

An aerial photograph of a terracotta tiled roof, with the tiles arranged in a grid pattern. The roof is reflected in a body of water, creating a symmetrical, inverted image. The sky and clouds are also reflected in the water, creating a complex, layered visual effect. The overall color palette is dominated by the reddish-brown of the tiles, the blues and greens of the sky and water, and the white of the clouds.

SpencerStuart

2018 Mexico  
Spencer Stuart  
Board Index

## ABOUT SPENCER STUART BOARD SERVICES

---

At Spencer Stuart, we know how much leadership matters. We are trusted by organizations around the world to help them make the senior-level leadership decisions that have a lasting impact on their enterprises. Through our executive search, board and leadership advisory services, we help build and enhance high-performing teams for select clients ranging from major multinationals to emerging companies to nonprofit institutions.

Privately held since 1956, we focus on delivering knowledge, insight and results through the collaborative efforts of a team of experts — now spanning 57 offices, 30 countries and more than 50 practice specialties. Boards and leaders consistently turn to Spencer Stuart to help address their evolving leadership needs in areas such as senior-level executive search, board recruitment, board effectiveness, succession planning, in-depth senior management assessment and many other facets of organizational effectiveness.

For more than 30 years, our Board Practice has helped boards around the world identify and recruit independent directors and provided advice to board chairs, CEOs and nominating committees on important governance issues. We serve a range of organizations across geographies and scale, from leading multinationals to smaller organizations. In the past year alone, we conducted more than 600 director searches worldwide, and in North America one-third of those assignments were for companies with revenues under \$1 billion.

Our global team of board experts works together to ensure that our clients have unrivaled access to the best existing and potential director talent, and regularly assists boards in increasing the diversity of their composition. We have helped place women in more than 1,800 board director roles and recruited more than 600 diversity executives around the world.

In addition to our work with clients, Spencer Stuart has long played an active role in corporate governance by exploring — both on our own and with other prestigious institutions — key concerns of boards and innovative solutions to the challenges facing them. Publishing the *U.S. Spencer Stuart Board Index (SSBI)*, now in its 33<sup>rd</sup> edition, is just one of our many ongoing efforts.

Each year, we sponsor and participate in several acclaimed director education programs, including:

- » Next-Gen Board Leaders (NGBL), an initiative designed to foster a community of current and aspiring directors to spark discussion around the challenges, opportunities and contributions of a younger generation in today's boardrooms
- » The Global Institute, sponsored by the WomenCorporateDirectors (WCD) Foundation
- » The Corporate Governance Conference at Northwestern University's Kellogg School of Management
- » The New Directors Program, a unique two-year development program designed to provide first-time, non-executive directors with an exclusive forum for peer dialogue on key issues and "unwritten rules" of corporate boards, produced in partnership with the Boston Consulting Group, Frederick W. Cook & Co., Davis Polk, Lazard and PricewaterhouseCoopers

## Social Media @ Spencer Stuart

Stay up to date on the trends and topics that are relevant to your business and career.



© 2019 Spencer Stuart. All rights reserved.

For information about copying, distributing and displaying this work, contact: [permissions@spencerstuart.com](mailto:permissions@spencerstuart.com).



# Contents

<b>1</b>	<b>Introduction</b>
1	Our Perspective
2	Boards of Directors
<b>3</b>	<b>Methodology</b>
3	Corporate Governance in Mexico
<b>4</b>	<b>Board Composition</b>
4	Size
5	Gender Diversity
8	Independence
10	Average Age
11	Re-Election Terms
12	Selection Criteria
13	Education
<b>15</b>	<b>Board Organization and Process</b>
15	Meetings
15	Committee Structure and Independence
<b>17</b>	<b>Director Compensation</b>
<b>18</b>	<b>Epilogue: Challenges</b>
<b>19</b>	<b>How Does Your Board Compare?</b>
<b>20</b>	<b>Data Tables</b>
21	International Benchmarks
25	Comparative Board Data

# Introduction

11.6

Average number  
of directors on  
Mexican boards

The 2018 *Mexico Spencer Stuart Board Index* provides insight into board composition and governance among Mexico's largest companies, as well as companies across the world. To collect this data, we surveyed board members' opinions on the economic environment, the effectiveness of their companies' corporate governance, compensation and commitment levels, as well as key competencies that board members should possess.

For more than 30 years, Spencer Stuart has studied global corporate governance trends, highlighting trends and best practices. In this index, we review information on board composition, board committees and director compensation from the largest public companies across the world. All told, Spencer Stuart offices create more than 30 board indexes.

## OUR PERSPECTIVE

Over the last few years, we've seen substantial growth in the public's interest in board performance and corporate governance. Investors are increasingly active, and they have high expectations in areas such as board composition, transparency and the shareholders' ability to participate.

Board composition has become an area of particular interest as investors have become more demanding about the relevance of individual directors' experience and their contributions. More than ever, investors are carefully analyzing changes in board structure and composition, as well as director performance and assessment practices.

Today, an increasing number of entities — shareholders, markets and regulatory bodies — are paying more attention to boards. These groups want to make sure that board performance is at the highest level and aligns with the shareholders' interests and expectations. In response, boards are increasing transparency, reviewing their corporate governance practices and establishing new protocols for shareholder participation.

The purpose of the *Mexico Spencer Stuart Board Index* is to provide business leaders, investors, directors and interested individuals with a broader vision of corporate governance practices in Mexico. When possible, we have included Spencer Stuart data from the main 2016 European and United States indexes to provide comparative insight.

6%

of Mexican directors  
are women

## BOARDS OF DIRECTORS

In its capacity as an organization's main corporate body, the board of directors establishes a company's governance policies and strategic direction. Board members' responsibilities include (but are not limited to):

- » protecting the interests of shareholders, clients and consumers, employees, suppliers and stakeholders
- » ensuring sustainable and profitable growth while also maintaining a long-term vision
- » critically analyzing the company's financial results and indicators
- » supporting the chair or general manager and management in the establishment of an optimal business strategy, monitoring its implementation and positively challenging the performance of the executives
- » ensuring succession plans for management (and the board of directors itself) align with the business strategy
- » complying with the regulatory obligations (structural, behavioral and financial), and maintaining the shareholders' trust by upholding the best possible corporate governance standards
- » understanding the financial, operational and reputational risks faced by the company and the sector in which it operates
- » ensuring that appropriate precautions are taken to mitigate and control risks
- » communicating all decisions and actions taken by the board
- » appreciating the company's social impact and bearing such perspective in mind during the internal decision-making process

48%

of Mexican directors are independent

# Methodology

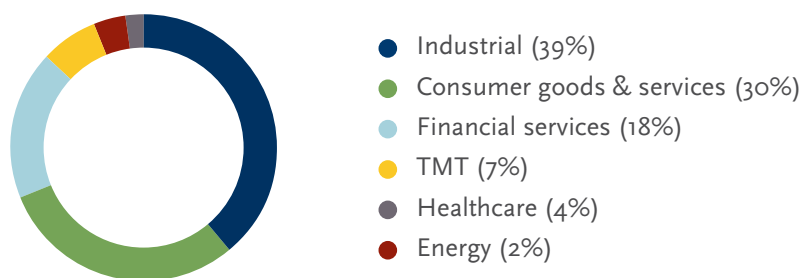
This inaugural *Mexico Spencer Stuart Board Index* offers a broad analysis of board practices of the companies that trade on the Mexican Stock Exchange (*Bolsa Mexicana de Valores*, or BMV) and that conform to the Prices and Quotations Index (*Índice de Precios y Cotizaciones*, or IPC). The main topics are board composition and compensation practices of the Mexican companies with high corporate governance standards. Comparisons with other countries are included, based on information Spencer Stuart amassed in 2016. Altogether, we gathered data on 981 members of Mexican boards.

The Mexican Stock Exchange regulates the obligations of share issuers through the Issuers Single Circular Letter (*Circular Única de Emisoras*). Taking into account the requirements established by the BMV, we gathered all the public information provided by the securities-issuing companies in the BMV, and the issuing companies conforming to the IPC, for a total of 110 corporations. Additionally, we used information provided in the relevant companies' 2016 annual reports. These reports were published during the first quarter of 2017 and contain data from the period between January 1 and December 31, 2016.

