

EQUIFAX INC  
Form DEF 14A  
March 23, 2011  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**EQUIFAX INC.**

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(Name of Registrant as Specified In Its Charter)

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

March 23, 2011

Dear Shareholder:

You are cordially invited to join us at the 2011 Annual Meeting of Shareholders of Equifax Inc. to be held at 9:30 a.m. Eastern Daylight Time on Thursday, May 5, 2011 at our principal executive offices located at the address shown above.

The accompanying notice of meeting and proxy statement describe the matters to be acted upon at the meeting. We also will report on matters of interest to our shareholders.

Your vote is important to us and we hope that you will take this opportunity to participate in the affairs of the company. Whether or not you plan to attend the Annual Meeting in person, we encourage you to vote so that your shares will be represented and voted at the meeting. You may vote by proxy on the Internet or by telephone, or by completing and mailing the enclosed proxy card in the return envelope provided. You may also vote in person at the Annual Meeting. Additional information about voting your shares is included in the proxy statement.

Thank you for your continued support of Equifax.

Sincerely,

Richard F. Smith

*Chairman and Chief Executive Officer*

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

**NOTICE OF 2011 ANNUAL MEETING OF SHAREHOLDERS**

**May 5, 2011**

**9:30 a.m. Eastern Daylight Time**

To the shareholders of Equifax Inc.:

Notice is hereby given that the 2011 annual meeting of shareholders (the *Annual Meeting*) of Equifax Inc., a Georgia corporation (the *Company*), will be held on Thursday, May 5, 2011 at 9:30 a.m. Eastern Daylight Time at the Company's principal executive offices located at the address shown above for the following purposes, as more fully described in the accompanying proxy statement (the *Proxy Statement*):

1. To elect six director nominees to the Company's Board of Directors (the *Board*) as identified in the accompanying proxy statement, each to serve as a director for a one-year term;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2011;
3. To hold an advisory vote on executive compensation;
4. To hold an advisory vote on the frequency of future advisory votes on executive compensation; and
5. To transact such other business as may properly come before the Annual Meeting and any postponement(s) or adjournment(s) thereof.

Only shareholders of record as of the close of business on March 7, 2011 are entitled to receive notice of, to attend, and to vote at, the Annual Meeting.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 5, 2011.**

**The Proxy Statement and the 2010 Annual Report to Shareholders are available at: [www.proxyvote.com](http://www.proxyvote.com).**

This year, we are pleased to be again using the U.S. Securities and Exchange Commission ( *SEC* ) rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our shareholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of this Proxy Statement and our 2010 Annual Report. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how each of those shareholders can receive a paper copy of our proxy materials, including the Proxy Statement, our 2010 Annual Report and a form of proxy card or voting instruction card. All shareholders who do not receive a notice, including shareholders who have previously requested to receive paper copies of proxy materials, will receive a paper copy of the proxy materials by mail unless they have previously requested delivery of proxy materials electronically. Continuing to employ this distribution process will conserve natural resources and reduce the costs of printing and distributing our proxy materials.

You are cordially invited to attend the Annual Meeting in person. To ensure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

Sincerely,

Dean C. Arvidson

*Corporate Secretary*

Atlanta, Georgia

March 23, 2011

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1550 Peachtree Street, N.W.

Atlanta, Georgia 30309

**PROXY STATEMENT**

**FOR**

**2011 ANNUAL MEETING OF SHAREHOLDERS**

**GENERAL INFORMATION**

Proxies in the form furnished are being solicited by the Board of Directors (the *Board*) for the 2011 Annual Meeting of Shareholders. A Notice of Internet Availability of Proxy Materials was first sent, and the accompanying notice of meeting, this Proxy Statement and the form of proxy are first being made available, to shareholders on or about March 23, 2011.

All shares represented by proxies received will be voted in accordance with instructions contained in the proxies. The Board recommends a vote:

1. **FOR** each of the six nominees for director identified in these proxy materials and on the proxy card;
2. **FOR** the ratification of the appointment of the Company's independent auditors for 2011;
3. **FOR** the approval, on an advisory basis, of the compensation of the named executive officers as disclosed in these materials; and
4. **FOR** the approval, on an advisory basis, of a frequency of every year for future advisory votes on executive compensation.

