

Index

A

Accountability:

- business-unit incentives for, 110–111
- in incentive structures, 67
- in performance share plans, 277
- of senior management, 97, 98
- and stock-based plans, 269
- and value-based metrics, 164, 182

Accounting practices:

- and free cash flow, 45–46
- and incentive structures, 103
- for performance-based plans, 279

Accounting Principles Board Opinion 25 (APB 25), 279

Accumulated depreciation (AD), 166, 301

Accumulated inflation, 166

Acquisitions:

- decision making about, 67, 284
- and discounted cash flow model, 41
- failures in, 1
- and indexed valuations, 256
- and ROIC, 221
- strategic, 184
- and value-based metrics, 169, 182–185

AD (accumulated depreciation), 166, 301

Adjusted equity approach (valuation), 43

After-tax operating income, 22–24, 52

After-tax operating profit, 29

Agency costs, 1, 5

Agency theory, 301

AIG, 10, 110

Allocated risks, 234

Altruism, capitalistic, 93–95

Amortization, 253

Analysts, forecasting by, 203–205

Annual share usage, for private companies, 249

“Annuity due” convention, of SVA, 174

Anticipatory pricing, 71

Anti-dilution clauses, 250, 254

APB 25 (Accounting Principles Board Opinion 25), 279

Appreciation, 177

Appreciation-only phantom stock, 241

Arbitrage pricing theory (APT), 126

Archimedes, 52

Assets. *See also* Depreciation

in CFROI, 175–176

fixed, 53

land as, 156

net, 52

renovated, 187

Asset build-up approach (valuation), 43

Authority, of senior management, 9–10

B

Balanced scorecards, 134

Banking industry, 109–110

Barings Bank, 110

Base salary, 58, 59

Bear Stearns, 109

Behavioral school (of investing), 114

“Belling the Cat” fable, 296

Benchmarking, 14

and capital structure, 54

Conference Board on, 91

for performance ranges, 227

with total business return, 173

Benefits, CEO, 58

Benmosche, Robert, 10

Beta coefficient (risk metric), 122, 129

Beyond Budgeting Roundtable, 196

Bias(es):

in decision making, 6–7, 92–93

growth, 93, 102

harvest, 175

and performance-based plans, 280

306 INDEX

- Bias(es) (*continued*)
- risk, 114–115, 118, 119
 - short-term, 93
 - and value-based metrics, 164
- BMW, 139
- Boards of Directors, governance roles of, 4, 5
- Bolt-on acquisitions, 184
- Bonds, Treasury, 122, 123
- Bond yield premiums, 126
- Bonus bank arrangements, 111, 117, 118
- Bonus plans:
- for business units, 234
 - designs of, 12, 13
 - financial standards for, 96
 - individual performance in, 132
 - performance ranges for, 225, 226
 - and value creation, 25–27
- Book value, 254
- Bounce-backs, stock, 283–284
- Brand-building, 29
- Brand recognition, 133
- Britain, incentive programs in, 36
- Budgets:
- and governance, 13–14
 - and performance-based plans, 195–196
 - as responsibility of finance departments, 292–293
 - setting performance ranges with, 226
 - and total business return grants, 220
 - and valuation-based targets, 215
 - and value-based metrics, 181
- Buffett, Warren, 298
- Burke, Edmund, xi
- Business literacy initiatives, 192
- Business Roundtable, 88–89
- Business strategy, 104, 191
- Business units, 233–264
- accountability in, 110–111
 - adjustments of valuation results for, 255–256
 - book value of, 254
 - business results of, 264
 - EBITDA for, 253
 - evaluations of acquisitions by, 184
 - industry and incentive design for, 254–255
 - leverage and goal weighting for, 228–229, 241–242
 - long-term incentives for, 13, 233–235
 - market valuation for, 245–253
 - parceling of incentives for, 50
 - pay for, 136–137
 - performance plans of, 256–261
 - phantom stock for, 236–245
 - risk vulnerability of, 110
 - stock price and performance of, 71
 - subsidiary equity for, 236–237
 - value-based vs. private equity incentives for, 261–264
 - value creation by, 101
- Business unit equity plans, 247
- Business valuation, 19–55
- for business units and private companies, 255–256
 - cost of capital in, 30–32, 126–127
 - defined, 21–22
 - discounted cash flow model of, 21–25, 40–43
 - earnings in, 28–30
 - and forecast reconciliation, 209–216
 - forecasts for, 47–49
 - free cash flow in, 43–47
 - in incentive design, 32–34
 - and lost income, 186
 - and management decision making, 19–21
 - operational results and capital structure in, 52–55
 - past performance in, 50–52
 - and performance metrics, 142
 - total business return in, 37–40
 - and value creation, 25–28, 34–37
 - of venture-stage companies, 286–288
 - and vesting/holding terms of incentives, 49–50
- Buy-in, for private equity incentives, 263
- Buyouts:
- leveraged, 54, 102, 152, 155
 - private equity incentives for, 263, 264
- C
- Cable television industry, 158
- Calibration:
- in performance-based plans, 229–230
 - and risk, 112, 119–120
 - in strategy formulation, 191
 - of value-based metrics, 149