The 110 companies in this index were analyzed and classified in six sectors in accordance with their activity. Industrial companies make up the largest sector, representing 39% of the organizations. The next largest sectors are consumer goods & services (30%); financial services companies (18%); technology, media and telecommunications (7%); healthcare (4%) and energy (2%).

---

## Percentage of Companies per Sector



---

## CORPORATE GOVERNANCE IN MEXICO

The regulations governing the Mexican Stock Exchange are based on the Best Corporate Practices Code, which is issued by the Business Coordination Council (*Consejo Coordinador Empresarial*, or CCE). The code is voluntary for corporations and is valid for all companies in Mexico, whether they are private or listed on the Mexican Stock Exchange.

The Mexican Stock Exchange has counseled companies that wish to access the stock market, supporting them with documents and information on the requirements to lead the expansion thereof. (For example, the Information Guide for Corporations, the Corporate Governance Guide and the aforementioned Best Practices Code of the CCE.)

# Board Composition

A board’s composition is one of the most important aspects of its operation. It’s crucial that a board is appropriately sized and is comprised of independent and inside directors who contribute experiences and abilities that reflect the company’s strategic priorities, and can also address relevant risk areas.

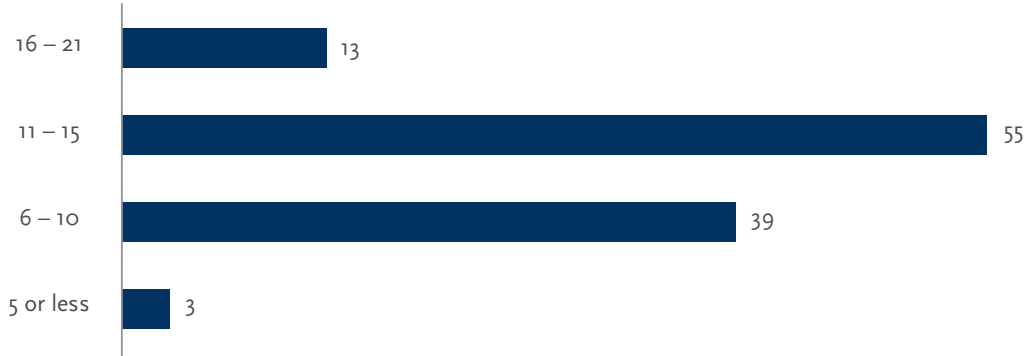
In Mexico, boards have an increasing amount of responsibility. Today, a board makes strategic contributions to the organization and helps define the company’s mission and vision, adding to its long-term sustainability. The members of the board of directors are elected at the general shareholders meeting.

## MEXICAN BOARDS AVERAGE JUST UNDER 12 MEMBERS

In Mexico, the Securities Market Law dictates that boards of securities issuers may be comprised of no more than 21 directors, and at least 25% of these directors must be independent.

The average size of boards in Mexico is 11.6 members (just below the international average of 12.1 members), and half of the 110 Mexican boards have between 11 and 15 directors. Only three boards have five or fewer directors, while 39 boards have between six and 10 directors and 13 boards have between 16 and 21 directors.

Size of Mexican Boards — Average Number of Members



## Average Size of Global Boards

	Mexico	Colombia	Peru	Chile	Spain	United States	Brazil	International average
Members #	11.6	10.1	7.5	8.6	10.8	10.8	9.2	12.1

The largest boards are in the technology, media and telecommunications (12.4 directors) and consumer goods & services (12.1 directors) sectors. The sectors with the smallest average boards are healthcare (10.8 directors) and energy (8.5 directors).

## Average Size of Boards by Sector

Sector	Average size
TMT	12.4
Consumer goods & services	12.1
Industrial	11.4
Financial services	11.2
Healthcare	10.8
Energy	8.5

The presence of alternate directors has been fairly prevalent in Mexico, but they were not taken into account when we gathered our data. Fewer boards are using them because they add little value and bring uncertainty to board meetings, eventually increasing risks and costs for the company.

## JUST SIX PERCENT OF MEXICAN DIRECTORS ARE WOMEN

At Spencer Stuart, we are committed to bringing greater diversity to boards. Increasingly, the companies we work with are requesting gender diversity as a key component of the search process.

Perhaps as a result of the growing global push to increase gender diversity, women represented 32% of new independent members of global boards in 2016, the highest female representation rate since we started tracking this data. In 2016, women made up 21% of board directors in the United States, 16% of directors in Spain and 8% in Brazil. Despite this milestone, at the current pace, gender equality at the board level will be attained in 2055, according to Equilar.<sup>1</sup>

In Mexico, the interest in gender diversity on boards is just awakening. Consequently, only 6% of directors of Mexican boards are women, below the international average of 10%.



## Percentage of Women on Global Boards

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Percentage of women on boards	6%	8%	4%	7%	6%	16%	21%	10%

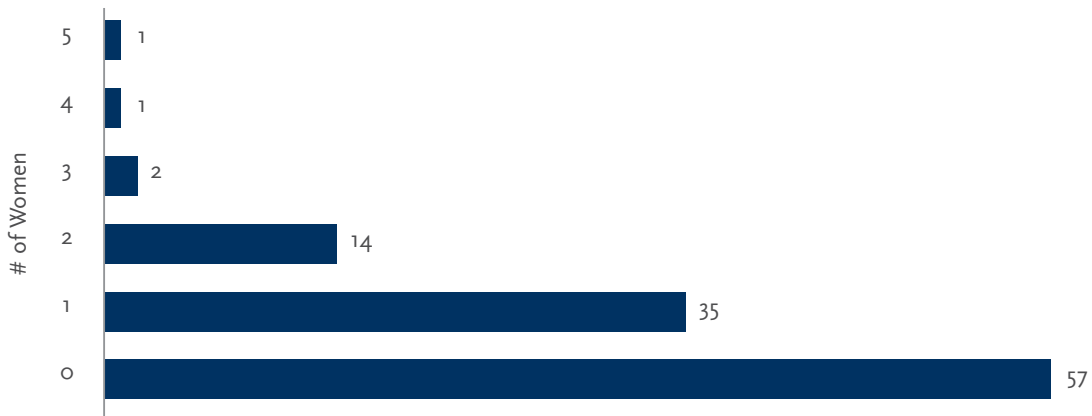
The percentage of female directors in the consumer goods and services (36%) sector is markedly higher than in other sectors. Conversely, boards in the technology, media, and telecommunications, and energy sectors have the lowest representation of women directors (both at 3%).

## Percentage of Women Directors per Sector

Sector	Women %
Consumer goods & services	36%
Industrial	30%
Financial services	20%
Healthcare	8%
TMT	3%
Energy	3%

In Mexico, 35 of the boards have one female director and 18 have two or more women. The rest of the boards have no female directors.

## Women on Mexican Boards



## Boards with at Least One Female Member

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Percentage	48%	44%	71%	38%	33%	83%	98%	59%

Only two Mexican boards (1.8%) indicate they have a female chair, which is just above half the international average (3.5%). This is an area where we will likely see improvement in the coming years as gender diversity becomes a higher priority for Mexican boards.

## Boards with a Female Chair

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Percentage	1.8%	4.3%	2%	0	9.8%	4.1%	1.8%	3.5%

In a constantly changing world, boards derive a welcome degree of agility and creativity from a diversity of perspectives. Gender diversity is commonly considered a priority for most companies, and we are certain to see more women in leadership positions over the next several years.

Some attribute the dearth of women on boards to a perception of a lack of a ready pool of candidates. Yet it is clear from research that overt and unconscious bias contribute to the barriers women face at both the executive and board levels.

To learn more, we recently performed a global survey about the perceptions that affect female representation on boards and management teams. Based on our survey, we identified six crucial steps a board can take to improve gender diversity:

### 1. Identify barriers to the process

Organizations must restate their recruiting and selection criteria at all levels and review their organizational structure in order to dismantle any barriers that hinder progress. These obstacles can include a lack of role models, limited professional mobility, and false conceptions around promotions and recruitment processes with women.

### 2. Create solid measurements and managerial responsibility

The CEO's involvement and genuine commitment to the cause is crucial this effort, as the company's leader must strategically guide it through the process of creating diversity and inclusion.

