

CONAGRA FOODS INC /DE/  
Form DEF 14A  
August 12, 2013  
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## SCHEDULE 14A INFORMATION

### Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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 Section 240.14a-12

**ConAgra Foods, Inc.**

(Name of Registrant as Specified In Its Charter)

[NOT APPLICABLE]

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  
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- Fee paid previously with preliminary materials.
  
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[Not Applicable]

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**Notice of 2013 Annual Meeting of Stockholders  
and Proxy Statement**

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ConAgra Foods, Inc.

One ConAgra Drive

Omaha, NE 68102-5001

Phone: (402) 240-4000

August 12, 2013

Dear Fellow Stockholder:

It is my pleasure to invite you to join us for the ConAgra Foods Annual Meeting of Stockholders, in Omaha, Nebraska on September 27, 2013 at the Joslyn Art Museum, 2200 Dodge Street, Omaha, Nebraska 68102. *Please note the new time for our Annual Meeting this year is 8:30 a.m., Central Daylight Time.*

The Annual Meeting will include a report on our business, discussion and voting on the matters described in the Notice of 2013 Annual Meeting of Stockholders and Proxy Statement, and a question-and-answer session.

Whether or not you plan to join us in person, please be sure to vote your shares by proxy. Vote on the Internet or by telephone according to the instructions you find in the following pages. Or, if you received a paper copy of the materials, mark, sign and date the enclosed Proxy Card and return it in the postage-paid envelope. Your prompt response is appreciated.

Thank you for your continued investment in ConAgra Foods.

Sincerely,

Gary M. Rodkin

Chief Executive Officer

We are pleased again this year to take advantage of the Securities and Exchange Commission rules that allow us to furnish proxy materials via the Internet and mail a Notice of Internet Availability of Proxy Materials. We believe this approach helps us expedite your receipt of our materials, while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting. **If you receive a Notice of Internet Availability of Proxy Materials by mail, you will not receive a paper copy of our proxy materials unless you specifically request a copy. You may request a paper copy be sent to you in the mail by following the instructions on the Notice of Internet Availability of Proxy Materials.**

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**Notice of 2013 Annual Meeting of Stockholders**

<b>Date:</b>	Friday, September 27, 2013
<b>NEW TIME:</b>	8:30 a.m. Central Daylight Time (Registration will begin at 7:30 a.m. CDT)
<b>Place:</b>	The Witherspoon Concert Hall of the Joslyn Art Museum 2200 Dodge Street, Omaha, Nebraska 68102
<b>Audiocast:</b>	If you cannot attend the meeting in person, you may join a live audiocast of the meeting on the Internet by visiting <a href="http://investor.conagrafoods.com">http://investor.conagrafoods.com</a> at 8:30 a.m. CDT, on September 27, 2013.
<b>Items of Business:</b>	At the meeting, stockholders will: vote on the election of directors for the ensuing year; vote on the ratification of the appointment of our independent auditor for fiscal 2014; vote on the approval, on a non-binding advisory basis, of our named executive officer compensation; vote on a stockholder proposal described in the attached Proxy Statement, if properly presented; and transact any other business properly brought before the meeting.
<b>Who May Vote:</b>	Stockholders of record as of the close of business on July 31, 2013 are eligible to vote at the annual meeting and at any postponements or adjournments thereof.
<b>Date of Distribution:</b>	We mailed our Notice of Internet Availability of Proxy Materials on or about August 12, 2013. For stockholders who previously elected to receive a paper copy of the proxy materials, we mailed the Proxy Statement, our Fiscal 2013 Annual Report and the Proxy Card on or about August 12, 2013.
<b>Electronic Availability of Materials:</b>	<b>The Proxy Statement and our Annual Report to stockholders for the fiscal year ended May 26, 2013 are available electronically at <a href="http://investor.conagrafoods.com">http://investor.conagrafoods.com</a>.</b>
<b>August 12, 2013 Omaha, Nebraska</b>	Colleen Batcheler <i>Corporate Secretary</i>

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**Table of Contents****PROXY STATEMENT SUMMARY**

We have included this Proxy Statement summary to assist as you review the proposals to be acted upon. The following information is only a summary, and you should read the entire Proxy Statement before voting. For more complete information on these topics, please review our Annual Report on Form 10-K for the fiscal year ended May 26, 2013 and this Proxy Statement.