In the absence of voting instructions to the contrary, shares represented by validly executed and dated proxies or voting instruction cards will be voted in accordance with the foregoing recommendations.

On or about March 23, 2011, we will mail a Notice of Internet Availability of Proxy Materials to our shareholders who have not previously requested electronic access to our proxy materials or the receipt of paper proxy materials advising them that they can access this Proxy Statement, the 2010 Annual Report and voting instructions over the Internet at [www.proxyvote.com](http://www.proxyvote.com). You may then access these materials and vote your shares over the Internet or by telephone. The notice contains a 12-digit control number that you will need to vote your shares over the Internet or by telephone. Please keep the notice for your reference through the meeting date.

Alternatively, you may request that a printed copy of the proxy materials be mailed to you. If you want to receive a paper copy of the proxy materials, you may request one over the Internet at [www.proxyvote.com](http://www.proxyvote.com), by calling toll-free 1-800-579-1639 or by sending an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). There is no charge to you for requesting a copy. Please make your request for a copy on or before April 21, 2011 to facilitate timely delivery. If you previously elected to receive our proxy materials electronically, we will continue to send these materials to you via email unless you change your election.

The Company will bear the cost of soliciting proxies and has retained Phoenix Advisory Partners, LLC to assist in soliciting proxies for a fee not to exceed \$6,500 plus expenses, and will bear the cost of soliciting proxies. Directors, officers and other Company associates also may solicit proxies by telephone or otherwise. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable expenses.

**Shareholders Entitled to Vote; Attendance at the Meeting**



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Company shareholders of record at the close of business on March 7, 2011 are entitled to notice of, and to vote at, the meeting. As of such date, there were 122,902,173 shares of Company common stock outstanding, each entitled to one vote.

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If your shares are held in the name of a bank, broker or other holder of record (also known as *street name*) and you wish to attend the meeting, you must present proof of ownership as of the record date, such as the Notice of Internet Availability of proxy materials or the voting instructions card that is sent to you or a current bank or brokerage account statement, to be admitted. The Company also may request appropriate identification as a condition of admission.

### **Quorum; Required Vote**

The holders of a majority of the shares entitled to vote at the meeting must be present in person or represented by proxy to constitute a quorum. Abstentions and shares that brokers do not have the authority to vote in the absence of timely instructions from the beneficial owners (*broker non-votes*) will be treated as present for the purposes of determining a quorum. Under the rules of the New York Stock Exchange (the *NYSE*), Proposal 2 is the only proposal upon which brokers may vote in the absence of timely instructions from beneficial owners.

Directors are elected by a majority of the votes cast at the meeting in uncontested elections, such as the one at the meeting. Abstentions and broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the outcome of the vote for directors. Under our Bylaws, if in an uncontested election for directors a nominee does not receive a majority of the votes cast For the nominee, the nominee shall offer his or her resignation. The independent members of the Board will determine and publicly report the action to be taken with respect to the resignation offer.

Approval of Proposals 2 and 3 requires that the votes that shareholders cast For must exceed the votes that shareholders cast Against to approve. Abstentions and (with regard to Proposal 3 only) broker non-votes will not be counted as votes cast and, accordingly, will have no effect on the outcome of the vote for Proposals 2 and 3. With respect to Proposal 4, the alternative receiving the greatest number of votes every year, every two years or every three years will be the frequency that shareholders approve. Abstentions and broker non-votes therefore will have no effect on the outcome of this vote.

Although the advisory votes on Proposals 3 and 4 are non-binding, as provided by law, our Board will review the results of the votes and, consistent with our record of shareholder engagement, will take the results into account in making a determination concerning executive compensation and the frequency of such advisory votes.

The Company is not aware, as of the date of this Proxy Statement, of any other matters to be voted on at the Annual Meeting. If any other matters are properly brought before the meeting for a vote, all shares represented at the meeting will be voted in the discretion of the persons named as proxies on the proxy card on such matters (other than shares that are voted by the holder in person at the meeting).

