

COMPASS MINERALS INTERNATIONAL INC  
Form DEF 14A  
March 26, 2015

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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 under §240.14a-12

**Compass Minerals International, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(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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**COMPASS MINERALS INTERNATIONAL, INC.**  
**9900 West 109<sup>th</sup> Street, Suite 100**  
**Overland Park, Kansas 66210**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**To Be Held May 6, 2015**

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To Our Stockholders:

We cordially invite you to attend the 2015 Annual Meeting of Stockholders of Compass Minerals International, Inc. The meeting will take place at the Company's corporate offices, 9900 West 109<sup>th</sup> Street, Suite 100, Overland Park, Kansas 66210 on Wednesday, May 6, 2015, at 9:00 a.m. We look forward to your attendance either in person or by proxy.

The purpose of the meeting is to:

1. Elect two directors, each for a term of three years;
2. Provide an advisory vote to approve the compensation of the named executive officers for the fiscal year ended December 31, 2014, as set forth in the Proxy Statement;
3. Approve the Compass Minerals International, Inc. 2015 Incentive Award Plan;
4. Ratify the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2015; and
5. Transact any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Only stockholders of record at the close of business on March 9, 2015 may vote at the meeting or any postponements or adjournments of the meeting. Again this year we will utilize the rules of the Securities and Exchange Commission that allow us to furnish our proxy materials over the Internet. As a result, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders rather than a full paper set of the proxy materials. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials on the Internet, as well as instructions on how stockholders may obtain a paper copy of the proxy materials. This process is expected to reduce the costs associated with printing and distributing our proxy materials.

To make it easier for you to vote, Internet and telephone voting are available. The instructions on the Notice of Internet Availability of Proxy Materials or your proxy card describe how to use these convenient services.

By Order of the Board of Directors,

Matthew J. Foulston  
Chief Financial Officer and Secretary

March 26, 2015

**Your vote is very important. Please vote regardless of whether or not you plan to attend the meeting.**

**Important notice regarding the availability of proxy materials for the Annual Meeting to be held on May 6, 2015. The Company's Proxy Statement and Annual Report to Stockholders for the fiscal year ended December 31, 2014 are available at <http://www.proxyvote.com> (with your investor identification number) and <http://www.compassminerals.com>.**

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**COMPASS MINERALS INTERNATIONAL, INC.**  
**9900 West 109<sup>th</sup> Street, Suite 100**  
**Overland Park, Kansas 66210**

**2015 PROXY STATEMENT**

Based in the Kansas City metropolitan area, Compass Minerals International, Inc. ("Compass Minerals", "CMP" or the "Company") is a leading producer of minerals, including salt, sulfate of potash specialty fertilizers, micronutrients, and magnesium chloride. We currently operate 13 production and packaging facilities, including the largest rock salt mine in the world in Goderich, Ontario, and the largest salt mine in the United Kingdom ("U.K.") in Winsford, Cheshire. Our solar evaporation facility located in Ogden, Utah, is both the largest sulfate of potash production site and the largest solar salt production site in the United States and Canada ("North America"). We provide highway deicing salt to customers in North America and the U.K., and specialty fertilizers and micronutrients to growers and fertilizer distributors worldwide. We also produce and market consumer deicing and water conditioning products, ingredients used in consumer and commercial food preparation, and other mineral-based products for consumer, agricultural and industrial applications. In the U.K., we operate a records management business utilizing excavated areas of our Winsford salt mine with one other location in London, England.

The Board of Directors of Compass Minerals (the "Board of Directors" or "Board") is providing you this Proxy Statement in connection with the solicitation of proxies on its behalf for the 2015 Annual Meeting of Stockholders. The meeting will take place at the Company's corporate offices, 9900 West 109<sup>th</sup> Street, Suite 100, Overland Park, Kansas 66210 on Wednesday, May 6, 2015, at 9:00 a.m. local time. At the meeting, stockholders will vote on the election of two directors, adoption of advisory resolutions approving the compensation of the named executive officers for the fiscal year ended December 31, 2014 as set forth in the Proxy Statement, approval of the Company's 2015 Incentive Award Plan, and ratification of the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2015. In addition, stockholders will transact any other business that may properly come before the meeting, although we know of no other business to be presented.

