executive officer. The waiver shall be granted only if such approval is obtained. The Ethics and Corporate Responsibility Committee or Audit Committee shall advise the Board whenever a request for a waiver of the Code of Conduct or conflict of interest issue has been considered by the committee and the results of the committee's evaluation of the issue.

With respect to members of the Board of Directors, because of the business relationships that a director may have outside of the Company, it is possible that actual or potential conflicts of interest may develop as a result of actions contemplated by the Company or another person. If a director becomes aware of an actual or potential conflict of interest with the Company, he or she should promptly inform the Chair of the Ethics and Corporate Responsibility Committee. If the director's independence could be impaired, the should also notify the Chair of the Board and the Chair of the Nominating and Corporate Governance Committee to consider what action, if any, may be required.



the Company cannot serve on another director's Board if that director is also an officer of that company.

Communication with Directors

Stockholders and employees may contact directors by writing to them either individually, the independent directors as a group, or the entire Board of Directors at the address indicated below. Anyone who has a concern about the Company's conduct, or about the Company's accounting, internal accounting controls or auditing matters, may communicate that concern to the Board of Directors, the independent directors, or the chair of the appropriate Board committee, such as the Audit Committee. Such communications may be confidential and anonymous, and may be reported by written communication, or to the toll-free phone number or internet address published on the Company's website. All such concerns will be promptly forwarded to the appropriate directors for their review. Communications addressed to all directors or the independent directors as a group may be forwarded to the independent Chair or the Lead Director, as applicable, who will determine if the communications should be distributed to additional directors based on the nature and content of the communication. The independent directors may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company's Code of Conduct prohibits any retaliation or adverse action being taken against anyone for raising an integrity concern.

Written communications to individual directors, the independent directors as a group, or the entire Board of Directors can be sent to them c/o Corporate Secretary, Leidos, 11955 Freedom Drive, Reston, VA 20190. Employee concerns regarding accounting, internal accounting controls, or auditing matters may be submitted in writing addressed to: Chair, Audit Committee, Leidos, 11955 Freedom Drive, Reston, VA 20190, or by telephone to the Ethics Hotline (855) 753-4367. The correspondence will be sent to the Chair of the Audit Committee who will determine the appropriate manner for investigating and responding to the concern.

CORPORATE GOVERNANCE GUIDELINES UPDATES



Revision to Corporate Governance Guidelines

The Nominating and Corporate Governance Committee will review these governance principles at least annually and recommend appropriate changes to the Board of Directors for approval.

Appendix A

NYSE Listed Company Manual Excerpt:

"303A.02 Independence Tests

In order to tighten the definition of "independent director" for purposes of these standards:

(a)(i) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company).

(ii) In addition, in affirmatively determining the independence of any director who will serve on the compensation committee of the listed company's board of directors, the board of directors must consider all factors specifically relevant to determining whether a director has a relationship to the listed company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

(A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the listed company to such director; and

(B) whether such director is affiliated with the listed company, a subsidiary of the listed company or an affiliate of a subsidiary of the listed company.

or that might bear on the materiality of a director's relationship to a listed company (references to "listed company" would include any parent or subsidiary in a consolidated group with the listed company). Accordingly, it is best that boards making "independence" determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the listed company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. However, as the concern is independence from management, the Exchange does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

When considering the sources of a director's compensation in determining his independence for purposes of compensation committee service, the board should consider whether the director receives compensation from any person or entity that would impair his ability to make independent judgments about the listed company's executive compensation.

subsidiary of the company, in determining his independence for purposes of compensation committee service, the board should consider whether the affiliate relationship places the director under the direct or indirect control of the listed company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair his ability to make independent judgments about the listed company's executive compensation.

Disclosure Requirement: The listed company must comply with the disclosure requirements set forth in Item 407(a) of Regulation S-K."

(b) In addition, a director is not independent if:

(i) The director is, or has been within the last three years, an employee of the listed company, or an immediate family member is, or has been within the last three years, an executive officer, 1 of the listed company.

Commentary: Employment as an interim Chairman or CEO or other executive officer shall not disqualify a director from being considered independent following that employment."

(ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

Commentary: Compensation received by a director for former service as an interim Chairman or CEO or other executive officer need not be considered in determining

(other than an executive officer) need not be considered in determining independence under this test.”

(iii) (A) The director is a current partner or employee of a firm that is the listed company's internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit; or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company's audit within that time.

(iv) The director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the listed company's present executive officers at the same time serves or served on that company's compensation committee.

(v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

“ Commentary: In applying the test in Section 303A.02(b)(v), both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year of such other company. The look-back provision for this test applies solely to the financial relationship between the listed company and the director or immediate family member's current employer; a listed company need not consider former employment of the director or immediate family member.

Disclosure Requirement: Contributions to tax exempt organizations shall not be considered payments for purposes of Section 303A.02(b)(v), provided however that a listed company shall disclose either on or through its website or in its annual proxy statement, or if the listed company does not file an annual proxy statement, in the listed company's annual



independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the listed company to the organization exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues. If this disclosure is made on or through the listed company's website, the listed company must disclose that fact in its annual proxy statement or annual report, as applicable, and provide the website address. Listed company boards are reminded of their obligations to consider the materiality of any such relationship in accordance with Section 303A.02(a) above.

General Commentary to Section 303A.02(b):
An "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. When applying the look-back provisions in Section 303A.02(b), listed companies need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated."

In addition, references to the "listed company" or "company" include any parent or subsidiary in a consolidated group with the listed company or such other company as is relevant to any determination under the independent standards set forth in this Section 303A.02(b).



[ABOUT](#)

[CAPABILITIES](#)

[CAREERS](#)

[INVESTORS](#)

[NEWSROOM](#)



© 2017 Leidos

[PRIVACY POLICY](#)

[SITE MAP](#)

[SEARCH](#)



[FOR CUSTOMERS](#) | [FOR ALUMNI](#) | [FOR EMPLOYEES](#) | [FOR SUPPLIERS](#)

[SERVICES](#) | [PRODUCTS](#) | [RESEARCH & DEVELOPMENT](#)
[FEDERAL CONTRACT VEHICLES](#) | [CONTACT US](#)