### **How to Vote**

*Shareholders of record.* Shareholders of record may attend and cast their votes at the meeting. In addition, shareholders of record may cast their vote by proxy and participants in the Company benefit plans described below may submit their voting instructions by:

- (1) using the Internet and voting at the website listed on the enclosed proxy/voting instruction card (the *proxy card*);
- (2) using the toll-free telephone number listed on the enclosed proxy card; or
- (3) signing, completing and returning the enclosed proxy card in the enclosed postage-paid envelope.

Votes cast through the Internet and telephone voting procedures are authenticated by use of a personal identification number. This procedure allows shareholders to appoint a proxy, and the various Company benefit plan participants to provide voting instructions, and to confirm that their actions have been properly recorded. Specific instructions to be followed are set forth on the enclosed proxy card. If you vote through the Internet or by telephone, you do not need to return your proxy card.

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**Beneficial owners.** If you are the beneficial owner of shares held in street name, you have the right to direct your bank, broker or other nominee on how to vote your shares by using the voting instruction form provided to you by them, or by following their instructions for voting through the Internet or by telephone. In the alternative, you may vote in person at the meeting if you obtain a valid proxy from your bank, broker or other nominee and present it at the meeting. **In order for your shares to be voted on all matters presented at the meeting, we urge all shareholders whose shares are held in street name by a bank, brokerage firm or other nominee to provide voting instructions to such record holder.**

*Participants in the Equifax Inc. 401(k) Plan and the Equifax Canada Retirement Savings Program for Salaried Employees (collectively, the Company Plans ).* Participants in the Company Plans may instruct the applicable plan trustee how to vote all shares of Company common stock allocated to their accounts. To allow sufficient time for the plan trustees to vote, the trustees must receive your voting instructions no later than 11:59 p.m. EDT on May 2, 2011. The 401(k) Plan trustee will vote shares for which it has not received instructions in the same proportion as the shares for which it has received instructions. The Canada Retirement Savings Program trustee will only vote those plan shares for which voting instructions are received prior to this deadline. Participants in the Company Plans may not vote the shares owned through such plans after this deadline, including at the Annual Meeting.

### **Revocation of Proxies or Change of Instructions**

A proxy given by a shareholder of record may be revoked at any time before it is voted by sending written notice of revocation to the Corporate Secretary of the Company at the address set forth below, by delivering a proxy (by one of the methods described above) bearing a later date, or by voting in person at the meeting. Participants in the plans described above may change their voting instructions by delivering new voting instructions by one of the methods described above.

If you are the beneficial owner of shares held in street name, you may submit new voting instructions in the manner provided by your bank, broker or other nominee, or you may vote in person at the Annual Meeting in the manner described above under *How to Vote*.

Multiple Company shareholders who share an address may receive only one copy of this Proxy Statement and the 2010 Annual Report from their bank, broker or other nominee, unless contrary instructions are received. We will deliver promptly a separate copy of this Proxy Statement and the 2010 Annual Report to any shareholder who resides at a shared address and to which a single copy of the documents was delivered, if the shareholder makes a request by contacting the Office of Corporate Secretary, Equifax Inc., P.O. Box 4081, Atlanta, Georgia 30302, telephone (404) 885-8000, or by sending an email to [corpsec@equifax.com](mailto:corpsec@equifax.com). Beneficial owners sharing an address who are receiving multiple copies of this proxy statement and the 2010 Annual Report and who wish to receive a single copy in the future will need to contact their bank, broker or other nominee.

### **Voting Results**

You can find the official results of voting at the meeting in our Current Report on Form 8-K to be filed within four business days after the Annual Meeting. If the official results are not available at that time, we will provide preliminary voting results in the Form 8-K and will provide the final results in an amendment to the Form 8-K as soon as they become available.