### 3. Instill changes in cultural practices and mentality

An organization's culture is anchored in unspoken behaviors, mindsets and social patterns within the company, and this culture must be transformed if the organization is going to achieve higher gender diversity. Managers need to overcome unconscious attitudes that might discourage women's participation and progress. Companies must take early measurement of female employees' careers, identifying and eliminating any systemic barriers that may lead women to leave the company.

#### 4. Offer support to high-potential individuals

Companies should provide training, coaching and support to high-potential women within and outside the organization. Such work should also include active participation of exemplary women in networks and women support groups.

#### 5. Develop wide-ranging plans

An overarching initiative to create high-level change must have a long-term vision that is clearly spelled out and followed across the organization.

#### 6. Protect the employer brand

Organizational practices in terms of diversity and inclusion will affect the brand and the possibility of attracting a new generation of female talent.

### NEARLY HALF OF MEXICAN DIRECTORS ARE INDEPENDENT

The Mexican Securities Market Law states that at least 25% of a board's regular members must be independent. If a board has alternate members, they must also be independent.

"Independent" means anyone who is not:

- » an organization's employee or director or of any affiliate, subsidiary or holding companies, including those persons who have had such capacity during the year immediately prior to the appointment, except for the re-election of an independent person;
- » a shareholder who directly — or by reason of an agreement — directs, guides or controls the majority of the entity's voting rights or who determines the majority composition of the management, direction or controlling bodies;
- » a partner or employee of partnerships or companies that render advisory or consulting services to the issuer or other companies that are members of the same economic group — particularly when earnings for such services represent twenty percent (20%) or more of the operational earnings;
- » an employee or director of a non-profit entity, association or company that receives relevant donations from the issuer;
- » a manager of an entity in which a legal representative of the issuer participates in the board of directors or;
- » a person who receives any compensation from the issuer in addition to any fees as a member of the board of directors, the audit committee or of any other committee created by the board.

Forty-eight percent of Mexican directors are independent, higher than the international average of 44%.

### Percentage of Independent Directors

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Percentage	48%	33%	48%	35%	17%	43%	84%	44%

The industrial sector has the highest percentage of independent members (37%), while the energy sector has the lowest percentage (1%).

### Percentage of Independent Directors per Sector

Sector	Independent directors
Industrial	37%
Consumer goods & services	31%
Financial services	20%
TMT	7%
Healthcare	3%
Energy	1%
<b>Total average</b>	<b>17%</b>

The average number of independent directors per board in Mexico is 5.6, roughly equivalent to the international average of 5.5.

### Average Number of Independent Directors

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Number	5.6	9.2	5.7	2.6	1.5	4.6	9.1	5.5

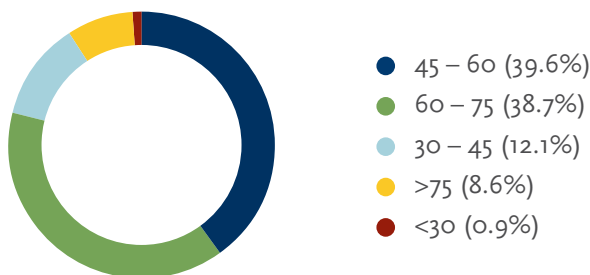
In the coming years, we expect to see a rise in the percentage of independent directors on Mexican boards. One reason for this likely increase: the lack of conflicts of interests for independent directors is highly beneficial during the decision-making process.

## MEXICAN DIRECTORS ARE 59 YEARS OLD ON AVERAGE

The composition of Mexican boards has been repeatedly identified as one of the major priorities companies need to examine. Today's organizations face new challenges, such as increasing multichannel sales, attracting new talent and protecting customer data — all while trying to create long-term value. Board diversity — especially in the matter of director age — will be essential to ensure that boards have the necessary abilities and skills to address the challenges that arise in today's changing environment.

In Mexico, the average board chair is 58 years old, while the average director is 59 and the average CEO is 50. Just under 40% of Mexican board members are between 45 and 60 years old, 12% are between 30 and 45 and 9% are older than 75.

### Composition of Mexican Boards, by Age



The range of ages on Mexican boards runs from 21 to 91 years old, and the average age (59) is essentially equal to the international average (59.7 years old). We are seeing more initiatives that highlight the value of including younger board members, likely because of the growing complexities of the digital world and the impact of the marketplace's changing demographic.

### Average Age of the Members of the Board of Directors

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Average age	59	55	57.7	57.8	66	59.6	62.6	59.7



## RE-ELECTION TERMS VARY BY COMPANY

The frequency of re-elections on Mexican boards is a controversial subject among shareholders, analysts and academicians, as the country has no regulations that dictate a set election period. Likewise, it is rare to find term limits for board members.

Historically, the frequency of re-elections and the length of independent members' terms have varied in accordance with a board's structure, preferences and local habits. In recent years, Spencer Stuart has seen a global increase in the introduction of regular permanence and re-election terms. These indicate an increasing democratization of the corporate governance processes in response to shareholders' demands for transparency and responsibility.

The motivation behind such limits is often to guarantee the regular infusion of individuals who have innovative ideas and new ways of thinking, and also to help boards avoid the complacency that can come with long-tenured directors. Additionally, bringing aboard new directors provides the opportunity to regularly assess the board's strategic needs and bring on directors with the relevant skills and perspectives. Consequently, Mexican boards typically try to create a balance between directors who have been on the board for several years and those who have had a shorter tenure.

Occasionally, a board will face a situation that demands specific contributions or expertise, and the short-term presence of a particular individual may be necessary. One way to address this is by retaining a board adviser instead of appointing a new member. An adviser could attend the meetings where their experience is required without the complication of adding a new member.

Generally, it shouldn't be a problem if a board adds a director for a limited term (provided the reasons are clear). However, a large number of "short-term" appointments may be a distraction and could lead to a "permanent flow" status. It's important to remember that the function of the board depends on the relationship among the members (among other variable elements). For example, 97% of S&P 500 boards carry out annual elections, while 65% of these boards establish no re-election terms and only 16% of the members have a tenure of 11 years or more.

While some Mexican companies don't provide specific re-election terms in their corporate governance codes, it's also common to find directors who have one-year terms. As we've found, the practice varies depending on the company's needs.

## **BOARD MEMBERS SHOULD BE EXPERIENCED AND CONFIDENT**

Being a member of a board is no longer a matter of recognition, prestige, power or influence. Organizations have the duty to identify and prioritize directors who have the necessary abilities, experience and skills that will help the company's strategic goals and align with operations.

Expectations are high for board members, and they are supposed to have a profound understanding of the organization's business model and other critical factors that will lead to its success. Traditionally, individuals with previous board experience have been highly coveted. However, as more boards are seeking to increase their diversity, prior board work is no longer viewed as a requirement. Individuals from consulting environments and public sectors are becoming an important part of Mexican boards, bringing with them very different abilities.

Spencer Stuart has created a list of important attributes and abilities for any external member of a board. The ideal board member is:

- » interested in the business and committed to its goals;
- » able to look globally (and preferably can speak more than one language);
- » objective and independent, prepared to challenge and support the management while also working with a team;
- » a creator of strong relationships and able to serve as a brand ambassador;
- » sharp, intellectually flexible and capable of engaging in complex subjects beyond their area of expertise;
- » experienced in areas that are relevant to the board;
- » understanding of governance practices;
- » fair-minded and possessing deep integrity, wisdom and, above all, common sense;
- » articulate and persuasive — a good listener and communicator;
- » and — perhaps most importantly — humble but possessing a high degree of self-confidence.

Having a highly specialized individual on the board can be a challenge, because it's important that directors can contribute beyond just their area of specialty.

Today, each board member’s personal contribution to the group is increasingly important. Therefore, we are seeing a greater incorporation of abilities matrixes in boards’ internal regulations. Among the companies that issue securities in the BMV, Alfa, América Móvil, Grupo Financiero Banorte, Genera, Grupo Mexico, Mexichem and El Puerto de Liverpool stand out. All of these companies make their director selection criteria available to the public, so shareholders can be assured the team is comprised of professionals with complementary capacities who fit with the company’s high standards.

In addition to the aforementioned general attributes, boards may identify particular needs in the geographical region or skillset within a particular sector. However, directors with specific skills must operate as informed commentators and information interpreters, not as replacements for executives.

