



## Summary: CGQ Governance Data Feed Criteria

Note that some of the ratings factors are also looked at in combination under the premise that corporate governance is enhanced when selected combinations of these criteria are adopted.

<b>Board</b>		<b>State of Incorporation</b>
1	Board Composition	39-45 State Anti-takeover Provisions
2	Nominating Committee	<b>Executive and Director Compensation</b>
3	Compensation Committee	46 Cost of Option Plans
4	Governance Committee	47 Option Re-pricing Permitted in Plan?
5	Board Structure	48 Shareholder Approval of Option Plans
6	Board Size	49 Director Compensation
7	Changes In Board Size	50 Option Burn Rate
8	Cumulative Voting	51 Performance Based Compensation
9	Boards Served On - CEO	52 Options Backdating
10	Boards Served On - Other Than CEO	<b>Qualitative Factors</b>
11	Former CEO's	53 Board Performance Reviews
12	Chairman/CEO Separation	54 Individual Director Performance Reviews
13	Governance Guidelines	55 Meetings of Outside Directors
14	Response To Shareholder Proposals	56 CEO Succession Plan
15	Board Attendance	57 Directors Resign Upon Job Change
16	Board Vacancies	58 Outside Advisors Available to Board
17	Related Party Transactions - CEO	<b>Ownership</b>
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22	Audit Committee - Financial Experts	64 Mandatory Holding Period for Restricted Stock
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27-31	Features of Poison Pills	
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33	Vote Requirements - Approval of Mergers	
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35	Special Meetings	
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37	Capital Structure - Dual Class	
38	Capital Structure - Blank Check Preferred	