## **DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

### **General**

The Board oversees, counsels and directs management in the long-term interests of the Company and our shareholders. The Board's responsibilities include:

selecting and evaluating the performance of the Chief Executive Officer ( *CEO* ) and other senior executives;

planning for succession with respect to the position of Chairman and CEO and monitoring management's succession planning for other senior executives;



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reviewing and approving our major financial objectives, strategic and operating plans and other significant actions;

overseeing the conduct of our business and the assessment of our business risks to evaluate whether the business is being properly managed; and

overseeing the processes for maintaining the integrity of our financial statements and other public disclosures, and compliance with law and ethics.

Our Board is comprised of nine members, divided into three classes of two, three and four directors, with the directors in two classes currently serving three-year terms and one class of directors serving an annual term expiring at the Annual Meeting. Under our amended Articles of Incorporation and Bylaws approved by our shareholders at the 2009 Annual Meeting, our Board is transitioning from a classified board to a declassified board. The declassification began with the election of Class III directors for a one-year term at the 2010 Annual Meeting, and will continue to take place as follows: at the 2011 Annual Meeting, Class II and Class III directors will be elected to a one-year term; and at the 2012 Annual Meeting (and at each annual meeting of shareholders thereafter), all directors will be elected for a one-year term, at which time the classifications will be eliminated.

The Board has determined that 9 to 12 directors is currently the appropriate size for our Board. The Board believes this range is sufficient to ensure the presence of directors with diverse experience and skills, without hindering effective decision-making or diminishing individual responsibility. The Board also believes this range is flexible enough to permit the recruitment, if circumstances so warrant, of any outstanding director candidate in whom the Board may become interested. The Governance Committee periodically reviews the size of the Board and recommends changes as appropriate.

### **Leadership Structure of the Board**

In accordance with our Bylaws, the Board elects our CEO and our Chairman of the Board, and each of these positions may be held by the same person or may be held by two persons. Under the Board's Mission Statement and Guidelines on Significant Corporate Governance Issues (the *Corporate Governance Guidelines*), the Board does not have a policy, one way or another, on whether the roles of the Chairman and the CEO should be separate and, if it is to be separate, whether the Chairman should be selected from among the non-employee directors or be an employee. If the Chairman is not an independent director, however, the Corporate Governance Guidelines require that a Presiding Director shall be recommended by the Governance Committee and elected by a majority of independent directors. The Governance Committee charter provides that it shall recommend to the Board the corporate governance structure of the Company.

The Chairman of the Board is responsible for chairing Board and shareholder meetings, setting the agenda for Board meetings and providing information to the Board members in advance of meetings and between meetings. The duties of the Presiding Director as provided in the Corporate Governance Guidelines were enhanced by the Board in November 2010 and include:

advising the Chairman and CEO of decisions reached, and suggestions made, at the executive sessions of the non-employee directors;

calling meetings of the non-employee directors;

presiding at each Board meeting at which the Chairman is not present;

reviewing and approving the agenda, schedule and materials for Board meetings;

facilitating communication between the non-employee directors and the Chairman and CEO;

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meeting directly with management and non-management employees of the Company; and

if requested by major shareholders, being available for consultation and direct communication.

All directors may interact directly with the Chairman and CEO and provide input on presentations by management at Board and Committee meetings, and each has complete access to our management and employees.

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The Governance Committee and the Board have determined that our current Board structure, combining the Chairman and CEO positions and utilizing a Presiding Director, is the most appropriate leadership structure for the Company and its shareholders at the present time. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making, alignment with corporate strategy, direct oversight of management, full engagement of the independent directors, and continuity of leadership. As the officer ultimately responsible for the day-to-day operation of the Company and for execution of its strategy, the Board believes that the CEO is the director best qualified to act as Chairman of the Board and to lead Board discussions regarding the performance of the Company.

The Company's governance practices provide for strong independent leadership and oversight, independent discussion among directors, and independent evaluation of, and communication with, members of our senior leadership team. These governance practices are reflected in the Corporate Governance Guidelines and the various charters of the Board Committees which are described below. Some of the relevant practices include:

The annual election by the independent directors of a Presiding Director with clearly defined leadership authority and responsibilities.

At each regularly scheduled Board meeting, the non-management directors meet in executive session and deliberate on matters such as CEO succession planning and performance.