### ONE-QUARTER OF MEXICAN DIRECTORS STUDIED ENGINEERING

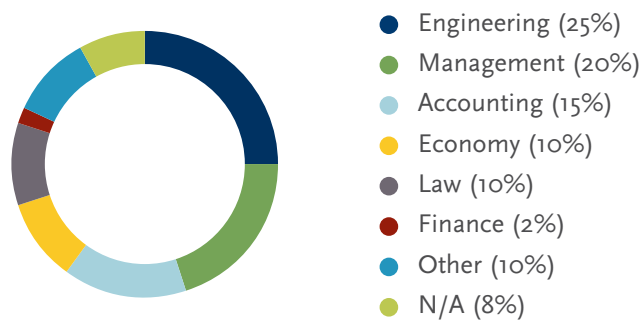
Just as there is growing interest in having board members who complement each other, it is also important to know the educational backgrounds of directors. This information can help identify prejudices that could affect a board’s performance, or even determine academic aspects that help create especially effective boards.

Derived from the data gathered from the 981 members of Mexican boards, we found that 25% of the directors studied undergraduate engineering (in areas including industrial, mechanical, systems, electric and oil). Twenty percent of Mexican directors studied management at the undergraduate level, while at least 6.2% have two or more bachelor’s degrees.

Ten percent of all the members have degrees that correspond to other careers (including social sciences, natural sciences, communication, art and medicine).

---

Distribution of Directors Based on Academic Major



## MORE THAN ONE-THIRD OF DIRECTORS IN ENERGY SECTOR HAVE GRADUATE DEGREES

Also, a notable percentage of Mexican directors have finished post-graduate studies. The energy sector has the highest percentage of directors who possess post-graduate degrees: 35% of board members of energy companies have an MBA, and 29% have at least one master's degree.

Sector	% with specialization	% with MBA	% with at least one master's degree*	% with at least one doctorate
Consumer goods & services	3.3%	21%	7.5%	2.8%
Energy	12%	35%	29%	12%
Financial services	2.7%	17%	17%	4.5%
Industrial	2.6%	20%	10%	2.2%
Healthcare	0	21%	0	12%
TMT	.94%	12%	5.7%	1.9%

\*Non-MBA master's degree

# Board Organization and Process

## MEXICAN BOARDS AVERAGE 4.2 MEETINGS PER YEAR

The majority of Mexican boards hold quarterly meetings, typically lasting between three and eight hours. Some believe there is no substitute for face-to-face interactions; however, the majority of Mexican companies allow some members to participate via video conference if attendance isn't possible.

Boards usually face a variety of complex challenges, so the responsibilities can only be handled through frequent interactions between directors and the company's executives. However, the number of meetings can be flexible, and the frequency often evolves with the company's needs. Some events on the company's agenda demand more frequent board meetings or even certain committee meetings.

The average number of board meetings in Mexico is 4.2 per year, significantly lower than the international average of 10.8 meetings per year.

### Average Number of Board Meetings

	Mexico	Brazil	Colombia	Peru	Chile	Spain	United States	International average
Meetings	4.2	17	11.9	11	12.6	11.3	8.4	10.8

## MEXICAN BOARDS AVERAGE 2.5 COMMITTEES

As Mexican boards' responsibilities have increased, committees' duties have also grown. This provides an opportunity for board members to study particular areas before bringing recommendations to the board, and also allows committees to redirect the board's most strategic and relevant discussions. However, the responsibility for all decisions and actions lies with the board as a whole, and not in a committee that's issuing a particular recommendation.

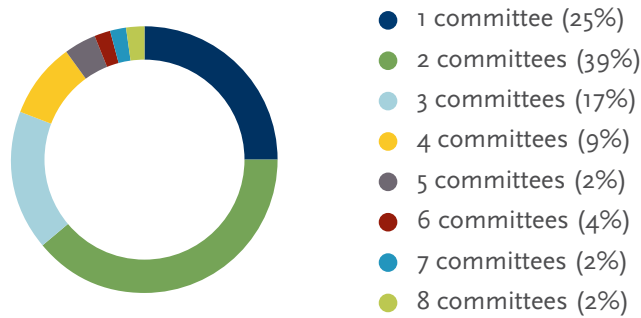
Nevertheless, boards should be careful not to create too many committees, given board members' limited availability. This is a factor that should be considered when discussing the appropriate number of directors. The existence of at least three main committees will be allowed, and they should be partially composed of independent directors.

Moreover, the concept of "everyone does everything" may prevent the better-qualified directors from concentrating on their areas of interest and expertise. For this reason, all members should be able to contribute to the committees of their interest (without fees), provided that this work does not affect their efficiency as a board member.

On average, Mexican boards have 2.5 committees. Twenty-eight boards have just one committee (the audit committee), followed by 43 that have two committees. On the other end of the spectrum, two boards have eight committees.



## Distribution of the Number of Committees



In the case of Mexico, per the Securities Market Law (Article 25), all securities issuers must create an audit committee that shall be comprised exclusively of independent directors and at least three members appointed by the board. The audit committee is in charge of monitoring compliance with the internal audit program and supervising the preparation, submission and disclosure of legally required financial information. The members must also have the necessary experience to fully perform their duties; otherwise, an independent specialist is allowed to attend the meetings. The audit committee must also hire an external auditor of the company, who shall attend the meetings with the right to speak but without voting rights.

After the audit committee, which is present on all Mexican boards, the most common committees are: corporate governance, present on 40% of the boards; compensation, present on 18% of the boards; and the executive and finance & investment committees, which are present on 16% of the boards.

## Prevalence of Committees

Committee	Total %
Audit	100%
Corporate governance	40%
Compensation	18%
Executive	16%
Finance & investment	16%
Risk	8%
Human resources & succession	7%
Sustainability	5%
Ethics	2%
Directive	2%
Other	19%

In an environment of imminent risk and changing regulations, the responsibilities of the audit committee have increased dramatically. As a result, we believe the risk committee will undertake more duties that were originally assigned to the audit committee. The members of both committees need to be aware of the threats and opportunities in today's environment in order to react adequately.

# Director Compensation

Board director compensation is not regulated in Mexico, and the disclosure of payment is not mandatory. Therefore, access to this information is limited.

In our research, we identified a wide variation in director fees: payments ranged from \$9,000 MXN to \$278,100 MXN, depending on the number of annual meetings and the specific number of committees that members participate in.

The following examples are based on boards that provided clear information on the compensation structure:

## **Example 1**

For some boards, the compensation per number of meetings attended may be greater if the director lives abroad (for example: \$9,000 MXN if the member lives in Mexico compared to \$13,000 MXN if the member lives abroad).

It is common for chairs of certain committees to receive higher compensation (for example: \$6,500 MXN for the chair of the audit committee, compared to \$5,000 MXN for a member of that same committee).

## **Example 2**

The amount of compensation paid per meeting attended varies depending on the location of the meeting: for example, directors may be paid \$85,000 MXN if the meeting is held in Mexico compared with a payment of \$220,000 MXN if the meeting is held abroad. Also, the members of the audit committee will receive \$102,000 MXN while the members of other committees will receive \$51,000 MXN.

## **Example 3**

Only the independent members of the board will receive compensation of \$25,000 MXN per meeting attended, while the other directors will not be compensated since they are part of the organization.

## **Example 4**

Four Mexican boards offer one gold coin to all the members per board meeting attended, while two boards offer two gold coins to all the members per board meeting attended.

## **Example 5**

Two boards do not compensate their members in any manner.

# Epilogue: Challenges

Mexican boards are facing countless challenges, and shareholders appear eager to see the results. A global survey performed by Spencer Stuart (in conjunction with Boris Groysberg and Yo-Cheng of the Harvard Business School, the WomenCorporateDirectors (WCD) Foundation and researcher Deborah Bell) identified several challenges that are relevant for Mexican boards:

1. Among political issues, the greatest future issues are the economy, the regulatory environment and cybersecurity.
2. Among board members, women report higher concerns than their male peers. Their issues include risks due to activist investors and cybersecurity, regulatory concerns and supply-chain issues.
3. Board members (particularly women) favor creating tools that promote change among Mexican boards. For instance, the majority of respondents are in favor of establishing tenure limits and mandatory retirement policies in an effort to ensure fresh thinking.
4. Our research found a notable generation gap around the issue of gender diversity: The percentage of women on boards is almost stagnant, and male board members (particularly the older respondents) attributed the cause to “the lack of qualified female candidates.” Younger male members (55 years old and below) said the primary reason for a lack of gender diversity is because traditional networks tend to be male-dominated. Meanwhile, most women cite the fact that diversity is not a priority in board recruiting.
5. Nearly 75% of respondents do not support diversity quotas in their boards. Almost half (49%) of female directors are in favor of quotas, but only 9% of male directors are.