VOTING ITEMS:	Board Recommendation	Pages
<b>Item #1 Election of 11 directors</b>	FOR all nominees	2 7
<b>Item #2 Ratification of the appointment of our independent auditor for fiscal 2014</b>	FOR	59
<b>Item #3 Approval of named executive officer compensation</b>	FOR	60
<b>Item #4 Stockholder Proposal: Bylaw Change in Regard to Vote-Counting</b>	AGAINST	61 62

*Transact any other business that properly comes before the meeting*

**FISCAL 2013 HIGHLIGHTS AND EXECUTIVE COMPENSATION**

**Fiscal 2013 was a transformational and successful year for ConAgra Foods.** We delivered against our financial goals and made bold moves in support of our long-term strategy, which we call our Recipe for Growth. In addition to already being one of the largest food companies in North America, we became the largest private brand food company in North America during fiscal 2013, following completion of our acquisition of Ralcorp Holdings, Inc. We also announced plans to contribute our milling business ConAgra Mills to a new joint venture to create a premier flour milling company. In our base business, we grew segment profits, led by Commercial Foods, while investing significantly in our brands. We also continued to return value to stockholders directly, raising our dividend to an annualized rate of \$1.00 per share.

The Human Resources Committee of our Board of Directors was guided by these results in determining the compensation of our senior leaders. The fiscal 2013 pay packages for our named executive officers consisted of salary, short- and long-term incentive opportunities and other benefits discussed in the Compensation Discussion and Analysis (CD&A) section of this Proxy Statement (starting on page 15). You can read about our Human Resources Committee's methodology for setting pay opportunities and approving actual payouts, and learn more about our compensation plans and programs, in that section. In summary, however, it is worth noting that in determining the amount of compensation paid to our named executive officers, the Human Resources Committee focuses intently on aligning pay and performance. As such, you will read in our CD&A that:

our fiscal 2013 performance results were strong. Payouts under our fiscal 2013 annual incentive plan reflected that performance, and ranged from 113% to 118% of targeted opportunities, with most awards paying out at 116% of targeted opportunities; and

from a three-year perspective, fiscal years 2011 through 2013 represented a period of varied business performance. Payouts under the fiscal 2011 to 2013 cycle of the performance share plan reflected that performance and these awards paid out at 66% of targeted opportunities.

In setting pay programs, the Human Resources Committee considered the strong support received from stockholders in 2011 and 2012 for its compensation decisions. The Human Resources Committee also recognizes that our compensation programs need to continue to align with

leading corporate governance practices to maintain that support and has a practice of continually reviewing the program components, targets and payouts to ensure alignment.



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**Proxy Statement**

ConAgra Foods, Inc.

One ConAgra Drive

Omaha, NE 68102-5001

We are furnishing this Proxy Statement to our stockholders in connection with the solicitation by our Board of Directors of proxies to be used at the 2013 Annual Meeting of Stockholders of ConAgra Foods, Inc. We mailed our Notice of Internet Availability of Proxy Materials on or about August 12, 2013. For stockholders who previously elected to receive a paper copy of our proxy materials, we mailed the Proxy Statement, our Fiscal 2013 Annual Report and a Proxy Card on or about August 12, 2013.

Stockholders of record at the close of business on July 31, 2013 are entitled to vote at the meeting and at any postponements or adjournments. On July 31, 2013, there were 422,076,161 voting shares of our common stock issued and outstanding. Each share of common stock is entitled to one vote.

Your vote is very important. For this reason, the Board of Directors is requesting that you vote your shares in advance of the meeting by proxy.

If you hold shares of ConAgra Foods common stock in your own name (also known as of record ownership), you can come to the meeting and vote your shares in person, or you can vote your shares by proxy in one of the following manners:

By completing, signing, dating and returning (in the postage-paid envelope provided) the Proxy Card enclosed with paper copies of our proxy materials;

By visiting the Internet at [www.proxyvote.com](http://www.proxyvote.com) and following the instructions; or

By calling 1-800-690-6903 on a touch-tone telephone and following the recorded instructions.

Internet and telephone voting is available through 11:59 p.m. Eastern Time on Tuesday, September 24, 2013 for shares held in the ConAgra Foods Retirement Income Savings Plan and through 11:59 p.m. Eastern Time on Thursday, September 26, 2013 for all other shares.

If a broker, bank or other nominee holds your stock (also known as street name ownership), it will send you a voting instruction form. You may vote by completing, signing, dating and returning the form. If you wish to attend the meeting and vote in person, you must obtain a legal proxy, executed in your favor, from the broker, bank or nominee.

See Additional Information at the end of this Proxy Statement for more voting information.