Our Corporate Governance Guidelines were revised by the Board in 2010 to require that a substantial majority of our Board be independent. Eight of our nine current directors are independent, which is substantially above the NYSE requirement that a majority of directors be independent. Each director is an equal participant in decisions made by the full Board. All of our Board Committees are comprised of independent directors.

The Company is phasing in the annual election of each director by our shareholders to enhance accountability to our shareholders.

### **The Board's Role in Risk Oversight**

Our Board oversees an enterprise-wide risk management program which is designed to support the achievement of our organizational and strategic objectives, to identify and manage risks, to improve long-term organizational performance and to enhance shareholder value. On an annual basis, the Board (1) performs an enterprise risk assessment with management to review the principal risks facing the Company, monitor the steps management is taking to map and mitigate these risks; and (2) sets the level of risk appropriate for the Company in business strategy reviews. Risks are assessed throughout the business, focusing on two primary areas: (i) financial risk, operational and strategic risk, and (ii) ethical, legal and compliance risk. The CEO and our senior leadership team receive comprehensive periodic reports on the most significant risks from the head of our internal audit function. Each business unit and corporate support unit has primary responsibility for assessing risks within their respective areas of responsibility and mitigating those risks.

In addition, each of our Board committees considers the risks within its areas of responsibility. For example, the Audit Committee reviews risks related to financial reporting; discusses material violations, if any, of Company ethics and compliance policies brought to its attention; considers the Company's annual audit risk assessment which identifies internal control risks and drives the internal and external audit plan for the ensuing year; and considers the impact of risk on our financial position and the adequacy of our risk-related internal controls. The Compensation, Human Resources & Management Succession Committee (the *Compensation Committee*) reviews compensation, human resource and management succession risks. The Governance Committee focuses on corporate governance risks, including evaluation of our leadership and risk oversight structure to ensure that it remains the optimal structure for our Company and shareholders. The Technology Committee enhances the Board's focus on technology-related risks and opportunities.

The Board believes that the administration of the Board's risk oversight function has not affected its leadership structure.

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In 2010, the Compensation Committee evaluated the current risk profile of our executive and broad-based compensation programs. The Committee reviewed our material compensation programs and noted numerous ways in which risk is effectively managed or mitigated. This evaluation, which was conducted with the assistance of management and the Committee's outside compensation consultant, covered a wide range of practices and policies. All plans were deemed to have substantial risk mitigators which, in the most material incentive plans, include a balanced mix of fixed and variable pay and short-term and long-term incentives; use of multiple performance measures including corporate, business unit and individual performance weightings in incentive plans; a portfolio of long-term equity incentives; caps, discretion in payment, oversight by non-plan participants, significant stock ownership guidelines, pre-approval requirements for executive stock transactions; and the existence of anti-hedging and clawback policies.

In addition, the Compensation Committee analyzed the overall enterprise risks and how compensation programs impacted individual behavior that could exacerbate these enterprise risks. Board and management processes are in place to oversee risk associated with global compensation programs and practices, including, but not limited to, monthly and quarterly business reviews; alignment of compensation plan goals with our annual and long-term strategic goals and performance expectations; review of enterprise risk management by the Board as part of the annual strategy and budget reviews; and other appropriate internal controls.

In light of these analyses, the Compensation Committee believes that the structure of our compensation programs provides multiple, effective safeguards to protect against undue risk.

### **The Board's Role in CEO and Executive Succession Planning**

Our Board is accountable for the development, implementation and continual review of a succession plan for the CEO and other executive officers. Board members are expected to have a thorough understanding of the characteristics necessary for a CEO to execute a long-term strategy that optimizes operating performance, profitability and shareholder value creation. As part of its responsibilities under its charter, the Compensation Committee oversees the succession planning process for the CEO and the senior leadership team. The process ensures that critical business capabilities are safeguarded, executive development is accelerated, and strategic talent is leveraged to focus on current and new business imperatives. The ongoing succession process is designed to reduce vacancy, readiness and transition risks and develop strong leadership quality and executive bench strength. The specific criteria for the CEO position are aligned with our long-term Growth Playbook, and succession and development plans are monitored for each of the CEO's direct reports, including high potential internal CEO succession candidates, all of whom have ongoing exposure to the Board and are reviewed annually with the Board by the CEO and the Chief Human Resources Officer. The Committee and the Board also review the foregoing in executive session on a regular basis.