# How Does Your Board Compare?

Use the following index to determine how your board compares in size and makeup to the issuing companies in the Mexican Stock Exchange, as well as the international average. Note that each board adapts to the company's needs, and there is no "perfect formula."

	National average	Highest	Lowest	International average	Your board
Board size	11.6	21	5	10.4	
Average director age	59	91	21	58.5	
Number of meetings per year	4.2	12	3	10.8	
Re-election periods	1	1	-	-	

# Data Tables



# International Comparison

In this edition of the *Mexico Spencer Stuart Board Index*, we provide two sets of tables. In addition to the detailed company data for Índice de Precios y Cotizaciones, we are publishing a chart comparing aggregated data from 18 countries.

All data is taken from individual country Board Indexes published by Spencer Stuart in 2018.

Visit the Spencer Stuart website and discover “Boards Around the World,” a visual tool that compares the composition, diversity, compensation and board evaluation practices of different countries.

## Composition information

BELGIUM	Bel20 + BelMid
BRAZIL	Merval (25 companies)
CHILE	IPSA (40 companies)
DENMARK	OMX Copenhagen (25 companies)
FINLAND	OMX Helsinki (25 companies)
FRANCE	CAC40
GERMANY	DAX30
ITALY	37 (FTSE MIB) + 63 (Mid Cap, Small Cap, Other)
MEXICO	IPC – Índice de Precios y Cotizaciones (110 companies)
NETHERLANDS	AEX (21 companies) + AMX (21 companies) + eight further large listed companies
NORWAY	OBX (25 companies)
PERU	Peru Select (17 companies)
POLAND	WIG 20
RUSSIA	Russia Trading System Index
SPAIN	IBEX-35 + top companies by market cap
SWEDEN	OMX Stockholm
TURKEY	BIST 30
UK	Top 150 FTSE companies excluding investment trusts
USA	S&P 500

Denmark, Finland, Norway and Sweden's top companies are analysed together in the *Nordic Spencer Stuart Board Index*.

## INTERNATIONAL COMPARISON FOOTNOTES

- General**  
N/A = Not applicable.  
A blank cell denotes that either the information is not available or we did not include it our research.
- Belgium**  
1 7% did not disclose  
2 One company did not disclose  
3 Based on six companies only  
4 Two chairs are not paid  
5 Nine companies do not pay audit co members  
6 10 companies do not pay rem co fees  
7 14 companies do not pay nom co fees
- Denmark**  
8 All calculations exclude employee representatives  
9 One executive director in the sample  
10 Six companies did not disclose
- Finland**  
11 Only one CEO in sample
- France**  
12 75% of CAC 40 companies conduct an external evaluation at least every three years; in 2017, 75% of these were conducted by Spencer Stuart  
13 According to Afep/Medef corporate governance code  
14 Non-executive chairs only  
15 47.5% of rem and nom cos are merged, with an average fee of 17,254 €
- Germany**  
16 Average minimum proportion of members that should be independent  
17 Shareholder representatives only  
18 Remuneration committees are very rare in Germany  
19 Except for banks, German nominations committees only deal with non-executive director nominations and committee membership is rarely compensated  
20 Supervisory Board only
- Italy**  
21 Includes some CEOs who are also chairs.
- Netherlands**  
22 Includes executive board members  
23 Non-executives only  
24 Includes executive directors on two-tier boards  
25 Includes directors of executive boards  
26 Seven companies did not disclose the information
- Norway**  
27 Seven companies did not disclose  
28 Only one executive director  
29 Excludes one executive chair
- Poland**  
30 Six companies have employee representatives (ER) on the board. ERs are excluded from subsequent figures  
31 One board does not disclose; all directors are therefore classified as non-independent  
32 Excludes 141 out of 302 directors (age not disclosed)  
33 Excludes 16 chairs (age not disclosed)  
34 Excludes 15 CEOs (age not disclosed; two are co-CEOs) and two companies with no CEO  
35 Excludes 125 out of 265 directors (age not disclosed)  
36 Excludes two companies: one had no chair and one chair could not be identified  
37 Includes one company where all directors (8) were appointed during the year, due to formation of a new board/company.  
38 Five companies do not disclose  
39 Figure unavailable for 24 companies: year not served in full (9); person not remunerated (6); no vice chair (9)  
40 Insufficient disclosure  
41 Conversion at av. 2017 annual rate: PLN/EUR = 4.257
- Russia**  
42 Excluding Unipro PAO from sample  
43 Average in-person board meetings. Average number of meetings including meetings held in absentia: 20.8.  
44 Three companies do not disclose.  
45 Excludes 15 directors (age not disclosed)  
46 Excludes 2 chairs (age not disclosed)  
47 Excludes one CEO (age not disclosed)  
48 Excludes 9 directors (age not disclosed)  
49 Excludes 4 directors (age not disclosed)  
50 Magnit appointed a female CEO after cut-off date  
51 Nine companies do not disclose specified amounts  
52 28 companies do not disclose individual figures  
53 35 companies do not disclose, or figure is not available for the year  
54 32 companies do not disclose, or figure is unavailable for the year  
55 Includes 24 companies only  
56 Includes 22 companies only  
57 All 12 exco members of one Dutch company are foreign  
58 Conversion at av. 2017 annual rate set by the Central Bank of the Russian Federation: RUB/EUR = 66.0305, RUB/USD = 58.2982, RUB/GDP = 75.2038
- Spain**  
59 Top 50 companies only  
60 Includes both executive and non-executive directors  
61 The average additional fee paid to the SID was 31,645€  
62 Only 14% of companies in Spain have separated nominations & remunerations (N&R) committee into two. Average fee for N&R co members is 23.632 €
- Turkey**  
63 Excludes Koza Altin and Koza Anadolu Metal  
64 Three companies held over 40 meetings per year, one held 92. Seven companies do not disclose  
65 Excludes 17 directors (age is not disclosed)  
66 Excludes one chair (age is not disclosed)  
67 Excludes one CEO (age is not disclosed)  
68 Turkish dual nationals not counted as foreign  
69 Four companies do not disclose, or not available  
70 Conversion at av. 2017 annual rate: TRY/EUR = 4.120
- UK**  
71 Four companies did not have a SID either due to a recent retirement and an ongoing search for a replacement or the application of a foreign corporate governance code.  
72 The exchange rate used is 1 EUR = 1.141317 GBP  
73 SIDs only; those who served the full year  
74 Includes 140 part-time chairs. Eight chairs are full-time and paid on a different basis. Two chairs receive no fee.  
75 FTSE 100 only
- USA**  
76 Percentage of S&P 500 boards that disclose  
77 All CEOs sit on the company board  
78 Top 200 only of S&P 500 companies  
79 CEOs only  
80 Average tenure of independent directors only  
81 Non-executive chairs only
- Hong Kong**  
82 Include chair  
83 INED Chairman only