**Table of Contents****Voting Item #1 Election of Directors**

ConAgra Foods' business is managed under the direction of our Board of Directors, which is currently comprised of 11 members. For the 2013 Annual Meeting, all 11 members have been re-nominated by the Board for election to hold office until the 2014 Annual Meeting and until their successors have been elected and qualified. Each nominee is a current member of the Board who was elected by stockholders at the 2012 Annual Meeting. In case any nominee becomes unavailable for election to the Board of Directors for any reason not presently known or contemplated, the proxy holders will have discretionary authority in that instance to vote the proxies for a substitute.

The Board's Nominating, Governance and Public Affairs Committee recommended, and the Board determined, that each individual identified below be re-nominated for election. We refer to this Committee as the N/G/PA Committee throughout this Proxy Statement. A short biography, together with key experience, qualifications and skills considered by the N/G/PA Committee is noted for each nominee. The N/G/PA Committee also considered whether the slate of nominees, taken as a whole, has the skills and qualifications that the Board considers essential and desirable.

<b>Name, Age, Occupation, Date First Elected</b>	<b>Business Experience, Other Directorships and Qualifications</b>
<p><b>MOGENS C. BAY</b></p> <p>Age 64</p> <p>Chairman &amp; CEO, Valmont Industries, Inc.</p> <p>Director Since December 12, 1996</p> <p><b>Independent</b></p>	<p>Mr. Bay has served as Chairman of the Board and Chief Executive Officer of Valmont Industries, Inc. (products for water management and infrastructure) since January 1997, and President and Chief Executive Officer of Valmont from 1993 through 1996. He has served as a director of Peter Kiewit Sons , Inc. (construction and mining company) since 1999.</p> <p><i>Summary of experience, qualifications and skills considered in re-nominating Mr. Bay:</i></p> <p><i>Broad Leadership Experience:</i> Broad leadership capabilities and insights from service as Chief Executive Officer and Chairman of Valmont</p> <p><i>Operations Acumen and Agricultural Background:</i> From vast knowledge of U.S. and global operations and manufacturing, including agricultural based operations</p> <p><i>International Experience:</i> From extensive involvement in U.S. and global operations and manufacturing</p>
<p><b>STEPHEN G. BUTLER</b></p> <p>Age 65</p> <p>Retired Chairman &amp; CEO, KPMG LLP</p> <p>Director Since May 16, 2003</p>	<p>Mr. Butler served as the Chairman and Chief Executive Officer of KPMG LLP (national public accounting firm) from 1996 until his retirement in June 2002, and Chairman of KPMG International from 1999 until his retirement in 2002. He has served as a director of Ford Motor Company (motor vehicles manufacturer) since 2004 and served as a director of Cooper Industries plc (electric lighting and wiring company) from 2002 until 2012.</p> <p><i>Summary of experience, qualifications and skills considered in re-nominating Mr. Butler:</i></p> <p><i>Broad Leadership Experience:</i> Strong leadership capabilities and insights from service as Chairman and Chief Executive Officer of KPMG as well as service as a managing partner of several KPMG offices</p> <p><i>Financial Acumen and International Experience:</i> Expertise in accounting and finance and international experiences from knowledge of a wide range of U.S. and international business practices based on a 34-year career with KPMG</p>

**Independent**

*Corporate Governance:* Broad understanding of governance issues facing public companies and valuable insights to the consumer markets from his board service to other public companies

**Table of Contents****Name, Age, Occupation,  
Date First Elected****Business Experience, Other Directorships and Qualifications****STEVEN F. GOLDSTONE**

Age 67

Manager, Silver Spring

Group

Director Since

December 11, 2003

**Independent**

Mr. Goldstone has served as non-executive Chairman of the ConAgra Foods Board since October 1, 2005. He has been a manager of Silver Spring Group (private investment firm) since 2000. From 1999 until his retirement in 2000, Mr. Goldstone served as Chairman of Nabisco Group Holdings (food company). He also previously served as Chairman and Chief Executive Officer of RJR Nabisco, Inc. (consumer products company). He has served as a director of Greenhill & Co., Inc. (financial advisory services) since 2004. Mr. Goldstone also served as a director of Merck & Co., Inc. (pharmaceutical company) from 2006 until 2012 and American Standard Companies (former manufacturer of air conditioning systems and bath and kitchen products) from 2002 until 2008.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Goldstone:*

*Broad Leadership Experience:* Strong leadership capabilities and insights from his broad range of management experiences, including prior service as Chairman and Chief Executive Officer

*CPG Experience:* Understanding of strategic and marketplace challenges for consumer products companies from his tenure with RJR Nabisco and Nabisco Group Holdings

*Corporate Governance and M&A Experience:* Broad understanding of legal and governance issues facing public companies and deep transactional experience from his board service to other public companies, including as Chairman of the Board at other companies, and earlier career in law