- Call options, 116
- CalPERS (California Public Employees' Retirement System), 88
- Caps, 224, 227
- Capital. *See also related topics, e.g.:* Capital usage and adjustments of value-based metrics, 182, 183, 185, 186
 - as basis for income targets, 222
 - calculating, 52–53
 - in cash value added, 174–175, 178
 - economic, 188–189
 - in economic profit, 168–169
 - equity, 31
 - and free cash flow, 46–47
 - gross, 156
 - historical levels of, 50–51, 145
 - net working, 53
 - new, 43
 - nonoperating, 44
 - in real value added, 177
 - risk-based adjustments of, 188–189
 - and share value, 250
 - and total business return, 216–217, 221
 - in value-based metrics, 190–191
- Capital asset pricing model (CAPM), 121–123, 301
- Capital gains, 31, 177, 178
- Capitalism, 84
- Capitalistic altruism, 93–95
- Capitalization:
 - and acquisitions, 183
 - and adjustments of value-based metrics, 186
 - and valuation, 45–46
- Capitalization multiples, 206–209, 245, 255
- Capitalized earnings, 171, 173
- Capitalized operations value, 264
- Capital markets:
 - performance in, xiii, 20, 100
 - standards imposed by, 84
 - uncertainties in, 33–34
- Capital structure:
 - in business valuation, 53–55
 - and cost of capital, 56
 - and incentive performance metrics, 153–154
 - and incentive structure, 102
 - and risk, 125
- Capital usage, 11
 - and capitalization multiples, 208
 - in discounted cash flow model, 22–24
 - and earnings quality, 28
 - forecasts of, 206
 - gross, 158
 - in incentive structure, 101
 - and operating income, 144
 - and performance, 21
 - and risk, 119
 - and value-based performance metrics, 166
 - and value creation, 19, 261
- CAPM, *see* Capital asset pricing model
- Cash earnings per share (cash EPS), 156
- Cash flow. *See also* Free cash flow (FCF)
 - and cash value added, 175
 - in discounted cash flow valuations, 246
 - and economic profit, 169
 - metrics based on, 155–158
 - as performance measure, 137
 - present value discounting of, 55
 - and value creation, 27
- Cash flow per share, 156
- Cash flow return on gross investment (CFROGI), 156, 158
- Cash flow return on investment (CFROI), 166, 175–179
- Cash value added (CVA), 158
 - defined, 301
 - and discounted cash flow model, 179
 - formula for, 166
 - as value-based metric, 174–175
- CDGI (current dollar gross investment), 176
- CEOs:
 - acquisition decisions of, 284
 - communicating with, 296
 - feedback for, 268, 269
 - incentive programs for, 14–16
 - pay of, 2, 57–62, 79
 - responsibilities of, 267
 - risk-taking by, 109
 - and senior management teams, 9–10
 - support from, 292
- CFA (Chartered Financial Analyst) Center for Financial Market Integrity, 87
- CFOs, 79, 292
- CFO (magazine), 163

308 INDEX

- CFROGI, *see* Cash flow return on gross investment
- CFROI, *see* Cash flow return on investment
- Change-in-control terms (of TBR phantom stock plans), 240–241
- Chartered Financial Analyst (CFA) Center for Financial Market Integrity, 87
- Chief Executive Officers, *see* CEOs
- Chief Financial Officers, *see* CFOs
- Choice-based targeting systems, 221–222
- Churchill, Winston, 84
- “Circuit breakers,” 143
- Coca-Cola, 139
- Colbert effect, 127
- Collaring, 255
- Communication, 291–292, 296, 299
- Compensation:
 - total cash, 58
 - total direct, 58, 65–66
- Competitive economy, 83–85
- Conference Board, 90–91, 196
- Consolidation rules, 256
- Continental Bank of Chicago, 111
- Control:
 - and adjustments of value-based metrics, 181–182
 - in business units and private companies, 246–247
 - and goal weighting, 229
 - and immunity, 159
 - in incentive structures, 67, 68
 - and risk, 113
 - senior executives’ views of, 98
 - and share repurchases, 152
 - in stock-based incentive designs, 282–284
- Corporate Governance* (Monks & Minow), 4–5
- Costs:
 - agency, 1, 5
 - of incentives, xii, 62–65, 94
 - nonrecurring, 182–183
 - of performance-based plans, 280
 - as performance measure, 138
- Cost control, by finance departments, 294
- Cost of capital:
 - in business valuations, 30–32, 126–127
 - and capital structure, 56
 - and debt, 121, 125, 127
 - in discounted cash flow model, 22–24
 - estimating, 125–128
 - and financial leverage, 123–125
 - and operating income, 144–145
 - and real value added, 177
 - and risk, 29, 107–108, 121–128
 - risk-adjusted, 11
 - and ROIC, 145
 - and total business return, 171
 - and value-based metrics, 165, 166
 - weighted-average, 121, 126
- Cost of equity, 122, 127, 271
- Council of Institutional Investors, 87–88
- Courtesy-based compliance, 133
- “Cream of the crop” hiring practices, 77
- Creative destruction, 104
- Credit, earnings quality and, 29
- Current dollar gross investment (CDGI), 176
- Customer satisfaction, 134, 138
- CVA, *see* Cash value added
- D
- DCF (discounted cash flow), 301
- DCF model, *see* Discounted cash flow model
- Dead-cat bounce, 284
- Debt:
 - in business valuations, 53–54
 - and cost of capital, 121, 125, 127
 - net, 44, 250
 - and performance metrics, 152–154
- Decay (forecast assumption), 202
- Decision making:
 - bias in, 6–7, 92–93
 - by business units, 234
 - and business valuation, 19–21
 - by finance departments, 294–295
 - and incentive programs, xii, 6–7
 - risk in, 107–108
 - by senior managers, 298
 - and strategic initiatives, 135
 - and value creation, 3
- The Deerhunter* (film), 107
- Depreciation:
 - in cash flow metrics, 155, 157, 158
 - and CFROI, 176
 - forecasts of, 206