INTERNATIONAL COMPARISON

	MEXICO	BRAZIL	CHILE	PERU	BELGIUM	DENMARK	FINLAND	FRANCE	GERMANY	
GENERAL INFORMATION	Size of sample	110	187	87	55	59	25	25	40	70
	Supervisory board/unitary board of directors	110	N/A	0/87	0/55	1/58	25/0	0/25	7/33	70/0
	Average number of board meetings per year	4.2	18.2	12.7	11.6	8.4	8.2	10.8	9.1	6.8
	% companies that conducted an external board evaluation	N/A	6.4%	N/A	-	5.1% <sup>1</sup>	8.3%	17.4%	30% <sup>12</sup>	17%
	Combined chair and CEO	21.8%	0%	0%	9.1%	1.7%	0%	0%	52.5%	0%
	% boards with senior independent director (SID)	3.6%	N/A	N/A	-	1.7%	0%	0%	52.5%	0%
	% of boards with vice/deputy chairs	20.9%	65%	74%	70.91%	20.3%	100%	92%	35%	100%
BOARD	Average board size (total)	11.64	8.9	8.4	7.3	10	9.8 <sup>8</sup>	8.1	13.7	13.8
	Average board size (excl. employee representatives)	N/A	N/A	N/A	-	10	6.8	7.9	12	7.5
	Average number of independent board members	5.6	3.3	1.8	2.4	4.5	5.2	6.4	7	N/A
	% independent board members	48.5%	37%	22.4%	33%	49.2%	77.1%	80.8%	58%	60% <sup>16</sup>
	Average number of non-executive directors	10.5	7.2	-	-	7.7	5.8	6.8	11	6.5 <sup>17</sup>
	Average number of executive directors	1.1	0.7	-	-	1.4	0.04	0.1	1	N/A
AGE	Average age: all directors	59	55.0	-	57.9	57.7	58.9	58.5	58.9	58
	Average age chairs	58	58.8	-	58.8	61.8	62	61.3	61.4	66
	Average age CEOs who sit on the board	50	52.1	N/A	-	53.8	N/A	58.4 <sup>11</sup>	59	N/A
	Average age all CEOs, including those not on the board	-	-	N/A	-	54	55	56.7	57.9	55
	Average age: non-executive directors	60	55.2	N/A	-	57.7	58.5	58.2	59	60 <sup>17</sup>
	Average age: executive directors	56	52.9	N/A	-	54.5	47.6 <sup>9</sup>	51.5	57.8	53.2
FOREIGN	% foreign board members (all)	8.5%	8.3%	11.0%	27.5%	30.4%	39.4%	33.8%	35%	25.3%
	% foreign chairs	-	7.5%	10.3%	23.2%	15.3%	28%	16%	17.5%	13%
	% foreign non-executive directors	8.1%	9.1%	N/A	-	32.7%	39.6%	36.8%	37%	26% <sup>17</sup>
	% foreign executive directors	0.3%	2.2%	N/A	-	27.2%	0%	0%	2%	N/A
	Average # nationalities represented on the board	0.9	1.5	0.2	0.2	3.1	3.4	2.92	4.3	2.5 <sup>17</sup>
GENDER	% female board directors (all)	6%	9.4%	6.8%	7.2%	32.1%	27.6%	33.3%	42.5% <sup>13</sup>	32% <sup>20</sup>
	% female chairs	1.8%	6.4%	0%	1.8%	5.1%	0%	0%	42%	4%
	% female CEOs	1.2%	1.6%	-	6.3%	7.9%	0%	4.2%	2.5%	0%
	% female non-executive directors	93.6%	9.6%	N/A	-	38.6%	27.8%	38.6%	45.3%	32% <sup>17</sup>
	% female executive directors	6.41%	6.7%	N/A	-	14.5%	0%	0%	0.3%	10.4%
	% boards with at least one female director	48.1%	46%	37%	40.0%	100%	88%	100%	100%	99%
NEW MEMBERS	% new board members	4.6%	13%	-	17.6%	10.5%	12.9%	14.1%	13.5%	20% <sup>20</sup>
	% women among new board members	0.4%	13%	-	17.0%	46.8%	22.7%	32.1%	41.9%	26% <sup>20</sup>
	% non-nationals among new board members	1.1%	14%	-	26.0%	32.3%	45.5%	32.1%	36.8%	12% <sup>20</sup>
OTHER BOARDS	Average # quoted boards per director (total)	N/A	1.1	-	4.0	1.9	1.9	1.8	1.3	N/A
	Average # quoted boards per chair (total)	N/A	1.3	-	9.0	2.3	2	2.1	2.3	2.8
	% executive directors with an outside board	0%	-	-	-	28.4%	0%	33.3%	58%	22%
	% non-executives with a full-time executive role	9.7%	-	-	-	63.2%	62.5%	48%	54%	42% <sup>17</sup>
TENURE/RETIREMENT	% companies with a mandatory retirement age	N/A	N/A	N/A	-	47.5%	63.2% <sup>10</sup>	0%	45%	88%
	Average mandatory retirement age	N/A	N/A	N/A	-	70.6	70.1	N/A	71.6	72
	Average tenure (chair and non-executives)	10.99	-	N/A	9.3	5.1	5.3	4.8	5.7	5.7
REMUNERATION	Average retainer for non-executive directors (excluding chair and vice chair/SID)	-	-	-	-	€29,847 <sup>2</sup>	€52,263	€58,436	€24,449	€75,507
	Average total fees for non-executive directors (excluding chair and vice chair/SID)	-	-	-	-	€55,623	€83,573	€72,972	€85,165	N/A
	Average total fee for vice chair (or SID)	-	-	-	-	€98,817 <sup>3</sup>	€133,487	€92,022	€143,509	N/A
	Average total fee for chairs	-	-	-	-	€121,100 <sup>4</sup>	€210,682	€141,358	€627,954 <sup>14</sup>	€291,226
	Average fee for audit committee membership	-	-	-	-	€11,762 <sup>5</sup>	€23,212	€5,877	€22,642	€31,552
	Average fee for remuneration committee membership	-	-	-	-	€8,174 <sup>6</sup>	€20,402	€4,467	€14,542 <sup>15</sup>	N/A <sup>18</sup>
	Average compensation for nomination committee membership	-	-	-	-	€8,365 <sup>7</sup>	€21,649	€4,215	€12,294 <sup>15</sup>	N/A <sup>19</sup>
EXCOM	Average board size of executive committee	11.8	5.9	-	-	6.3	5.2	9.6	12.5	5.1
	% foreigners on the executive committee	8%	9.7%	-	-	34.1%	39.2%	27.1%	32%	25%
	% women on the executive committee	5.2%	7.3%	-	-	18.5%	11.5%	19.2%	16%	10%