### **Meetings of the Board and its Committees**

During 2010, the Board held four meetings; the Audit Committee met five times; the Compensation Committee met eight times; the Executive Committee did not meet; the Finance Committee (which was discontinued in February 2010) met once; the Governance Committee met four times; and the Technology Committee met three times. All director nominees attended 75% or more of the aggregate of the meetings of the Board and of the committees of the Board on which such directors served. The Board also believes that it is important for directors to make themselves available to our shareholders by attending the Annual Meeting in the absence of an unavoidable scheduling conflict or other valid reason. All directors then serving attended our 2010 Annual Meeting.



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The Board appoints committees to help carry out its duties and work on key issues in greater detail than is generally possible at Board meetings. Committees regularly review the results of their meetings with the Board. The Board has five standing committees, all of which are composed of independent directors as defined in the NYSE rules. Each committee operates pursuant to a written charter which is available as described below under *Corporate Governance Guidelines* on page 9. Below is a table showing the current members of each committee.

<b>Director</b>	<b>Audit</b>	<b>Succession</b>	<b>Executive</b>	<b>Governance</b>	<b>Technology<sup>(1)</sup></b>
James E. Copeland, Jr.	Chair		x		
Robert D. Daleo	x				
Walter W. Driver, Jr.				x	
Mark L. Feidler	x				x
L. Phillip Humann		Chair	Chair	x	
Siri S. Marshall		x	x	Chair	
John A. McKinley			x		Chair
Richard F. Smith					
Mark B. Templeton		x			x

(1) The Technology Committee was formed on February 5, 2010.

The **Audit Committee** has sole authority to appoint, review and discharge our independent registered public accounting firm. The committee reviews and approves in advance the services provided by our independent registered public accounting firm, reviews and discusses the independence of that firm, oversees the internal audit function, reviews our internal accounting controls and financial reporting process, and administers our Code of Ethics and Business Conduct. The committee reviews the Company's guidelines and policies related to enterprise risk assessment and risk management, and management's plan for risk mitigation or remediation. The committee meets separately with the internal and external auditors to ensure full and frank communications with the committee. The Board has determined that Messrs. Copeland, Daleo and Feidler are each financially literate under NYSE rules and an audit committee financial expert under the rules of the SEC.

The Audit Committee has appointed Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011, and is recommending that our shareholders approve this appointment at the Annual Meeting. See Proposal 2 on page 24 and the Audit Committee Report on page 66.

The **Compensation, Human Resources & Management Succession Committee** determines the compensation for our executive officers, establishes our compensation policies and practices, and reviews annual performance under our employee incentive plans. The Compensation Committee also provides assistance to the Governance Committee from time to time in connection with its review of director compensation. The Compensation Committee also advises management and the Board on succession planning and other significant human resources matters.

**Role of Compensation Committee and Management in Determining Executive Compensation.** The Compensation Committee reviews and makes decisions about executive policies and plans, including the amount of base salary, cash bonus and long-term incentive awarded to our named executive officers. Our Chairman and CEO and other executives may assist the Committee from time to time in its evaluation of compensation elements or program design or by providing mathematical calculations, historical information, year-over-year comparisons and clarification regarding job duties and performance. The Compensation Committee also considers the recommendations and competitive data provided by the compensation consultant and makes decisions, as it deems appropriate, on executive compensation based on its assessment of individual performance and achievement of goals both by the individual and the Company.

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The CEO's performance is reviewed by the Compensation Committee with input from the other non-employee members of the Board. The CEO annually reviews the performance of each other executive officer who reports to him, including the named executive officers listed in the Summary Compensation Table on page 49. The conclusions reached and recommendations made based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the Compensation Committee for approval. Members of management play various additional roles in this process:

The CEO makes recommendations to the Compensation Committee regarding executive salary merit increases and compensation packages for the executive officers (other than himself) based on his evaluation of the performance of the executives who report to him against their goals established in the first quarter of each year.