- and real value added, 177–178
- and value-based metrics, 166, 170
- Dilution:
 - anti-dilution clauses, 250, 254
 - for business units and private companies, 243–244
 - financial metrics for judging, 143
 - and stock-based incentive plans, 271, 276
- Dirigisme*, 127
- Discounts (valuation), 246–247
- Discounted cash flow (DCF), 301
- Discounted cash flow (DCF) model:
 - about, 21–25
 - and capitalization multiples, 209
 - cost of capital in, 30–32
 - in forecast reconciliations, 211–213
 - and incentive design, 32–34
 - and incentive plan metrics, 142
 - operational results and capital structure in, 52–55
 - other valuation methods vs., 40–43
 - and pretax income, 150
 - for private companies and business units, 246
 - and valuation multiples, 252
 - and value-based metrics, 166–167, 179–180, 192
- Discounted phantom stock, 241, 242
- Discounted stock options, 282
- Discounting:
 - of incentive opportunity, 14, 114, 118, 119, 282
 - present value, 55
- Discretionary expenses, 225
- Diversifiable risks, 126
- Diversification, 122
- Divestitures, 169, 182, 185–186
- Dividends, share repurchases and, 45
- Dutch tulip bulb craze, 41
- E
- Earnings:
 - and book value, 254
 - in business valuation, 28–30, 49
 - capitalized, 171, 173
 - forecasts of, 205
 - as performance measure, 137
 - in performance share plans, 277
 - and value creation, 8
- Earnings before interest, taxes, depreciation, and amortization (EBITDA):
 - for business units and private companies, 253
 - defined, 301
 - as performance metric, 155–158
 - and total business return, 173
- Earnings before interest and taxes (EBIT):
 - as performance metric, 138, 143–146, 158
 - and stock compensation expense, 63
- Earning capacity, 187
- Earnings per share (EPS):
 - and capital usage, 208
 - in cash flow metrics, 156
 - defined, 301
 - as focus of shareholders, 75–76
 - forecasts of, 203, 205, 215
 - and management pay, 61
 - as performance metric, 137, 150–155
 - and value creation, 26–27
- Earnings quality, 28–29, 42
- EBIT, *see* Earnings before interest and taxes
- EBITDA, *see* Earnings before interest, taxes, depreciation, and amortization
- Economic capital, 188–189
- Economic clawback, 92, 103, 111, 269
- Economic profit (EP):
 - and bonus bank arrangements, 117
 - and cash value added, 175
 - defined, 301
 - and discounted cash flow model, 179, 180
 - formula for, 166
 - in performance-based plans, 138, 178
 - shareholder value added vs., 174
 - as value-based metric, 167–170, 190
- Economic rent, 167
- Economic trade-offs, 259–261
- Economic value added (EVA), 193
 - and bonus bank arrangements, 117
 - as financial metric, 138, 163
 - as focus of incentive plans, 55
 - formula for, 166
 - and risk, 111
- Education, financial, 294
- Employee satisfaction, 138

310 INDEX

- Employee stock ownership plan (ESOP), 302
- Energy-generation companies, 254–255
- Enron, 289
- Enterprise value:
and debt, 53
in discounted cash flow model, 23, 24
in forecast reconciliations, 210
formula for, 166
and long-run performance, 101
market, 33
- EP, *see* Economic profit
- EPS, *see* Earnings per share
- Equity(-ies):
private, 261–264
rates of return of, 122, 123
subsidiary, 236–237, 245, 254, 257
- Equity capital, 31
- Equity financing, 26
- Ericson, Richard N., 85
- ESOP (employee stock ownership plan), 302
- European option, 282
- EVA, *see* Economic value added
- “Executive Compensation – Principles and Commentary” (Business Roundtable, 88–89)
- Executives, defined, 267
- Exogenous effects, immunity from, 159–160
- Expected returns, 30–32
- Expenses:
discretionary, 225
of performance share plans, 279
research and development, 170, 182, 186, 187
selling, general and administrative, 141
stock compensation, 63, 64
- Expense control, 138
- F
- Fairness (of pay strategies), 78
- FAS (Financial Accounting Standard) 123(R), 279
- FASB (Financial Accounting Standards Board), 302
- FCF, *see* Free cash flow
- Fienberg, Kenneth, 10
- Finance departments, 292–295
- Financial Accounting Standard (FAS) 123(R), 279
- Financial Accounting Standards Board (FASB), 302
- Financial crisis of 2008:
equity valuations in, 41, 270
goal setting after, 95, 209
and monetary policy, 178
risk for investors and executives in, 113–114
risk management after, 107, 109–110
risk premium for equity investments in, 123
underwater options in, 284
- Financial education, 294
- Financial metrics:
context for, 142
from finance departments, 294
as performance metrics, 137–138
and stock prices, 269–270
testing of, 21
- Financial performance, historical, 198–200, 202
- Financial policy, 295
- Financial sector:
incentives in, 109–111
risk in, 89, 90
- Financial Stability Forum (FSF), 89–90
- First-line value drivers, 3
- Fixed assets, 53
- Fixed-price stock options, 289–290
- Fixed-share guidelines, 285–286
- Flexibility, 103, 239, 298, 299
- Forecasts:
benchmarking with, 198
in business valuations, 47–49
and discounted cash flow model, 24, 246
of free cash flows, 23
interpreting, 205–206
past performance in, 198–203
for performance-based plans, 203–206
reconciliations of, 209–216
- Forecast-term income, 302
- Formula-based valuations (for business units and private companies), 247–250
- Fortune* (magazine), 163
- Freakonomics* (Steven D. Levitt and Stephen J. Dubner), 133