**JOIE A. GREGOR**

Age 63

Retired Vice Chairman of

Heidrick &amp; Struggles

Director Since

February 6, 2009

**Independent**

Ms. Gregor served as the Vice Chairman of Heidrick & Struggles International, Inc. (executive search firm) from 2002 until 2007. From 1993 until 2006, she served in a number of senior leadership roles with that firm, including President, North America, managing partner of the firm's Global Board of Directors Practice and managing partner of the New York office. From 2007 to 2008, Ms. Gregor served as assistant to the President for Presidential Personnel under President George W. Bush. From time-to-time, Ms. Gregor provides strategic consulting services, including, since 2012, serving as an advisor to G100 Network (peer learning community of senior leaders of global companies). From 2009 to 2012, she served as a senior advisor to Notch Partners (human capital consulting services).

*Summary of experience, qualifications and skills considered in re-nominating Ms. Gregor:*

*Broad Leadership and Human Capital & People Leadership Experience:* Strong leadership capabilities and human capital insights, including from her service to Heidrick & Struggles, and significant experience in the assessment and recruitment of corporate executives, public company directors, and senior officials across a wide range of industries and government

*Public Policy and Corporate Governance Experience:* Strong public policy and government experience from her service as assistant to the President for Presidential Personnel under President George W. Bush

*Growth Creator:* Proven ability to create new channels for services based on expertise in aligning leadership teams to drive operating results



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**Name, Age, Occupation,**

**Date First Elected**  
**RAJIVE JOHRI**

Age 63

Retired President &

Director, First National

Bank of Omaha

Director Since

January 1, 2009

**Independent**

**W.G. JURGENSEN**

Age 62

Retired CEO & Director,  
Nationwide Financial Insurance  
Services, Inc.

Director Since

August 2, 2002

**Independent**

**Business Experience, Other Directorships and Qualifications**

Mr. Johri served as President and Director of First National Bank of Omaha (FNBO, a banking institution), from 2006 until his retirement in 2009. From September 2005 to June 2006, he served as President of First National Credit Cards Center for FNBO. Prior to that, he served as an Executive Vice President for J.P. Morgan Chase Bank (banking institution) from 1999 until 2004. Mr. Johri served as a director of Charter Communications, Inc. (cable and pay television services) from 2006 to 2009.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Johri:*

*Broad Leadership Experience:* Strong leadership capabilities and insights, including through his service as President of FNBO

*Financial Acumen and Risk & Compliance Oversight Experience:* Significant expertise in finance, accounting and risk and compliance oversight from his service to banking organizations, including risk assessment and risk management experience

*International Experience:* Substantial international business and management experience from prior service to banking institutions with responsibility over various geographic regions

Mr. Jurgensen served as Chief Executive Officer and a director of Nationwide Financial Insurance Services, Inc. (insurance company) from 2000 until his retirement in 2009. He also served as Chief Executive Officer and a director of several other companies within the Nationwide enterprise, which is comprised of Nationwide Financial, Nationwide Mutual, Nationwide Mutual Fire and all of their respective subsidiaries and affiliates. Mr. Jurgensen served as a director of The Scotts Miracle-Gro Company (agricultural chemicals company) from 2009 until 2013, and as a director of American International Group, Inc. (insurance company) since 2013.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Jurgensen:*

*Broad Leadership Experience:* Strong leadership capabilities and insights, including from his service as Chief Executive Officer of several Nationwide companies

*Financial Acumen and Risk & Compliance Oversight Experience:* Significant expertise in finance, accounting and risk and compliance oversight from his service to insurance companies, including risk assessment and risk management experience

*Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to other public companies



**Table of Contents****Name, Age, Occupation,  
Date First Elected****RICHARD H. LENNY**

Age 61

Operating Partner,

Friedman, Fleischer &amp;

Lowe

Director Since

March 17, 2009

**Independent****Business Experience, Other Directorships and Qualifications**

Mr. Lenny has been an operating partner with Friedman, Fleischer & Lowe (private equity firm) since 2011. He served as Chairman, President and Chief Executive Officer of The Hershey Company (confectionery and snack products company) from 2001 through 2007. Prior to joining Hershey, Mr. Lenny was group vice president of Kraft Foods, Inc. (food company) and President, Nabisco Biscuit Company (food company), following Kraft's acquisition of Nabisco in 2000. Mr. Lenny has served as a director of McDonald's Corporation (retail eating establishments) since 2005 and Discover Financial Services (direct banking and payment services) since 2009. Mr. Lenny also served as a director of The Hershey Company from 2001 until 2007 and Sunoco, Inc. (petroleum refinery) from 2002 until 2006.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Lenny:*