By submitting your proxy, you authorize Matthew J. Foulston, an officer of Compass Minerals, Eric Ford and Paul Williams, each a director of Compass Minerals, to represent you and vote your shares at the meeting in accordance with your instructions. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting. A stockholder submitting a proxy retains the right to revoke it at any time prior to the final vote at the Annual Meeting. You may revoke your proxy by voting again on a later date via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by attending the Annual Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company's corporate secretary a written notice of revocation prior to the Annual Meeting. Please note that if you are a beneficial owner of shares, you must obtain a legal proxy from the record holder and bring it to the meeting in order to vote in person.

As permitted by rules adopted by the Securities and Exchange Commission ("SEC"), the Company has elected to provide stockholders with access to our proxy materials over the Internet rather than providing them in paper form. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials via the Internet, rather than a printed copy of the proxy materials, to stockholders of record as of the close of business on March 9, 2015. We expect to send the Notice of Internet Availability of Proxy Materials to stockholders entitled to vote at the Annual Meeting on or about March 26, 2015. Stockholders may also obtain a copy of these proxy materials in printed form by following the procedures set forth in the Notice of Internet Availability of Proxy Materials.

Compass Minerals' Annual Report on Form 10-K for the year ended December 31, 2014 (including Compass Minerals' audited annual financial statements) is provided with the Proxy Statement to those stockholders requesting copies. The Annual Report does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this Proxy Statement.

***YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE ONLINE OR BY TELEPHONE OR SUBMIT YOUR PROXY.***

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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

**What is the purpose of the Annual Meeting?**

At the Annual Meeting, stockholders will be asked to:

1. Elect two directors, each for a term of three years;
2. Provide an advisory vote to approve the compensation of the named executive officers for the fiscal year ended December 31, 2014, as set forth in the Proxy Statement;
3. Approve the Compass Minerals International, Inc. 2015 Incentive Award Plan;
4. Ratify the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2015; and
5. Transact any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Members of Compass Minerals' management team and a representative of Ernst & Young LLP, Compass Minerals' independent registered accounting firm for 2015, have been invited to be present at the meeting to respond to appropriate questions from stockholders.

**Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the SEC, the Company has elected to provide access to its proxy materials over the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials to the Company's stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice of Internet Availability of Proxy Materials. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

**How can I get electronic access to the proxy materials?**

The Notice of Internet Availability of Proxy Materials will provide you with instructions regarding how to view the Company's proxy materials for the Annual Meeting on the Internet and how to instruct the Company to send future proxy materials, including the Notice of Internet Availability of Proxy Materials, to you electronically by email. The Company's proxy materials are also available on the Company's website at <http://www.compassminerals.com>.

**How can I request and receive a paper or email copy of the proxy materials?**

You may request and receive a paper or email copy of the proxy materials at no cost by Internet at <http://www.proxyvote.com>, by telephone at 1-800-579-1639, or by email. In each case, you will need your 12 digit investor identification number from the Notice of Internet Availability of Proxy Materials to request the materials.

**Who is entitled to vote?**

The record date for the meeting was March 9, 2015. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. Each outstanding share of common stock is entitled to one vote for all matters before the meeting. At the close of business on the record date, there were 33,619,859 shares of Compass Minerals common stock outstanding.

**Am I entitled to vote if my shares are held in "street name"?**



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If your shares are held by a bank or brokerage firm, you are considered the "beneficial owner" of shares held in "street name." If your shares are held in street name, the Notice of Internet Availability of Proxy Materials is being forwarded to you by your bank or brokerage firm (the "record holder"). If you request printed copies of the proxy materials by mail, you will receive a voting instruction form from the record holder. As the beneficial owner, you have the right to direct your record holder how to vote your shares and the record holder is required to vote your shares in accordance with your instructions. If you do not give instructions to your bank

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or brokerage firm, it will nevertheless be entitled to vote your shares with respect to "routine" items but will not be permitted to vote your shares with respect to "non-routine" items. In the case of a "non-routine" item, your shares will be considered "broker non-votes" on that proposal.