- Free cash flow (FCF):
 and accounting practices, 45–46
 in business valuations, 43–47, 248
 calculating, 43–44
 and capital usage, 208
 defined, 302
 in discounted cash flow model, 22–24,
 42
 drivers of, 46–47
 and EBITDA, 253
 operating cash flow in, 155–156
 and total business return, 171, 173, 179,
 180, 259
 uses of, 44–45
- “Free” option accounting, xiii
- Friedman, Milton, 84, 178
- Front loading, 285
- FSF (Financial Stability Forum), 89–90
- Full-value phantom stock, 241–243
- Future value (of stock-based incentive grants),
 36
- G
- Gains (for private companies), 249–250
- Generally accepted accounting principles
 (GAAP), 253
- Goals:
 of incentive programs, 2, 268
 long-term, 96–97
 in new standards approach, 95–97
 nonfinancial, 133–137
 and performance ranges, 225
 for performance share plans, 277
 and risk management, 112
 term structure of, 160–161
- Goal-based incentive plans:
 calibration of, 38
 as hedges, 270–271
 and immunity, 159
 prevalence of, 131
 and risk, 118, 278
 and stock-based incentive plans, 268–271,
 278
 targets and ranges for, 33, 197
 time frames for, 50
 and uncertainty/volatility, 159
 and value creation, 27, 35, 280
- Goal weighting (in performance-based plans),
 228–229
- Governance:
 and budgets, 13–14
 and capitalism, 84
 and incentives, 3–6, 8, 95, 100
 in new standards approach, 85–91
 and performance, 8–9
 remote-control-governance strategies, 90
 and risk management, 107
 and value-based measures, 180–185
- Graham, Benjamin, 298
- Grant frequency, 240, 281–282, 284–286
- Grant mix, 280–282
- Grant size, 281–282
- Grant term (of TBR phantom stock plans),
 240
- Greenspan, Alan, 110
- Gross capital, 150
- Gross capital usage, 158
- Gross margin, 138–142
- Gross profit, 141, 206
- Growth:
 incentives for, 120
 and stock price, 47
 and TBR-based targeting systems,
 218–220
 unprofitable, 139
 and valuation formulas, 248–249
- Growth bias, 93, 102
- Grund, Michael, 74
- Gutfreund, John, 9, 110
- H
- Hammurabi of Babylon, 6
- Harvest bias, 175
- Hiring practices, 77
- Historical financial performance, 198–200,
 202
- Hockey stick plan, 302
- “Hockey stick” projections, 56
- Holding terms (incentives), 49–50
- “House money” problem, 114
- Human capital, 9
- Human resources (HR), 136, 295–299
- Hurdles, income, 128
- Hurdle rate of return, 145, 201

312 INDEX

- I
- Immunity, 158–160
- Implied volatilities, 126
- Incentive (term), 302
- Incentive pay, 65–71
- Incentive performance metrics, 131–161
- cash flow metrics as, 155–158
 - and context for financial metrics, 142
 - debt, share repurchases, EPS, and stock price gains as, 150–154
 - financial metrics as, 137–138
 - indexation and immunity in, 158–160
 - individual performance in, 132–133
 - nonfinancial goals as, 133–137
 - operating income, EBIT, and ROIC as, 143–149
 - pretax income, net income, EPS, and ROE as, 149–150, 154–155
 - revenue, volume, and gross margin as, 139–142
 - and term structure of goals, 160–161
 - traditional vs. value-based, 149
 - valuation criteria for, 142
- Incentive programs, 1–18, 291–299. *see also* Market practices for incentives
- about, 1–3
 - and authority of senior management team, 9–10
 - and business performance, 17–18
 - and business valuation, 25–28
 - buying and selling of risk in, 115–119
 - for CEOs, 14–16
 - communication about, 291–292
 - costs, 62–65
 - current state of, 7–9
 - and decision making, 6–7
 - and finance departments, 292–295
 - and governance, 3–6
 - and human resources departments, 295–299
 - new standards for, 10–14
 - structure of, 91–92
 - for top officers, 16–17
- Incentive risks, 229–230
- Incentive stock option (ISO), 302
- Income. *See also* Net income
- and divestiture, 186
 - and earnings quality, 29
 - forecasts of, 206
 - and free cash flow, 46–47
 - pretax, 137, 149–150, 154–155
 - residual, 167, 169
 - targets for, 222, 223
 - and total business return, 171, 216
 - in value-based programs, 50–52, 188
 - variation in, 221
- Income hurdles, 128
- Incremental return on invested capital (incremental ROIC), 201, 206
- Indexation:
- for business units and private companies, 250–252, 255–256
 - and performance metrics, 158–160
- Indexed stock options, 273
- Industry:
- in incentive design, 254–255
 - and stock compensation expense, 64
- Inflation, 165, 175–176, 178
- Informational asymmetry, 50, 184, 235
- Information releases, 283
- Information systems groups, 136
- Initial public offerings (IPOs):
- defined, 302
 - incentive effects from, 102
 - incentives before, 286–288
 - market valuations before, 245–247
- Intangible value, 29
- Internal rate of return (IRR) calculations, 176
- Internal Revenue Code (I.R.C.):
- section 162(m) of, 8, 61, 131, 143, 180, 182, 274, 275
 - section 409A of, 244, 263–265, 282
- Investment evaluations, 293
- Investors:
- in CAPM model, 122
 - risk for, 113–115
 - self-interest of, 94–95
 - standards of performance for, 298
- Investor return:
- and performance-based plans, 101, 196–197
 - as threshold for incentive programs, 37
 - and valuation, 20
- IPOs, *see* Initial public offerings
- I.R.C., *see* Internal Revenue Code