*Broad Leadership and CPG Experience:* Strong leadership capabilities and insights, particularly with major consumer brands, from role as Chief Executive Officer for The Hershey Company and board member of consumer products companies

*Growth Creator:* Proven ability to create development based on knowledge of strategy and business development, finance, marketing and consumer insights, supply chain management, sustainability and other social responsibility matters pertinent to a global consumer products food company

*Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to other public companies

**RUTH ANN MARSHALL**

Age 59

Retired President of the

Americas, MasterCard

International

Director Since

May 23, 2007

**Independent**

Ms. Marshall was President of the Americas, MasterCard International (payments industry) from October 1999 until her retirement in June 2006. She has been a director of Global Payments Inc. (currency validation systems manufacturer) since 2006 and Regions Financial Corp. (banking industry) since 2011. Ms. Marshall also served as a director of American Standard Companies (former manufacturer of air conditioning systems and bath and kitchen products) from 2003 until 2008.

*Summary of experience, qualifications and skills considered in re-nominating Ms. Marshall:*

*Broad Leadership Experience:* Strong leadership capabilities and insights from her service to MasterCard International, a large consumer brand company, including marketing, account management and customer service

*International Experience and Growth Creator:* Significant domestic and international experience in growing the MasterCard business and experience in product development

*Corporate Governance:* Broad understanding of governance issues facing public companies from her board service to other public companies





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**Name, Age, Occupation,  
Date First Elected**

**Business Experience, Other Directorships and Qualifications**

**GARY M. RODKIN**

Age 61

CEO & President,  
ConAgra Foods, Inc.

Director Since

October 1, 2005

Mr. Rodkin has been our Chief Executive Officer and a member of our Board since October 1, 2005. Previously, he was Chairman and Chief Executive Officer of PepsiCo Beverages and Foods North America (food and beverage company) from February 2003 to June 2005. He also served as President and Chief Executive Officer of PepsiCo Beverages and Foods North America in 2002, and President and Chief Executive Officer of Pepsi-Cola North America from 1999 to 2002. Mr. Rodkin has served as a director of Avon Products, Inc. (beauty and related products company) since 2007, and is also Chair of the Board of Boys Town (charitable organization) and Chair of the Omaha Chamber of Commerce's Prosper Omaha economic development campaign. He is past Chairman of the Grocery Manufacturers of America (trade association).

*Summary of experience, qualifications and skills considered in re-nominating Mr. Rodkin:*

*Broad Leadership Experience:* As our Chief Executive Officer, Mr. Rodkin has a deep understanding and commitment to our success, and thoroughly understands and impacts our day-to-day operations, financial success, strategies and growth opportunities, and the development of our leaders

*CPG Experience and Growth Creator:* Strong leadership capabilities and insights from service to other food companies with an extensive career focused on and committed to building leading consumer brands in the food industry

*Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to another public company

**ANDREW J. SCHINDLER**

Age 69

Retired Chairman & CEO,

R.J. Reynolds Tobacco

Holdings, Inc.

Director Since

May 23, 2007

**Independent**

Mr. Schindler served as Chairman of Reynolds American, Inc. (tobacco products company) from July 2004 until his retirement in December 2005 and as Chairman and Chief Executive Officer of R. J. Reynolds Tobacco Holdings, Inc. (tobacco products company) from 1999 to 2004. Mr. Schindler achieved the rank of captain in the U.S. Army, where he held command and staff positions in the United States and in Vietnam. Since 2006, he has served as a director of Krispy Kreme Doughnuts Inc. (retail food establishments) and Hanesbrands, Inc. (consumer products company). Mr. Schindler also served as a director of Arvin Meritor, Inc. (motor vehicle parts company) from 2004 until 2008, Reynolds American Inc. from 2004 until 2005 and Pike Electric Corporation (energy solutions company) from 2006 until 2007.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Schindler:*

*Broad Leadership Experience:* Extensive management and leadership experience through his service to R. J. Reynolds and military roles, including as a Captain in the U.S. Army

*CPG Experience and People Leadership Experience:* Strong people leadership, risk-management, consumer brands marketing, operations, strategic change, and personnel development experience and skills developed through his career and military service

*Corporate Governance:* Broad understanding of governance issues facing public companies from his Board service to other public companies



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**Name, Age, Occupation,  
Date First Elected**

**Business Experience, Other Directorships and Qualifications**

**KENNETH E. STINSON**

Age 70

Mr. Stinson is Chairman Emeritus of the Board of Peter Kiewit Sons , Inc. (construction and mining company) and served as Chairman from 1998 to 2012. He served as Chief Executive Officer of Peter Kiewit Sons , Inc. from 1998 until 2004. Mr. Stinson has served as a director of Valmont Industries, Inc. since 1996, and a director of McCarthy Group, L.L.C. (private equity firm) since 2008. He was a director of Kiewit Investment Fund LLP from 2004 until 2012.