As the beneficial owner of shares, you are invited to attend the Annual Meeting. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a legal proxy form from the record holder of your shares and bring it to the Annual Meeting with photo identification.

**Which ballot measures are considered "routine" or "non-routine"?**

The advisory vote on the ratification of the appointment of Ernst & Young LLP as the Company's independent registered accounting firm for 2015 (Proposal No. 4) is considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal No. 4.

The election of directors (Proposal No. 1), the advisory vote to approve the compensation of named executive officers (Proposal No. 2), and the vote to approve the Compass Minerals International, Inc. 2015 Incentive Award Plan (Proposal No. 3), are considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore broker non-votes may exist for Proposals No. 1, 2 and 3. It is important that you vote or direct the voting of your stock.

**How many shares must be present to hold the meeting?**

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

**Who may attend the Annual Meeting?**

All Compass Minerals stockholders as of the record date, March 9, 2015, may attend the Annual Meeting.

**What if a quorum is not present at the meeting?**

If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken and no other notice will be given.

**What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or proxy card?**

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares by voting by telephone or Internet with respect to each Notice of Internet Availability of Proxy Materials you receive, or by completing and returning each proxy card you receive.

**If I am a stockholder of record of the Company's shares, how do I vote?**

There are four ways to vote:

*Via the Internet.* You may vote by proxy via the Internet by following the instructions provided in the Notice of Internet Availability of Proxy Materials.

*By telephone.* You may vote by proxy by calling the toll-free number found on the Notice of Internet Availability of Proxy Materials or, if you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by calling the toll-free number found on the proxy card.

*By mail.* If you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

*In person.* If you are a stockholder of record, you may vote in person at the Annual Meeting. If you desire to vote in person at the Annual Meeting, please request a ballot when you arrive.

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**If I am a beneficial owner of shares held in "street name," how do I vote?**

There are four ways to vote:

*Via the Internet.* You may vote by proxy via the Internet by visiting <http://www.proxyvote.com> and entering the control number found in the Notice of Internet Availability of Proxy Materials.

*By telephone.* You may vote by proxy by calling the toll-free number found on the Notice of Internet Availability of Proxy Materials or, if you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by calling the toll-free number found on the voting instruction form you received from the record holder.

*By mail.* If you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by filling out the voting instruction form you received from the record holder and sending it back in the envelope provided.

*In person.* If you are a beneficial owner of shares held in street name (e.g., through a bank or broker) and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the record holder, bring it to the Annual Meeting with photo identification, and present it for a ballot to be able to vote in person.

**Who will count the votes?**

Broadridge Financial Services, Inc. will tabulate the votes.

**How does the Board of Directors recommend I vote on the proposals?**

Your Board recommends that you vote:

FOR election of the two nominees to the Board of Directors;

FOR adoption of the advisory resolution approving the compensation of the named executive officers for the fiscal year ended December 31, 2014, as set forth in the Proxy Statement;

FOR approval of the Compass Minerals International, Inc. 2015 Incentive Award Plan; and

FOR ratification of Ernst & Young LLP as Compass Minerals' independent registered accounting firm.

**What if I do not specify how my shares are to be voted?**

If you submit a proxy, but do not indicate any voting instructions, your shares will be voted:

FOR election of the two nominees to the Board of Directors;

FOR adoption of the advisory resolution approving the compensation of the named executive officers for the fiscal year ended December 31, 2014, as set forth in the Proxy Statement;

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FOR approval of the Compass Minerals International, Inc. 2015 Incentive Award Plan; and

FOR ratification of Ernst & Young LLP as Compass Minerals' independent registered accounting firm.

### **What if I do not return my proxy and do not attend the Annual Meeting?**

If you are a holder of record (that is, your shares are registered in your own name with our transfer agent) and you do not vote your shares, your shares will not be voted.