	ITALY	NETHERLANDS	NORWAY	POLAND	RUSSIA	SPAIN	SWEDEN	TURKEY	UK	USA	
GENERAL INFORMATION	Size of sample	100	50	25	40	42 <sup>42</sup>	100	25	28 <sup>63</sup>	150	485
	Supervisory board/unitary board of directors	1/99	44/6	25/0	40/0	6/36	0/100	0/25	0/28	1/149	0/485
	Average number of board meetings per year	11.2	7.4	8.5	8.7	6.5 <sup>43</sup>	11.1	10.3	19.7 <sup>64</sup>	7.3	8
	% companies that conducted an external board evaluation	38%	30%	22.2% <sup>27</sup>	N/A	17% <sup>44</sup>	34%	16.7%	N/A	44%	9% <sup>76</sup>
	Combined chair and CEO	17%	0%	0%	0%	0%	54%	4%	10.7%	.7%	49.9%
	% boards with senior independent director (SID)	34%	6%	0%	0%	17.1%	68%	4%	0%	97.3% <sup>71</sup>	80%
	% of boards with vice/deputy chairs	49%	74%	56%	80%	34.1%	67%	48%	96%	14.7%	-
BOARD	Average board size (total)	11.5	9.3 <sup>22</sup>	8.1	8	10.4	10.9	10.6	9.8	10.1	10.8
	Average board size (excl. employee representatives)	N/A	9.3 <sup>22</sup>	5.96	7.55 <sup>30</sup>	N/A	N/A	8.8	N/A	10.1	N/A
	Average number of independent board members	5.9	5.7	4.5	3.4 <sup>31</sup>	4	4.8	6.1	3.3	6.2	9.2
	% independent board members	51%	87.1% <sup>23</sup>	75.8%	45% <sup>31</sup>	38.1%	45%	69.1%	33.1%	61.3%	85%
	Average number of non-executive directors	8.8	6.5	5	6.6	7.9	8.6	7.2	7.9	6.6	9.2
	Average number of executive directors	2.3	2.8 <sup>24</sup>	0.04	N/A	1.6	1.8	0.6	1.1	2.5	1
AGE	Average age: all directors	58	60.7	57.3	55.6 <sup>32</sup>	54.5 <sup>45</sup>	60.3	58.9	58.7 <sup>65</sup>	59	-
	Average age chairs	65	66.9	62.3	53.8 <sup>33</sup>	59.3 <sup>46</sup>	63.8	63.6	58.3 <sup>66</sup>	65.4	-
	Average age CEOs who sit on the board	57	59	N/A	N/A	52.3	54.7 <sup>59</sup>	54.9	55.2	55	57.6
	Average age all CEOs, including those not on the board	N/A	56	55.5	50.4 <sup>35</sup>	51.8 <sup>47</sup>	-	54.1	54.6 <sup>67</sup>	55.3	57.6 <sup>77</sup>
	Average age: non-executive directors	61	60.7	56.3	55.9 <sup>35</sup>	54.4 <sup>48</sup>	-	58.7	59.4	60	63
	Average age: executive directors	60	54.2 <sup>25</sup>	66 <sup>28</sup>	N/A	52.3 <sup>49</sup>	-	53.9	54.4	54.2	-
FOREIGN	% foreign board members (all)	10.1%	39%	28.2%	26.8%	25.8%	19.8%	33.6%	17.1% <sup>68</sup>	33.3%	8.2% <sup>78</sup>
	% foreign chairs	5.7%	18%	16%	18.4% <sup>36</sup>	28.6%	7%	12%	10.7%	21.3%	-
	% foreign non-executive directors	8.1%	42.6%	30.6%	28%	29.7%	21.6%	38.3%	19%	39%	-
	% foreign executive directors	5.6%	30.4% <sup>25</sup>	0%	N/A	4.5%	7.7%	12.5%	6.3%	25.1%	-
	Average # nationalities represented on the board	2.2	3.1	2.28	1.95	3.2	-	3.6	2	3.7	-
GENDER	% female board directors (all)	32.3%	21.3%	45.6%	15.2%	7.8%	19.5%	39.1%	17.1%	27.5%	24%
	% female chairs	9%	4%	16%	15.8%	0%	7%	12%	10.7%	3.9%	4.1%
	% female CEOs	6%	6%	4.2%	5.6%	0% <sup>50</sup>	2%	8%	0%	5.3%	5.4%
	% female non-executive directors	39%	27.3%	51.6%	15.2%	9.4%	21.3%	45%	19.9%	38.6%	-
	% female executive directors	9%	7.2% <sup>25</sup>	0%	N/A	4.5%	7.2%	12.5%	6.3%	8.4%	-
	% boards with at least one female director	99%	86%	100%	67.5%	50%	92%	100%	82.1%	100%	99.4%
NEW MEMBERS	% new board members	15.4%	14.7%	16.1%	23.2% <sup>37</sup>	22.1%	11.4%	15%	20%	13.6%	8.4%
	% women among new board members	48%	19.5%	45.8%	15.7%	9.3%	31%	36.4%	27.3%	35.7%	40%
	% non-nationals among new board members	9%	49.4%	37.5%	25.7%	21.6%	24%	33.3%	20%	37.7%	10.5%
OTHER BOARDS	Average # quoted boards per director (total)	3.2	1.9	1.8	1.27	1.7	1.1	2.5	1.8	2.2	2.1
	Average # quoted boards per chair (total)	3.6	2.02	2.24	1.3	1.9	1.3	2.92	1.3	2.2	1.5 <sup>79</sup>
	% executive directors with an outside board	52.7%	37.5%	100% <sup>28</sup>	N/A	22.7%	10.6%	50%	21.9%	30.4%	40%
	% non-executives with a full-time executive role	-	34.8%	71%	74.6%	71.2%	-	40%	54.8%	36.8%	-
TENURE/RETIREMENT	% companies with a mandatory retirement age	4%	N/A	N/A	N/A	N/A	21%	N/A	N/A	0%	71%
	Average mandatory retirement age	75.5	N/A	N/A	N/A	N/A	71.9	N/A	N/A	N/A	73.5
	Average tenure (chair and non-executives)	6.5	4.5	4.3	4.2	4.3	6.3 <sup>60</sup>	5.7	5.3	4.6	8.1 <sup>80</sup>
REMUNERATION	Average retainer for non-executive directors (excluding chair and vice chair/SID)	€59,000	€56,987	€34,030	€33,872 <sup>41</sup>	€107,242 <sup>51,58</sup>	€73,380	€64,844	€60,633 <sup>69,70</sup>	€77,887 <sup>72</sup>	€110,229
	Average total fees for non-executive directors (excluding chair and vice chair/SID)	€90,000	€71,878	€53,910	€31,984 <sup>38,41</sup>	€149,001 <sup>52,58</sup>	€121,020	€78,322	N/A	€105,892 <sup>72</sup>	€265,124
	Average total fee for vice chair (or SID)	€452,000	€84,453	€42,280	€25,724 <sup>39,41</sup>	N/A <sup>53</sup>	€154,526 <sup>61</sup>	€116,821	N/A	€128,038 <sup>72,73</sup>	-
	Average total fee for chairs	€903,000 <sup>21</sup>	€154,517 <sup>26</sup>	€71,854 <sup>29</sup>	€47,468 <sup>41</sup>	€238,080 <sup>54,58</sup>	€374,845	€250,179	N/A	€477,176 <sup>72,74</sup>	€389,540 <sup>81</sup>
	Average fee for audit committee membership	€22,000	€9,895	€7,808	N/A <sup>40</sup>	€15,502 <sup>55,58</sup>	€30,081	€19,354	N/A	€17,472 <sup>72</sup>	€12,172
	Average fee for remuneration committee membership	€17,000	€7,550	€4,773	N/A <sup>40</sup>	€16,380 <sup>56,58</sup>	€34,737 <sup>62</sup>	€11,046	N/A	€14,868 <sup>72</sup>	€10,751
	Average compensation for nomination committee membership	€17,000	€7,059	N/A	N/A <sup>40</sup>	€16,380 <sup>56,58</sup>	€33,888 <sup>62</sup>	N/A	N/A	€11,183 <sup>72</sup>	€8,359
EXCOM	Average board size of executive committee	4.9	6.6	7.7	5.8	9.7	-	9.4	9.3	9.9 <sup>75</sup>	-
	% foreigners on the executive committee	7.2%	42.7%	19.2%	14.3%	6.9% <sup>57</sup>	-	18.3%	6.1%	37.6% <sup>75</sup>	-
	% women on the executive committee	14.6%	14.9%	24.4%	13.4%	13.3%	-	24.7%	9.2%	18.6% <sup>75</sup>	-

# Comparative Board Data

COMPANY	MEMBERS PER COMPANY	FEMALE SEATS PER COMPANY	INDEPENDENT MEMBERS PER COMPANY	PRESIDENT'S AGE	ANNUAL MEETINGS	NUMBER OF COMMITTEES	NON-EXECUTIVE MEMBERS	EXECUTIVE MEMBERS	FOREIGN MEMBERS
Accel	11	2	3	81	4	1	10	1	0
Alfa	11	0	8	60	6	3	10	1	0
Alpek	9	1	4	60	4	1	9	0	0
Alsea	12	0	6	53	4	2	8	4	2
Altos Hornos de Mexico	8	1	4	66	4	2	7	1	0
América Móvil	15	0	7	49	7	2	13	2	2
Arca Continental	21	1	6	66	4	3	21	0	0
Axtel	15	0	6	49	5	2	15	0	1
Banco Del Bajío	11	1	6	N/A	4	5	10	1	0
BanRegio Grupo Financiero	13	0	8	N/A	4	7	10	3	0
Becle	8	0	6	77	4	1	7	1	3
Bio Pappel	11	1	3	N/A	4	1	6	5	0
Bolsa Mexicana de Valores	15	0	8	67	4	8	15	0	2
Cemex	13	0	9	60	6	3	12	1	0
CMR	7	0	3	63	4	2	7	0	0
Coca-Cola FEMSA	21	3	8	62	4	4	20	1	4
Compañía Minera Autlan	10	0	7	66	4	2	10	0	0
Consortio Ara	13	0	9	74	4	2	11	2	0
Controladora Vuela Compañía de Aviación	11	0	5	72	4	2	10	1	9
Corporación Activer	16	0	8	N/A	4	6	16	0	0
Corporación Inmobiliaria Vesta	10	1	8	56	4	6	9	1	2
Corporación Interamericana de Entretenimiento	9	0	3	58	4	1	4	5	0
Corporación Moctezuma	8	0	4	76	4	2	8	0	4
Corporativo Fragua	7	2	0	71	4	2	4	3	0
Corporativo GBM	5	0	2	61	4	1	4	1	0
Credito Real	12	0	4	65	4	3	11	1	0
El Puerto de Liverpool	15	1	8	N/A	12	2	14	1	1
Elementia	11	0	4	47	4	1	11	0	0
Empresas Cablevision	7	0	0	49	4	2	7	0	0
Empresas ICA	9	2	5	75	3	2	7	2	0
FEMSA	19	3	9	62	4	3	17	2	3
Financiera Independencia	14	2	6	66	4	2	13	1	0
G Collado	16	1	0	66	4	1	15	1	0
General de Seguros	6	2	4	46	5	4	6	0	0
Genomma Lab International	10	1	8	49	4	3	10	0	2
Genera	13	2	8	47	4	4	12	1	0
Gruma	12	0	7	59	4	2	9	3	0
Grupo Aeroméxico	16	1	13	55	4	3	15	1	2
Grupo Aeroportuario del Centro Norte	11	2	5	45	4	2	11	0	1
Grupo Aeroportuario del Pacífico	10	1	6	66	4	4	10	0	2
Grupo Aeroportuario del Sureste	9	0	5	64	4	4	9	0	1
Grupo Bafar	15	0	9	57	4	2	11	4	1
Grupo Bimbo	16	2	5	57	4	3	15	1	1