Chairman Emeritus,

Peter Kiewit Sons , Inc.

*Summary of experience, qualifications and skills considered in re-nominating Mr. Stinson:*

Director Since

*Broad Leadership Experience:* Extensive management and leadership experience through service as Chairman and Chief Executive Officer to Peter Kiewit Sons , Inc.

December 12, 1996

*Growth Creator and International Experience:* International experience and growth creation from extensive management responsibilities over U.S. and global infrastructure business

**Independent**

*Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to other public companies

**The Board of Directors recommends a vote FOR each of the listed nominees.**

**Corporate Governance**

The Board of Directors is committed to performing its responsibilities in a manner consistent with sound governance practices. It routinely reviews its processes to ensure they support informed, competent and independent oversight on behalf of our stockholders. Our Corporate Governance Principles provide a summary of these practices, and are available on our website at <http://investor.conagrafoods.com> through the Corporate Governance link. For your convenience, we have detailed here a variety of practices that may be of interest.

**Annual Elections for Directors**

To promote greater accountability to stockholders, all of our directors stand for election annually.

**Majority Voting in Director Elections**

To be elected in an uncontested election, a director nominee must receive the affirmative vote of a majority of the votes cast in the election. If an incumbent nominee is not elected, he or she is required to promptly tender a resignation to the Board of Directors. The Board will act on the tendered resignation and publicly disclose its decision within 90 days after certification of the election results.

**Board Leadership Structure**

Our Board of Directors believes that independent Board leadership is a critical component of our governance structure. Our Corporate Governance Principles require us to have either an independent Chairman of the Board or a lead independent director if the positions of

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Chairman and CEO are held by the same person. Since 2005, our Chairman and CEO roles have been separate. With separate Chairman and CEO roles, our CEO can focus his time and energy on setting the strategic direction for the company, overseeing daily operations, engaging with external constituents, developing our leaders and promoting employee engagement at all levels of the organization. Meanwhile, our independent Chairman leads the Board in the performance of its duties by establishing agendas and

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ensuring appropriate meeting content, engaging with the CEO and senior leadership team between Board meetings on business developments, and providing overall guidance to our CEO as to the Board's views and perspectives, particularly on the strategic direction of the company.

### Director Independence

The Board has determined that ten of our 11 Board members—directors Bay, Butler, Goldstone, Gregor, Johri, Jurgensen, Lenny, Marshall, Schindler and Stinson—have no material relationship with ConAgra Foods and are independent within the meaning of our independence standards.

In making its independence determinations, the Board applied the listing standards of the New York Stock Exchange, or NYSE, and the categorical independence standards contained in our Corporate Governance Principles. The Board considers even immaterial relationships in its decision-making process to ensure a complete view of each director's independence. This year, the Board considered that Mr. Bay is the Chief Executive Officer of Valmont Industries, Inc. One of our subsidiaries was a customer for immaterial levels of environmental engineering services during fiscal 2013 from an affiliate of Valmont Industries, Inc. on an arms-length basis and in the ordinary course of business. Another subsidiary purchased irrigation equipment during fiscal 2013 from an affiliate of Valmont Industries, Inc. on an arms-length basis and in the ordinary course of business. The Board also reviewed our commercial relationships with companies on whose board's our Board members served during fiscal 2013 (i.e., American International Group, Inc., Ford Motor Company, McDonald's Corporation and Valmont Industries, Inc.). The relationships with these companies involved ConAgra Foods' purchase or sale of products and services in the ordinary course of business on arm's-length terms in amounts and under other circumstances that did not affect the relevant directors' independence under our Corporate Governance Principles or under applicable law and NYSE listing standards.

Applying the NYSE listing standards and our Corporate Governance Principles, the Board determined that there are no transactions, relationships or arrangements that would impair the independence or judgment of any of our non-employee directors.

In addition to satisfying our independence standards, each member of the Audit / Finance Committee must satisfy an additional SEC independence requirement that provides that the member may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from us or any of our subsidiaries other than his or her director's compensation and may not be an affiliated person of ConAgra Foods. Each member of the Audit / Finance Committee satisfies this additional independence requirement.