If you hold your shares in "street name," and you do not give your bank, broker, or other holder of record specific voting instructions for your shares, your record holder can vote your shares on the ratification of the independent registered accounting firm. However, your record holder cannot vote your shares without your specific instructions on the election of directors, the advisory vote on executive compensation, or approval of the Compass Minerals International, Inc. 2015 Incentive Award Plan, so it is important that you provide such voting instructions.

For the proposals listed above for which a bank or broker cannot vote without your instruction, if you do not provide voting instructions to your bank or broker on such proposals, the votes will be considered "broker non-votes" and will not be counted in determining the outcome of the vote. "Broker non-votes" will be counted as present for purposes of determining whether a quorum is present to hold the Annual Meeting.

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**Will any other business be conducted at the meeting?**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

**What happens if a nominee is unable to stand for election?**

If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee unless you have abstained from the vote.

**What is the voting requirement to approve each of the proposals?**

In the election of directors, each director will be elected by the affirmative vote of a majority of the votes cast at the meeting with respect to that director nominee. Each nominee will be elected if the number of votes cast "for" the nominee's election exceeds the votes cast "against" the nominee's election. Approval of each of the other proposals requires the affirmative vote of a majority of the shares present, in person or represented by proxy, and entitled to vote on that proposal at the Annual Meeting.

**How will broker non-votes be treated?**

If you are the beneficial owner of shares held in the name of a broker, trustee or other nominee and do not provide that broker, trustee or other nominee with voting instructions, your shares may constitute "broker non-votes." Generally, broker non-votes occur on a matter when a broker is not permitted to vote on that matter without instructions from the beneficial owner and instructions are not given. Under the rules of the New York Stock Exchange, brokers, trustees or other nominees may generally vote on routine matters but cannot vote on non-routine matters. Only Proposal No. 4 ratifying the appointment of the independent registered accounting firm is considered a routine matter. The other proposals are not considered routine matters, and without your instructions, your broker cannot vote your shares. In tabulating the voting results for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal. Broker non-votes will be treated as shares present for quorum purposes but not entitled to vote, so they will not affect the outcome of any proposal.

If you provide specific instructions with regard to certain items, your shares will be voted as you instruct on such items. If you vote by proxy card or voting instruction card and sign the card without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (FOR all of the nominees to the Board, FOR approval of compensation of our executive officers, FOR the Compass Minerals International, Inc. 2015 Incentive Award Plan, FOR the ratification of the appointment of our independent registered accounting firm.)

**Where can I find the voting results of the Annual Meeting?**

We plan to announce preliminary voting results at the Annual Meeting and to publish final results in a Current Report on Form 8-K filed with the SEC no later than May 12, 2015. After the Form 8-K is filed, you may obtain a copy by visiting our website.

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## **GOVERNANCE**

### **PROPOSAL 1 ELECTION OF DIRECTORS**

#### **Current Nominees**

The Board of Directors currently consists of nine directors divided into three classes (Class I, Class II and Class III). Directors in each class are elected to serve for three-year terms that expire in successive years. The terms of the Class III directors will expire at the upcoming Annual Meeting.

The Board of Directors has nominated each of David D'Antoni and Allan Rothwell for election as Class III directors for three-year terms expiring at the Annual Meeting of Stockholders to be held in 2018 or until their successors are elected and qualified. Messrs. D'Antoni and Rothwell currently serve as Class III directors. Mr. D'Antoni was first elected to serve on the Board of Directors in 2004, and Mr. Rothwell was first elected in 2006. Perry W. Premdas, also a Class III director, has decided not to stand for re-election, and the Board of Directors is actively conducting a search for an additional director.

Each nominee has consented to being named in this Proxy Statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected for either nominee, the proxy holders will vote your shares for the substitute nominee unless you have abstained.

#### **Vote Required**

Stockholders elect directors by majority vote. A nominee will be elected if the votes cast for such nominee exceed the votes cast against such nominee. Abstentions and broker non-votes will have no effect on the election of any nominee.

***YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE  
ELECTION OF EACH OF THE TWO NOMINEES.***

Table of Contents**2015 NOMINEES FOR DIRECTOR**

The following table sets forth, with respect to each nominee, the nominee's name, age, principal occupation, and employment during the past five years, the year in which he or she first became a director of Compass Minerals and directorships held in other public companies during the past five years as well as the experience, qualifications, attributes and skills that led to the conclusion that the nominee should serve as a director.