- IRR (internal rate of return) calculations, 176
 ISO (incentive stock option), 302
- J**
 Japan, equity values in, 41
 Job transfers, 235
- K**
 Keynes, John Maynard, 41, 123
- L**
 Land (as asset), 156
 LBOs, *see* Leveraged buyouts
 Leases, 187
 Legacy effects (of incentive structures), 103
 Lehman Brothers, 109
 Leverage:
 and beta coefficients, 129
 in business units and private companies,
 241–242, 253
 and forecasts, 206
 and performance, 53
 in performance share plans, 275, 277–279
 in performance unit plans, 270
 and ranges for performance-based plans,
 224, 225, 228–229
 and risk, 113
 in stock-based plans, 279, 281, 284–286
 and value, 125
 in venture-stage companies, 288
 wealth, 284–285
 Leveraged buyouts (LBOs), 54, 102, 152, 155,
 302
 Lewis, Michael, 9
 Liabilities, for private companies, 249–251
Liar's Poker (Michael Lewis), 9
 Lifestyle, private market activity and, 83
 LIFO conversions, 56, 80–81
 Line of sight (of executives), 11
 in business units, 233, 247
 and financing of investments, 154
 in goal-based programs, 136
 and incentive structures, 67, 72
 increasing, 100
 and relative TSR, 271–272
 in stock-based incentive programs, 76
 and unit results, 13
- Liquidity (of private equity incentives), 261
 Literacy, business, 192
 Long-range planning (by financial
 departments), 293
 Long-Term Capital Management crisis of
 1990s, 110
 Long-term goals, 96–97
 Long-term incentive (LTI) plans, xi–xii, 61
 for business units and private companies,
 233–236
 defined, 302
 goal-based, 12
 goals for, 97
 performance share plans as, 275–277
 private equity in, 261–262
 stock-based, 2
 and stock price, 69–70
 TBR-based phantom stock plans as, 240
 and value creation, 35
- M**
 Make-whole grants, 288
 Malthus, Thomas Robert, 83
 Management:
 authority of, 9–10
 decision making by, 19
 governance roles of, 4, 5
 new standards for, 97–99
 pay for, 57–62
 responsibilities of, 85, 99–100
 risk for, 113–115
 roles of, xi
 and shareholders, 1, 11
 Marketability (of business units and private
 companies), 246–247
 Market capitalization multiples, 198, 200
 Market comparison approach (valuation),
 42–43, 245
 Market enterprise value, 33
 Market equity risk premiums, 122–124
 Market-indexed valuation formulas, 250–253
 Marketing initiatives, 182, 186
 Market noise, 272
 Market norms:
 for incentive structures, 76–77, 118
 of pay, 262–264
 setting targets with, 200–201

314 INDEX

- Market practices for incentives, 57–78
 - and composition of pay, 57–62
 - conventional rationales for, 75–78
 - and costs of incentives, 62–65
 - market-based considerations of, 73–75
 - stocks and options in, 72–73
 - and variable vs. incentive pay, 65–71
- Market share, 139
- Market valuation and market values:
 - of business units and private companies, 245–253
 - of company stock, 196
 - in forecast reconciliations, 214
 - of phantom stock plans, 243, 244
- Market Value Added, 29
- Marx, Karl, 83
- Mean reversion, 202
- Mergers, 1, 221
- Micromanagement, 98, 104
- Miller, Merton, 125
- Minority discounts, 246
- Minow, Nell, 4
- Mistake avoidance, 92–93
- Modigliani, Franco, 125
- Monetary policy, 73, 178
- Money, senior executives' views of, 99
- Monks, Robert A. G., 4
- Monte Carlo simulations, 214
- Multiyear grants, 249
- N
- National Association of Corporate Directors (NACD), 86–87
- Net assets, 52
- Net debt, 44, 250
- Net income:
 - defined, 302
 - in forecast reconciliations, 215
 - as performance metric, 137, 149–150, 154–155
 - and value creation, 26
- Net operating profit after taxes (NOPAT), 25, 138
- Net value added, 165, 174, 179
- Net value gain, 166
- Net working capital, 53
- New capital, 43
- New standards approach, 83–104
 - and capitalistic altruism, 93–95
 - and competitive economy, 83–85
 - goal setting in, 95–97
 - governance in, 85–91
 - guidelines for, 99–104
 - for incentive programs, 10–14
 - mistake avoidance in, 92–93
 - origins of, xiii
 - for senior management, 97–99
 - structure of executive incentives in, 91–92
- Nonfinancial goals, 133–137
- Nonoperating capital, 44
- Nonqualified plan, 302
- Nonrecurring costs, 182–183
- NOPAT, *see* Net operating profit after taxes
- O
- Obama, Barack, 108
- Objectives (as performance measures), 138
- OI, *see* Operating income
- OI/ROIC matrix, 147–149, 165–166, 180
- Operating cash flow:
 - as cash flow metric, 155–156
 - in free cash flow, 43
 - pretax, 253
 - and value-based performance metrics, 166
- Operating income (OI), 11
 - after-tax, 22–24, 52
 - forecasts of, 206
 - in incentive structure, 101
 - as performance metric, 138, 143–149
 - and performance ranges, 224
 - and revenue, 140–141
 - terms for, 160–161
 - and total business return, 259
 - and value-based metrics, 165, 166, 189–190
 - and value creation, 26
- Operating profit, 29, 138
- Operational results:
 - in business valuation, 52–53
 - and earnings quality, 29
 - and incentive structure, 102
 - as performance metrics, 154
 - and strategic initiatives, 135
- Optics, 302