Similarly, the SEC and NYSE have adopted rules relating to the independence of members of the Human Resources Committee, or HR Committee. These rules require consideration of the source of HR Committee member compensation, including any consulting, advisory or other compensatory fees paid to the HR Committee member, and HR Committee member affiliation with us, any of our subsidiaries or any affiliates of our subsidiaries. Each member of the HR Committee satisfies these additional independence requirements.

### Board's Role in Risk Oversight

Our senior leadership is responsible for identifying, assessing and managing our exposure to risk. A component of this work is performed through a management Risk Oversight Committee, chaired by our Senior Vice President and Treasurer. Our Board of Directors and its committees play an active role in overseeing management's activities and ensuring management's plans are balanced from a risk / reward perspective. The Board and its committees perform this oversight through the following mechanisms:

*Board Presentations:* Each fiscal year, a full Board meeting is set aside for a discussion of our strategic plan and the longer-term risks and opportunities facing us. At other times of the year, our Board receives reports from significant business units and functions. These presentations include a discussion of the business, regulatory, operational and other risks associated with planned strategies and tactics, as well as succession planning matters. The Board is also responsible for appointing the membership of

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management's Risk Oversight Committee, based on recommendations from the Audit / Finance Committee, and receives an annual report on enterprise risk management from our Senior Vice President and Treasurer.

*Audit / Finance Committee Oversight:* Our Audit / Finance Committee provides oversight for management's handling of our financial risks. The Audit/Finance Committee's Charter requires it to review our processes for assessing and controlling derivative and treasury risk and oversee our risks related to capital structure, including borrowing, liquidity and allocation of capital. The Audit / Finance Committee also oversees our management of financial risk through, among other things, reviewing our significant accounting policies and the activities of management's Risk Oversight Committee, maintaining direct oversight of our Internal Audit function, holding regular executive sessions with our independent auditors, our Chief Financial Officer and Controller, and our head of Internal Audit, and receiving regular legal and regulatory updates. Our Senior Vice President and Treasurer also provides enterprise risk management reports to the Audit / Finance Committee on a semi-annual basis. The Chair of the Audit / Finance Committee reports to the full Board on its activities.

*Human Resources Committee Oversight:* The HR Committee reviews the company's leadership development activities to ensure appropriate succession planning occurs, and also reviews the relationship between the company's compensation programs and risk. The Chair of the HR Committee reports to the full Board on its activities.

*Nominating, Governance and Public Affairs Committee Oversight:* The N/G/PA Committee assists the Board in managing risks associated with Board organization, membership and structure. It also assists management in the oversight of reputational risks for the company and key public affairs matters, and reviews the company's policies and programs related to corporate citizenship, social responsibility, political giving and public policy issues. The Chair of the N/G/PA Committee reports to the full Board on its activities.

Because issues related to risk oversight often overlap, certain issues may be addressed at the Committee and full Board level.

## Independent Director Meetings

The Board of Directors meets on a regularly scheduled basis and holds an executive session without management present at every regularly scheduled meeting. The Board holds five regularly scheduled meetings per year. The Chairman of the Board presides at all Board meetings, including executive sessions.

## Attendance

During fiscal 2013, the Board met twelve times (five regular meetings and seven special meetings) and acted by unanimous written consent once. All members attended at least 75% of the total number of Board and meetings of committees on which he or she served in fiscal 2013. Our Board members are encouraged to attend the annual stockholders' meeting. All nominees who were serving at the time of the 2012 Annual Meeting of Stockholders attended that meeting.

## Stock Ownership Guidelines for Directors and Senior Leadership

Directors and senior leaders across the company are subject to stock ownership guidelines. All non-employee directors are expected to acquire and hold shares of ConAgra Foods common stock during their tenure with a value of at least \$425,000. Directors are expected to acquire these shares within five years following their first election to the Board or September 25, 2014, whichever is later. Each senior leader across the company is subject to stock ownership guidelines equal to a multiple of the leader's salary. Our Chief Executive Officer, Gary Rodkin, has a stock ownership requirement of six times his salary, and our other named executive officers have stock ownership requirements of at least three times their salaries. See pages 55 and 31 for a summary of the current stockholdings of our directors and named executive officers, respectively, compared to their ownership requirements.

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### **Anti-Hedging Policy**

Our directors and executive officers, including our named executive officers, are prohibited from hedging their ownership of ConAgra Foods stock, including trading in publicly-traded options, puts, calls, or other derivative instruments related to ConAgra Foods stock or debt.

### **Clawback Policy**

We have a Clawback Policy that requires excess amounts paid to any of our senior officers under our incentive compensation programs to be recovered in the event of a material restatement of our financial statements for fiscal 2013 or later fiscal years, resulting from the fraudulent, dishonest or reckless actions of the senior officer.

