

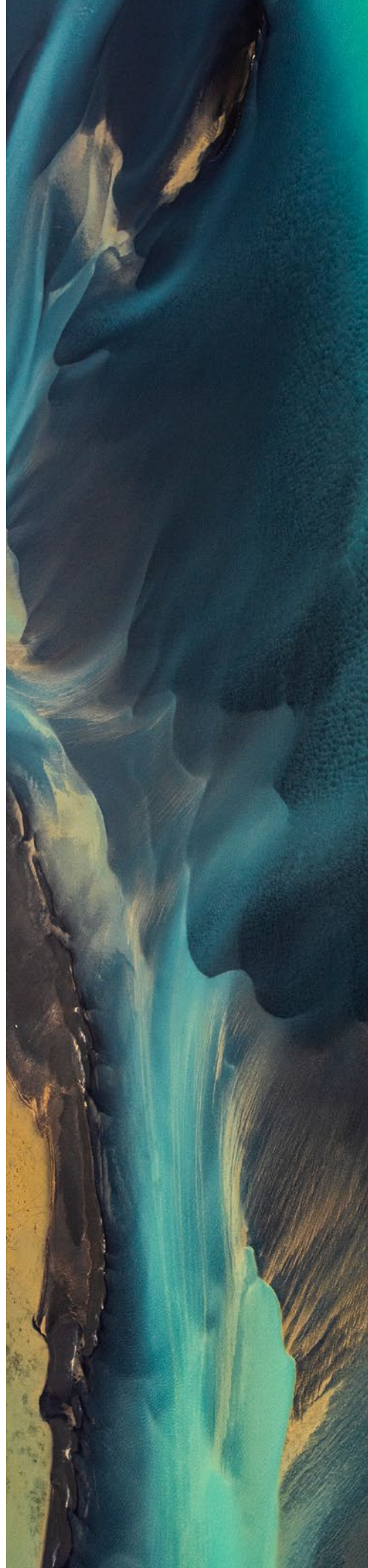
2023 Nordic Spencer Stuart Board Index Highlights

The *Nordic Spencer Stuart Board Index* analyses the board governance practices of the 25 largest listed companies by market capitalisation in Denmark (OMX Copenhagen), Finland (OMX Helsinki), Norway (OBX), and Sweden (OMX Stockholm). The period covered by this 2023 Board Index is 1 June 2022–31 May 2023. Some of the most notable findings are highlighted below.

Gender diversity remains a top priority

Women are well-represented on Nordic company boards and there has been further progress towards gender parity across all the countries in the region.

- » 41% of all board members across the region are women, a slight increase from 39% in 2022.
- » Progress can be most clearly seen in Denmark, where women's share of board seats has risen 36% over the past five years (from 28% in 2018 to 38% this year).
- » Consistent with previous years, Norwegian boards have the highest proportion of women on their boards at 45% (unchanged from 2022).
- » Sweden has the second-highest female representation with 41% (an increase from 39% in 2022).
- » In Finland, women represent 39% of board directors (26% in 2022).



41%

of all board members across the region are women

10

out of 100 boards are chaired by women

47%

of first-time non-executives are women

50%

of first-time listed company directors are foreign

Board leadership positions are still predominantly male

Although there are more women in the boardroom, they are not well represented in leadership roles. There are observable differences from country to country when it comes to the numbers of women in leadership positions such as board chairs, deputy chairs and committee chairs.

- » At the cut-off date, 10 out of 100 boards are chaired by women.
- » Four Norwegian boards have female chairs, followed by Denmark (2), Finland (2) and Sweden (2).
- » 34% of deputy chairs (or equivalent) are women. This is an increase from 25% in 2022.
- » 55% of audit committee chairs are women, compared with 17% of remuneration committee chairs.

First-time directors

A significant number of new non-executives are sitting on their first listed board. The profile and backgrounds of first-time directors are diverse.

- » Across the region, 31% of new directors joined the board of a listed company for the first time. This is a decrease from 41% in 2022.
- » The average age of first-time non-executives is 53.7 years.
- » 47% of first-time non-executives are women.
- » 50% of first-time listed company directors are foreign.
- » 76% of first-time directors hold executive positions; only 24% have portfolio careers.

External commitments

Investors and boards have become increasingly concerned over recent years about the dangers of 'overboarding', a reflection of the growing demands and time commitment inherent in the role.

- » The average number of reported board meetings held is 13, unchanged from 2022.
- » Non-executives continue to hold an average of two listed company board directorships in total, giving an average of one external board role per director.
- » Among chairs, those on Finnish boards hold the fewest additional board roles, at an average of 0.9 per chair. This is followed by chairs in Denmark (1.1), Norway (1.2), and Sweden (1.8)

Committees

Each country has different requirements and best-practice recommendations in relation to board committees. In addition to mandatory core committees, some boards create other market- or industry-specific committees. Details on every board committee [add link] can be found in the 2023 Nordic Spencer Stuart Board Index.

- » The most common committee outside the audit, remuneration, and nomination committees is the risk committee (11 companies), followed by technology (10) and sustainability-related (7) committees.
- » Five of the seven ESG committees are on Norwegian boards. Two are on Finnish boards.
- » Chairs and members of audit committees are the highest paid: Chairs receive €34,863 while members receive €20,402.
- » Danish boards have the highest average number of committees (3.3), due to corporate governance regulations. Boards in Finland, Norway, and Sweden each maintain 2.3 committees on average.

Remuneration

Board remuneration is increasing.

- » €168,912 is the average fee for chairs, up from €165,501 in 2022.
- » €63,181 is the average basic retainer for non-executive directors, up from €62,161 in 2022.
- » Over the past five years, chair fees have grown the most in Norway (up 43%). The second highest increase is chair fees in Denmark (up 24%).



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13

the average number of
board meetings

7

companies have
sustainability-related
committees

€168,912

the average fee
for chairs

€63,181

the average basic retainer
for non-executives



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