- Options:
- accounting treatment of, 279
 - and cost of capital, 31
 - discounted, 282
 - fixed-price, 289–290
 - historical use of, xi, xiii, 7–8, 12–13, 72–73
 - incentive stock option, 302
 - indexed, 273
 - and leverage, 279
 - in pay composition, 59–60, 62
 - performance shares vs., 277–278
 - premium, 283, 303
 - put and call, 116
 - and risk biases, 114–115
 - and risk taking, 109
 - in stock-based incentive programs, 274
 - timing of, 283
 - and value creation, 35
 - volatility and pricing models of, 208
- Option expensing:
- and composition of pay, 59–60
 - at private companies, 236
 - and stock prices, 73–75
- Outside valuation of stock, 244–245
- Ownership:
- in business units and private companies, 234, 236
 - in incentive structures, 103–104
 - and stock-based plans, 268, 269, 288, 289
 - and value-based performance metrics, 164
- P
- Pay:
- at business-unit level, 136–137
 - of CEOs and CFOs, 2, 79
 - composition of, 57–62
 - market norms of, 262–264
 - market standards of, 77–78
 - performance-based, 8
 - and risk management, 108–109
 - variable vs. incentive, 65–71
- Payout curves, 222, 223, 229
- Payout ranges, 227–228
- Pay to Prosper* (Richard N. Ericson), 85
- Peer companies:
- benchmarks against, 198
 - indexing with, 250, 251, 255
 - performance ranges based on, 227
 - total shareholder return for, 209, 271–273
 - as valuation indicators, 42
- Performance. *See also* Incentive performance metrics
- in business valuations, 48, 50–52
 - in capital markets, xiii, 20, 100
 - and earnings per share results, 75–76
 - and governance, 5, 8–9
 - and incentive programs, 17–18
 - individual, 2, 132–133
 - and leverage, 53
 - and private equity incentives, 262
 - and restricted stock, 274
 - and risk, 21, 96, 226
 - targets for, 32–33, 198–203, 222
 - and value creation, 34, 132
- Performance-based plans. *See also* Targets and ranges for performance-based plans for business units and private companies, 256–261
- and investor return, 101
 - long-term incentive programs as, 70
 - pay from, 8, 60–62
 - and risk, 96
 - and value creation, 279–280
- Performance-based valuation formulas, 250–253
- Performance cash plans, *see* Performance unit plans
- Performance ranges, 112, 113, 223–228
- Performance share plans, xii, 257
- as all-in-one plans, 275–277
 - income variation in, 221
 - risk in, 277–281
 - total business return in, 173
- Performance unit (performance cash) plans:
- about, xii, 256–257
 - benefits of, 269–270
 - defined, 302
 - efficacy of, 62
 - income variation in, 221
- Per share value, of stock, 246
- Phantom stock, xii
- market valuation of, 38, 249
 - types of, 241–243

316 INDEX

- Phantom stock plans:
 book value for, 254
 for business units and private companies,
 236–245
 as choice-based targeting systems, 221
 defined, 303
 dilution guidelines for, 243–244
 EBITDA for, 155, 253
 financial metrics in, 143
 and leverage, 241–242
 and stock-based incentive plans, 265
 TBR-based, 237–241
 and total business return, 173, 178
 valuation of, 244–245
- Planning (by financial departments), 293
- Portfolio insurance debacle of 1980s, 110
- Premium phantom stock, 241, 242
- Premium stock options, 283, 303
- Present value, of stock-based incentive grants,
 36
- Present value discounting (of cash flows), 55
- Pretax income, 137, 149, 150, 154–155
- Pretax operating cash flow, 253. *See also*
 Earnings before interest, taxes,
 depreciation, and amortization
 (EBITDA)
- Price/earnings multiples, 206–208
- Pricing, anticipatory, 71
- Principal-agent arrangements, 6
- “Principles for Sound Compensation
 Practices” (Financial Stability Forum),
 89–90
- Private companies, 235–264
 adjustments of valuation results for, 255–256
 book value for, 254
 business results for, 264
 EBITDA for, 253
 industry and incentive design for, 254–255
 leverage for, 241–242
 long-term incentives for, 235–236
 market valuation for, 245–253
 performance plans for, 256–261
 phantom stock for, 236–245
 subsidiary equity for, 236–237
 value-based vs. private equity incentives for,
 261–264
 value creation at, 37
- Private equity incentives, 261–264
- Private market activity, 83
- Profit:
 after-tax operating, 29
 controllability of drivers for, 159
 economic, 167–170
 gross, 141, 206
 net operating profit after taxes, 25
 operating, 29, 138
 as performance measure, 137
 as responsibility of business, 84
 and value creation, 34
- Profitability, revenue and, 139
- Put options, 116
- R
- Range, Friederike, 78
- Ranges (for performance-based plans), *see*
 Targets and ranges for performance-based
 plans
- Rates of return, for equities, 122, 123
- Real estate, 158
- Real value added (RVA):
 and cash value added, 175
 defined, 303
 formula for, 166
 as value-based metric, 177–179
- Recapture, 156–158, 174–175
- Reconciliation:
 of DCF model and value-based metrics,
 179–180
 forecast, 209–216
 of market and formula-based valuations,
 248–250
 of market valuation methods, 246
 of private equity incentives and market pay
 norms, 262–264
- Relative total shareholder return (relative
 TSR), 159, 271–273
- Remote-control-governance strategies, 90
- Rental, of assets, 187
- Rent computation (for real value added),
 177–178
- Reorganization (restructuring), 182, 187
- Research and development expenses, 170,
 182, 186, 187
- Residual income, 167, 169