### **No Poison Pill Rights Plan**

We have not had a poison pill stockholder rights plan since 2004, when it was terminated by our Board of Directors.

### **Commitment to Investing in Our People, Sustainable Business Practices and Corporate Citizenship**

We believe that we have an obligation to invest in our employees, be a good steward of the environment, give back to the communities we serve and drive economic gain for stakeholders. In fact, investing in our people and corporate citizenship are two of the five objectives in the strategic road map we announced in fiscal 2012, which we call our Recipe for Growth (described in more detail in the Compensation Discussion and Analysis section of this Proxy Statement). We have established clear corporate citizenship goals, and favor transparency with stakeholders on our corporate responsibility progress. A few examples of our many corporate responsibility and people achievements in recent years include the following:

During fiscal 2013, for the second time, ConAgra Foods was listed on the Dow Jones Sustainability Index, or DJSI, for North America, one of the world's most recognizable sustainability indices; and, for the first time, ConAgra Foods was listed on the DJSI World Index.

During fiscal 2013, for the first time, ConAgra Foods was added to the Carbon Disclosure Project's (CDP's) 2012 Carbon Disclosure Leadership Index, comprised of 53 companies within the S&P 500 Index which have displayed a strong approach to information disclosure regarding climate change. ConAgra Foods scored 93 of 100 and earned a B performance rating, representing the single-greatest improvement of all companies listed on the Carbon Disclosure Leadership Index.

We continued to make strides in our employee safety performance during fiscal 2013, with 27 facilities logging no recordable injuries.

ConAgra Foods employees doubled their commitment to volunteerism in fiscal 2013. Nearly 3,000 employees volunteered more than 7,000 hours during our third annual Week of Service, helping to support communities where we live and work. In total, employees donated more than 15,000 volunteer hours in fiscal 2013, a more than two-fold increase since we started tracking hours in 2011.

For the last three fiscal years, we have engaged our consumers in our philanthropic focus area ending child hunger. Since the fall of 2011, our Child Hunger Ends Here campaign has donated the monetary equivalent of five million meals to Feeding America, one of the largest charitable hunger relief organizations in the United States and a partner of our ConAgra Foods Foundation. For more information, see [www.childhungerendshere.com](http://www.childhungerendshere.com)



## Edgar Filing: CONAGRA FOODS INC /DE/ - Form DEF 14A

As of February 2013, almost 1,900 employees had lost a combined total of over 9,000 pounds on the Choose to Lose with ConAgra Foods program, an employee weight-loss program that emphasizes reduced-calorie eating and portion control, featuring products from 20 different ConAgra Foods brands.

We are proud of our focus on our people and on corporate citizenship, and we routinely discuss these matters with the Board's N/G/PA Committee. We also publish an annual Citizenship Report. A copy of our 2012 Citizenship

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Report is available on our website at [www.conagrafoodscitizenship.com](http://www.conagrafoodscitizenship.com). Our 2013 Citizenship Report is expected to be available by September 30, 2013.

### Political Contributions and Lobbying Expenditure Oversight and Disclosure

The N/G/PA Committee receives reports on the modest political activities of the company. Our political expenditures are limited and we focus on matters that we believe will create or preserve stockholder value. We also plan to publicly disclose a summary of our political activity on our website by September 30, 2013.

### Corporate Governance Materials Available on Our Website

To learn more about our governance practices, you can review any of the following listed documents at <http://investor.conagrafoods.com> through the Corporate Governance link:

Corporate Governance Principles

Corporate Responsibility Report

Code of Conduct, our commitment to our longstanding standards for ethical business practices

Code of Ethics for Senior Corporate Officers

Audit / Finance Committee Charter

Human Resources Committee Charter

Nominating, Governance and Public Affairs Committee Charter

Procedures for bringing concerns or complaints to the attention of the Audit / Finance Committee

From time to time these documents are updated, and we promptly post amended documents to our website. The documents are also available in print to any stockholder who requests them from the Corporate Secretary. The information on our website is not, and will not be deemed to be, a part of this Proxy Statement or incorporated into any of our other filings with the SEC.

Interested parties may communicate with our Board of Directors, our non-management directors as a group or the Chairman by writing to: ConAgra Foods Board of Directors c/o Corporate Secretary, ConAgra Foods, Inc., Box 2000, One ConAgra Drive, Omaha, Nebraska 68102. Communications are compiled by the Corporate Secretary and forwarded to the addressee(s) on at least a bi-weekly basis. The Corporate Secretary routinely filters communications that are solicitations, consumer complaints, unrelated to ConAgra Foods or ConAgra Foods business or determined to pose a possi