The Chief Human Resources Officer and her staff provide the Compensation Committee with details of the operation of our various compensation plans, including the design of performance measures for our annual incentive plan and the design of our equity incentive program.

The Chief Financial Officer provides information and analysis relevant to the process of establishing performance targets for our annual cash incentive plan as well as any other performance-based awards and in presenting information regarding the attainment of corporate financial goals for the preceding year.

The Corporate Secretary attends meetings of the Compensation Committee to provide input on legal issues, respond to questions about corporate governance and assist in the preparation of minutes.

The Compensation Committee considers these recommendations and exercises discretion in modifying any recommended adjustments or awards to executives based on considerations it deems appropriate. Although members of our management team participate in the executive compensation process, the Compensation Committee also meets regularly in executive session without any members of the management team present. The Compensation Committee makes the final determination of the executive compensation package provided to each of our named executive officers, with input from the non-employee members of the Board in executive session with respect to CEO compensation.

*Compensation Consultant Services and Fees.* The Compensation Committee has the sole authority from the Board for the appointment, compensation and oversight of the Company's outside compensation consultant. During 2010, the Compensation Committee's consultant began the year as a principal at Hewitt Associates (as of October 1, 2010, Aon Hewitt) and on February 1, 2010 became a partner at Meridian Compensation Partners LLC ( *Meridian* ), an independent executive compensation consulting firm. During 2010, the Compensation Committee retained the consultant, without any management recommendation, to provide advice with respect to compensation for named executive officers and other officers which included the following services:

provide market benchmark information;

advise the Compensation Committee on incentive risk assessment, proxy disclosure and executive benefits;

provide regulatory and governance guidance;

assist the Compensation Committee in determining appropriate levels of compensation for the CEO and other executive officers; and

attend all meetings of the Compensation Committee upon invitation and participate in executive sessions of the Compensation Committee without management present.

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For 2010, all fees paid to Meridian were in support of the Compensation Committee in connection with its review of executive compensation.

The *Executive Committee* is authorized to exercise the powers of the Board in managing our business and property during the intervals between Board meetings, subject to Board discretion and applicable law.

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The **Governance Committee** reviews and makes recommendations to the Board regarding nominees for director; recommends to the Board, and monitors compliance with, our Corporate Governance Guidelines and other corporate governance matters; conducts an annual review of the effectiveness of our Board; makes recommendations to the Board with respect to Board and committee organization, membership and function; and exercises oversight of Board compensation. Our process for receiving and evaluating Board member nominations from our shareholders is summarized under the captions *Director Qualifications and Nomination Process* on page 10 and *Shareholder Proposals and Director Nominations for 2012 Annual Meeting* on page 67.

The **Technology Committee** was formed in February 2010 and assesses our technology development strategies and makes recommendations to the Board as to scope, direction, quality, investment levels and execution of technology strategies; oversees the execution of technology strategies formulated by management and technology risk and opportunities; provides guidance on technology as it may pertain to, among other things, investments, mergers, acquisitions and divestitures, research and development investments, and key competitor and partnership strategies.

The charter for each Board committee is available on our website at:  
[www.equifax.com/about\\_equifax/corporate\\_governance/committee\\_charters/en\\_us](http://www.equifax.com/about_equifax/corporate_governance/committee_charters/en_us).

### **Corporate Governance Guidelines**

The Governance Committee is responsible for overseeing the Corporate Governance Guidelines adopted by the Board and annually reviews them and makes recommendations to the Board concerning corporate governance matters. The Board may amend, waive, suspend, or repeal any of these guidelines at any time, with or without public notice, as it deems necessary or appropriate in the exercise of the Board's judgment or fiduciary duties.

Among other matters, the Corporate Governance Guidelines include the following items concerning the Board:

Non-management directors shall retire at the next Board meeting following the director's 7<sup>th</sup> birthday, unless requested by the Board to stay. Directors who are employees of the Company in the normal course resign from the Board when their employment ceases or they reach age 65, absent a Board determination that it is in the best interests of the Company for the employee to continue as a director.