- Residual value, 23–25, 246
 - Resource sharing, 234
 - Restricted stock, xi
 - and cost of capital, 31
 - in pay composition, 60–62
 - and performance goals, 131
 - and performance share plans, 276–278
 - in stock-based programs, 274
 - Retention, 271, 274, 276, 282
 - Return on assets (ROA), 138, 144
 - Return on capital employed (ROCE), 144, 303
 - Return on common equity, 150
 - Return on economic capital (ROEC), 166, 188–189
 - Return on equity (ROE):
 - defined, 303
 - in forecast reconciliation, 215
 - as incentive performance metric, 150, 154–155
 - as performance measure, 138
 - and value creation, 26–27
 - Return on invested capital (ROIC):
 - and CFROI, 178
 - context for comparisons of, 201–202
 - in forecast reconciliations, 215
 - as performance metric, 138, 144–149
 - and total business return, 216, 217
 - and value-based metrics, 189–190
 - and value creation, 26, 36
 - Return on investment (ROI), 144
 - Return on net assets (RONA), 53, 138, 144
 - Revenue:
 - and executive pay, 77–78
 - forecasts of, 206
 - as performance metric, 139–142, 181
 - and value creation, 142
 - Revenue-based incentive plans, 139, 142
 - Revenue class, stock compensation expense and, 63, 64
 - Risks, 8, 107–129
 - adjustments of value-based metrics for, 188–189
 - allocated, 234
 - buying and selling of, 115–119
 - and calibration, 119–120
 - and capital asset pricing model, 121–123
 - and capitalization multiples, 208
 - and cost of capital, 29, 121–128
 - in decision making, 107–108
 - diversifiable, 126
 - and earnings quality, 28
 - for financial services companies, 89, 90
 - in goal-based incentive plans, 278
 - incentive, 229–230
 - in incentive structures, 101, 103
 - for investors vs. management, 113–115
 - and ownership, 289
 - and performance, 21, 96, 226
 - of private equity incentives, 262
 - and risk management, 108–113
 - for senior executives, 98
 - in stock-based plans, 271, 277–280
 - in TBR-based targeting systems, 218
 - trailing, 119
 - and value-based metrics, 164, 165
 - and value creation, 19
 - and wealth leverage, 285
 - Risk-adjusted cost of capital, 11
 - Risk-adjusted return metrics, 111
 - Risk-free rate of return, 122, 123
 - Risk management:
 - after financial crisis of 2008, 108–110
 - calibration of incentives with, 120
 - by finance departments, 295
 - in incentive design, 103, 110–113
 - Risk transfers, 107
 - ROA, *see* Return on assets
 - ROCE (return on capital employed), 144
 - ROE, *see* Return on equity
 - ROEC, *see* Return on economic capital
 - ROI (return on investment), 144
 - ROIC, *see* Return on invested capital
 - Rollouts, of plans, 297
 - RONA, *see* Return on net assets
 - RVA, *see* Real value added
- S
- Safety (as performance measure), 138
 - Salary:
 - base, 58, 59
 - and ownership guidelines, 288, 289
 - Sales, 137, 142, 213
 - Sandbagging, 197, 215, 222

318 INDEX

- SARs, *see* Stock appreciation rights
- Scale effects (on operating income), 206
- Securities and Exchange Commission (SEC), 109, 245
- Self-interest, 94–95
- Selling, general and administrative (SG&A) expenses, 141
- Semi-variance, 126
- Senior management:
 - authority of, 9–10
 - new standards for, 97–99
 - roles of, xi
- SG&A (selling, general and administrative) expenses, 141
- Shareholders:
 - agents of, 99–100
 - and earnings per share, 75–76, 150
 - expectations of, xiii, 127, 196–197, 211
 - and management, 1, 11
 - maximizing returns for, 54
 - protection for, 5–6
 - strategic initiatives for, 135
 - value creation for, 27
- Shareholder value, 165
- Shareholder value added (SVA), 166, 174, 179, 187, 193, 303
- Share repurchases, 45, 150–154
- Sharing rate, 37
- Short-term bias, 93
- Sinking fund factor (for cash value added), 174–175
- Smith, Adam, 6, 94
- South Sea bubble, 41
- “Soviet” incentive schemes, 222
- Standard & Poor’s (S&P) 500 index, 72, 127, 272
- Stele of Hammurabi, 6
- Stocks. *See also* Phantom stock
 - gains in, 72–73
 - in long-term incentive plans, xi–xii, 2, 12–13
 - as performance-discounting device, 269
 - restricted, xi
 - share repurchases, 150–154
 - and value creation, 36
- Stock appreciation rights (SARs), xii, 274
- Stock-based deferrals, 111
- Stock-based incentive plans, 267–290
 - approaches to, 273–277
 - control in, 282–284
 - in current marketplace, 267–268, 289–290
 - financial metrics for, 143
 - and goal-based incentive plans, 268–271
 - grant frequency and leverage in, 284–286
 - grant mixes in, 280–282
 - and line of sight, 100
 - ownership effects of, 288, 289
 - pay costs from, 62–65
 - performance expectations in, 131
 - and phantom stock plans, 241, 265
 - relative total shareholder return in, 271–273
 - risk in, 277–280
 - and shareholder expectations, 196–197
 - valuation and payouts from, 33
 - value creation in, 27–28, 35–36, 76
 - for venture-stage companies, 286–288
- Stock bounce-backs, 283–284
- Stock compensation expenses, 63, 64
- Stock market:
 - and discounted cash flow model, 41–42
 - and option expensing, 74–75
 - and performance, 100
 - in valuations, 71
 - volatility of, 233
- Stock options, *see* Options
- Stock price:
 - exposure to, 12, 14
 - as feedback, 268–269
 - and financial results, 269–270
 - in forecasts, 47, 48, 205, 209–216
 - gains in, 150–154
 - and information releases, 283
 - and long-term incentive pay, 69–70
 - and performance, 38, 247
 - and risk management, 120
 - and stock repurchases, 152
 - volatility of, 113, 126, 233
- Stock units, 274
- Strategic acquisitions, 184
- Strategic initiatives, 134–136
- Subsidiary equity, 236–237, 245, 254, 257
- Support, from CEOs, 292
- SVA, *see* Shareholder value added