COMPANY	MEMBERS PER COMPANY	FEMALE SEATS PER COMPANY	INDEPENDENT MEMBERS PER COMPANY	PRESIDENT'S AGE	ANNUAL MEETINGS	NUMBER OF COMMITTEES	NON-EXECUTIVE MEMBERS	EXECUTIVE MEMBERS	FOREIGN MEMBERS
Grupo Carso	12	0	7	49	4	1	12	0	1
Grupo Cementos de Chihuahua	14	0	4	48	4	1	14	0	1
Grupo Comercial Chedraui	11	1	7	72	4	2	10	1	0
Grupo Elektra	9	0	3	61	4	2	8	1	0
Grupo Famsa	9	0	5	91	4	2	7	2	0
Grupo Financiero Banorte	15	2	11	45	4	4	14	1	0
Grupo Financiero Inbursa	13	1	10	48	4	2	12	1	3
Grupo Financiero Multiva	8	0	5	N/A	4	1	7	1	1
Grupo Gicsa	10	0	3	N/A	4	2	6	4	0
Grupo Gigante	13	0	9	62	4	3	12	1	2
Grupo Herdez	9	1	6	63	4	2	7	2	0
Grupo Hotelero Santa Fe	11	0	4	48	4	2	11	0	0
Grupo Industrial Saltillo	13	1	7	N/A	6	3	13	0	2
Grupo Kuo	12	0	7	66	4	2	10	2	0
Grupo Lala	9	1	5	53	4	1	9	0	0
Grupo Lamosa	12	0	6	60	7	2	11	1	0
Grupo Mexicano de Desarrollo	19	0	10	71	4	1	15	4	0
Grupo México	14	0	9	75	4	1	13	1	0
Grupo Minsa	10	0	5	58	4	2	9	1	0
Grupo Nacional Provincial	13	0	4	86	4	3	13	0	0
Grupo Palacio de Hierro	14	1	4	86	4	3	13	1	1
Grupo Pochteca	11	1	7	73	4	2	9	2	0
Grupo Posadas	10	1	3	58	4	2	9	1	0
Grupo Profuturo	8	0	2	86	4	4	7	1	0
Grupo Radio Centro	12	2	4	76	4	2	11	1	0
Grupo Rotoplas	15	0	8	63	4	3	11	4	1
Grupo Sanborns	15	2	10	49	4	1	13	2	1
Grupo Simec	5	0	3	70	4	1	4	1	0
Grupo Sports World	9	1	5	47	4	2	9	0	2
Grupo TMM	8	1	3	76	4	1	6	2	0
Grupo Traxion	15	1	12	66	4	4	15	0	1
Grupo Vasconia	11	0	8	63	4	1	9	2	3
Hotel City Express	13	1	12	65	4	6	12	1	2
INova	11	1	4	67	4	2	10	1	7
Impulsora del Desarrollo y el Empleo en America Latina	13	0	1	48	6	2	12	1	1
Industrias Bachoco	12	0	4	65	4	3	12	0	0
Industrias CH	5	0	3	70	N/A	1	4	1	0
Industrias Peñoles	14	0	4	86	4	4	14	0	0
Internacional de Ceramica	13	5	3	58	4	1	12	1	1
Invex Controladora	17	1	8	64	4	7	15	2	0
Kimberly-Clark de México	12	2	3	80	N/A	1	12	0	4
La Comer	10	0	3	66	4	2	9	1	1
Maxcom Telecomunicaciones	15	0	6	61	4	2	15	0	1

COMPARATIVE BOARD DATA

COMPANY	MEMBERS PER COMPANY	FEMALE SEATS PER COMPANY	INDEPENDENT MEMBERS PER COMPANY	PRESIDENT'S AGE	ANNUAL MEETINGS	NUMBER OF COMMITTEES	NON-EXECUTIVE MEMBERS	EXECUTIVE MEMBERS	FOREIGN MEMBERS
Medica Sur	17	2	11	72	4	2	15	2	1
Megacable Holdings	11	0	3	65	4	2	10	1	0
Mexichem	10	0	4	49	4	2	10	0	0
Minera Frisco	13	0	3	76	4	1	12	1	0
Monex	7	1	3	58	4	1	7	0	0
Nemak	12	1	5	60	4	1	12	0	3
OHL Mexico	10	0	4	53	4	3	9	1	5
Organización Cultiva	17	1	10	69	4	1	15	2	0
Organización Soriana	8	1	2	65	4	2	8	0	0
Peña Verde	6	1	4	48	4	2	6	0	1
Pinfra	8	1	4	45	4	2	6	2	1
Quálitás Controladora	13	2	10	66	4	6	10	3	0
Rassini	15	1	10	79	4	5	14	1	2
RLH Properties	11	0	3	57	4	2	11	0	1
Santander Mexico	9	1	6	63	4	4	8	1	1
Sare Holding	9	0	2	64	4	3	9	0	2
Servicios Corporativos Javer	12	0	3	72	4	1	12	0	2
Televisa	20	0	12	49	4	3	15	5	5
Tv Azteca	11	0	4	63	4	1	10	1	0
Unifin Financiera	10	1	5	53	4	8	9	1	0
Value Grupo Financiero	9	0	5	56	4	3	8	1	0
Vista Oil & Gas	6	1	4	49	4	2	5	1	1
Vitro	12	0	5	74	4	3	11	1	0
Wal-mart de México	11	4	5	57	4	1	10	1	6

# Board Governance Trends: A Global View



Spencer Stuart Board Governance Trends is an exclusive source of insight into the way board practices are changing around the world and how they compare across countries. It is a one-stop online resource for the latest data in board composition, governance practices and director compensation among leading public companies in more than 20 countries.

[www.spencerstuart.com/research-and-insight/board-indexes](http://www.spencerstuart.com/research-and-insight/board-indexes)

Visit [spencerstuart.com](http://spencerstuart.com) for more information.



Amsterdam  
Atlanta  
Bangalore  
Barcelona  
Beijing  
Bogotá  
Boston  
Brussels  
Buenos Aires  
Calgary  
Chicago  
Copenhagen  
Dallas  
Dubai  
Düsseldorf  
Frankfurt  
Geneva  
Hong Kong  
Houston  
Istanbul  
Johannesburg  
Lima  
London  
Los Angeles  
Madrid  
Melbourne  
Mexico City  
Miami  
Milan  
Minneapolis/St. Paul  
Montreal  
Moscow  
Mumbai  
Munich  
New Delhi  
New York  
Orange County  
Paris  
Philadelphia  
Prague  
Rome  
San Francisco  
Santiago  
São Paulo  
Seattle  
Shanghai  
Silicon Valley  
Singapore  
Stamford  
Stockholm  
Sydney  
Tokyo  
Toronto  
Vienna  
Warsaw  
Washington, D.C.  
Zürich



SpencerStuart