Directors are limited to service on five public company boards other than our Board.

The CEO reports at least annually to the Board on succession planning and management development.

The Presiding Director and the Chair of the Governance Committee manage a process whereby the Board and its members are subject to an annual evaluation and self-assessment.

Our Corporate Governance Guidelines are posted at [www.equifax.com/about\\_equifax/governance\\_principals/en\\_us](http://www.equifax.com/about_equifax/governance_principals/en_us).

### **Code of Ethics**

We have adopted codes of ethics and business conduct applicable to our directors, officers and employees, available at [www.equifax.com/about\\_equifax/corporate\\_governance/en\\_us](http://www.equifax.com/about_equifax/corporate_governance/en_us), or in print upon request to the Office of Corporate Secretary, Equifax, P.O. Box 4081, Atlanta, Georgia 30302, telephone (404) 885-8000, or by sending an email to [corpsec@equifax.com](mailto:corpsec@equifax.com). Any amendment or waiver of a provision of these codes of ethics or business conduct that applies to any Equifax director or executive officer will also be disclosed on this website.

### **Director Independence**

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Pursuant to NYSE rules, the Board affirmatively determines the independence of each director nominee in accordance with the Corporate Governance Guidelines, which include categorical director independence standards consistent with the NYSE rules and require that a majority of the Board be comprised of independent directors. A copy of our Director Independence Standards is attached as Appendix A to this Proxy Statement.

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Based on these standards, the Board has affirmatively determined that each of the following eight non-employee directors is independent and has no material relationship with Equifax, except as a director and shareholder of Equifax: James E. Copeland, Jr., Robert D. Daleo, Walter W. Driver, Jr., Mark L. Feidler, L. Phillip Humann, Siri S. Marshall, John A. McKinley and Mark B. Templeton. Richard F. Smith was not deemed to be an independent director because he is also an executive officer of the Company.

The Board considered and reviewed a limited number of commercial transactions undertaken in the ordinary course of our business with businesses and charities where our directors serve as officers or directors. Each of these transactions was significantly below the thresholds set forth in the categories of immaterial relationships described in our Director Independence Standards. See *Review, Approval or Ratification of Transactions with Related Persons Transactions with Related Persons* on page 16.

## **Communicating with Directors**

Shareholders and other interested parties who wish to communicate with our directors, a committee of the Board of Directors, the Presiding Director, the Board's non-management directors as a group, or the Board generally should address their correspondence accordingly and send by mail to Equifax Inc., c/o Corporate Secretary, 1550 Peachtree Street, N.W., Atlanta, Georgia 30309. All concerns related to audit or accounting matters will be referred to the Board's Audit Committee.

## **Director Qualifications and Nomination Process**

The Governance Committee of our Board is the standing committee responsible for selecting the slate of director nominees for election by our shareholders. The Committee recommends those nominees to the full Board for approval. In the past, our Governance Committee has utilized the services of a third party search firm to assist in the identification and evaluation of potential director nominees. The Committee may engage such firms to provide such services in the future, as it deems appropriate.

Our Governance Committee determines the selection criteria and qualifications for director nominees. As set forth in our Governance Guidelines, a candidate must have demonstrated accomplishment in his or her chosen field, character and personal integrity, the capacity and desire to represent the balanced, best interests of the Company and the shareholders as a whole and not primarily a special interest group, and the ability to devote sufficient time to carry out the duties of an Equifax director. The Committee and the Board consider whether the candidate is independent under the standards described above under Director Independence. In addition, the Committee and the Board consider all information relevant in their judgment to the decision of whether to nominate a particular candidate, taking into account the then-current composition of the Board and an assessment of the Board's collective requirements. These factors may include a candidate's educational and professional experience; reputation, industry knowledge and business experience and relevance to the Company and the Board (including the candidate's understanding of markets, technologies, financial matters and international operations); whether the candidate will complement or contribute to the mix of talents, skills and other characteristics that are needed to maintain the Board's effectiveness; and the candidate's ability to fulfill his or her responsibilities as a director and as a member of