T

Targets and ranges for performance-based

- plans, 195–230
- and budgets, 195–196
- contentious details of, 220–223
- and economic profit, 170
- and enterprise multiples, 206–209
- financial metrics as, 143
- and forecast reconciliation, 209–216
- and forecasts, 203–206
- incentive risks, calibration, and testing of, 229–230
- intervals for, 223–228
- and investor return, 196–197
- leverage and goal weighting of, 228–229
- and past results, 198–203
- and relative TSR, 273
- and revenue, 141
- and risk, 108
- and ROIC, 146
- and total business return, 173, 216–220
- uncertainty/volatility in, 33–34, 159, 160
- and value creation, 27

TARP (Troubled Asset Relief Program), 109

Taxes:

- and debt, 53, 121, 154
- forecasts of, 205–206
- and leveraged buyouts, 155
- and performance metrics, 144
- and restricted stock, 274

TBR, *see* Total business return

TBR phantom stock plans, 237–243

Teamwork, 76, 234

Technical compliance (for stock-based plans), 268

Technology bubble of 1990s, 41

Technology sector, founder returns in, 54–55

Term structure (of incentive pay), 21

Testing, 112, 229–230

Thresholds (of performance ranges), 224, 225

Time frames:

- for incentives, 21, 101, 154
- for performance-based plans, 223–228
- for relative TSR measurement, 272
- for TBR-based phantom stock plans, 240
- for vesting, 49–50

TIR, *see* Total investor return

Tobin's Q ratio, 29, 34

Top officers:

- composition of pay for, 57–62
- incentive programs for, 16–17
- stock price and incentives for, 14–15, 268
- support from, 292

Total business return (TBR):

- and adjustments of indexed valuations, 256
- in business valuations, 37–40, 252
- and capital usage, 119, 120
- and change in control, 240
- defined, 303
- and discounted cash flow model, 179, 180
- formula for, 166
- grants of, 220–222
- and long-range planning, 293
- for phantom stock plans, 178
- and risk, 114
- as target, 216–220, 257–259
- as value-based metric, 170–173
- and volatility, 187

Total cash compensation, 58

Total direct compensation, 58, 65–66

Total direct pay, 116

Total investor return (TIR), 31, 33, 303

Total return, of enterprises, 102

Total return plans, 120

Total shareholder return (TSR):

- benchmarking of, 200, 209, 227
- and cost of capital, 127
- defined, 31, 171, 303
- indexing with, 251
- and value creation, 35, 36

Trading activity, earnings quality and, 29

Trailing risks, 119

Transfer prices, 234

Treasury bonds, 122, 123

Troubled Asset Relief Program (TARP), 109

Trust, 297

TSR, *see* Total shareholder return

Twain, Mark, 156

U

Uncertainty, 33–34, 159, 160, 209

Underwater options, 284

Underwriting, earnings quality and, 29

320 INDEX

V

Valuation, *see* Business valuation

Valuation multiples, 42, 206, 207, 248, 251–252

Value:

in capital markets, 20

drivers of, 19, 24, 28–29, 101

enterprise, 23, 24

intangible, 29

and leverage, 125

market enterprise, 33

residual, 23–25, 246

shareholder, 165

in total business return, 171, 173

warranted, 38, 264, 270

Value-based incentives, 37, 160, 261–264

Value-based management (VBM), 163, 303

Value-based performance measures, 149, 163–192

about, 165–167

adjustments of, 180–188

cash flow return on investment, 175–177

cash value added, 174–175

comparisons of, 189–191

and discounted cash flow model, 179–180

economic profit, 167–170

and governance, 180–185

history of, 163–164

real value added, 177–179

risk-based capital and return on economic capital, 188–189

scope and purpose of, 191–192

shareholder value added, 174

total business return, 39–40, 170–173

Value creation, 34

by business units, 101

in business valuations, 34–37

and capitalistic altruism, 93–94

and capital usage, 261

in decision making, 3, 19

and earnings, 8

and goals, 13

and incentives, 25–28

in performance-based plans, 279–280

and performance metrics, 142, 145–149

by senior management, 298

in stock-based incentive programs, 76, 239

and valued-based metrics, 189

Variable accounting, 303

Variable pay, 65–71

VBM (value-based management), 163, 303

Venture-stage companies, 123, 286–288

Vesting, 12

and business valuation, 49–50

of private equity incentives, 261

and risk, 117–118

of TBR phantom stock plans, 240

Vintages, in CFRQJ, 176

Volatility:

and capitalization multiples, 208

and cost of option grants, 283

in forecasts, 209

implied, 126

market, 123

of stock prices, 113, 126, 233

and value-based metrics, 187–188

Volume (as metric), 139–142

W

WACC, *see* Weighted-average cost of capital

Wall Street (film), 94

Warranted value, 38, 264, 270

Wealth, drivers of, 18

Wealth leverage, 284–285

Weighted-average cost of capital (WACC), 121, 126, 303

Weighting, goal, 228–229

Welch, Jack, 191

Z

Zero-growth perpetuity, 24