**NOMINEES FOR ELECTION AS CLASS III DIRECTORS FOR A THREE YEAR  
TERM EXPIRING AT THE 2018 ANNUAL MEETING**

<b>Director</b>	<b>Age</b>	<b>Principal Occupation and Directorships</b>
<b>Mr. David J. D'Antoni</b>	70	<p>David J. D'Antoni has been a director of the Company since November 2004. In September 2004, Mr. D'Antoni retired from Ashland, Inc. where he served as Senior Vice President and Group Operating Officer of APAC and Valvoline since March 2000. He also served as President of APAC and Ashland Chemical. Mr. D'Antoni has served as a director of State Auto Financial Corporation, an insurance holding company since 1995, and as a director of OMNOVA Solutions, Inc., a global provider of emulsion polymers, specialty chemicals and decorative and functional surfaces since 2004.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. D'Antoni brings to the Board his valuable experience with general management and acquisitions and divestitures. In addition, Mr. D'Antoni's significant knowledge of legal, regulatory, and environmental, health and safety matters makes him a valuable member of the Board.</p>
<b>Mr. Allan R. Rothwell</b>	67	<p>Allan R. Rothwell has been a director of the Company since March 2006. In April 2006, Mr. Rothwell retired from Eastman Chemical Company where he served as Executive Vice President and President of its Voridian Division. Mr. Rothwell joined Eastman Chemical in 1969 and held various positions including Vice President, Corporate Development and Strategy; President, Chemicals Group; Senior Vice President and Chief Financial Officer; and President, Polymers Group. Mr. Rothwell has served as a director of OMNOVA Solutions, Inc., a global provider of emulsion polymers, specialty chemicals and decorative and functional surfaces since 2010.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Rothwell brings to the Board his valuable experience in sales and general management and strategic planning of a global chemical business and his international business experience, having lived in Japan for four years while having responsibility for operations in both Japan and Korea. In addition, Mr. Rothwell's significant knowledge of finance and acquisitions and divestitures makes him a valuable member of the Board.</p>



Table of Contents**CONTINUING DIRECTORS**

The terms of Compass Minerals' three Class I directors and three Class II directors expire at the Annual Meeting of Stockholders in 2016 and 2017, respectively. The following tables set forth, with respect to Class I and Class II directors, their names, ages, principal occupations and directorships during the past five years, the year in which they first became directors of Compass Minerals, and directorships in other public companies during the past five years (even if they no longer serve on those boards). The tables also set forth the experience, qualifications, attributes and skills that led to the conclusion that they should serve as directors.

**CLASS I DIRECTORS CONTINUING IN OFFICE  
WHOSE TERMS EXPIRE AT THE 2016 ANNUAL MEETING**

<b>Director</b>	<b>Age</b>	<b>Principal Occupation and Directorships</b>
<b>Mr. Eric Ford</b>	60	<p>Eric Ford has been a director of the Company since August 2011. Mr. Ford was Executive Vice President, Office of the Chief Executive Officer of Peabody Energy Corporation when he retired in January 2014. Peabody Energy Corp. is the world's largest private sector coal company, and Mr. Ford was an executive with that company in various senior executive roles since March 2007. In his last role, Mr. Ford oversaw strategic aspects of the Australia platform, including business direction, operational and commercial strategy and performance, and external stakeholder interaction. Prior to joining Peabody, he served as Chief Executive Officer of Anglo Coal Australia Pty Ltd.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Ford brings to the Board his valuable career of experience in managing and operating mining businesses on four continents, including general and strategic long-term planning of resources and his global business and cultural experience. In addition, Mr. Ford's significant knowledge of project development and delivery together with safety, health and the environment, makes him a valuable member of the Board.</p>
<b>Mr. Francis J. Malecha</b>	51	<p>Francis J. Malecha has been a director of the Company since January 2013, when he was retained as President and Chief Executive Officer and appointed to the Board of Directors. Stockholders elected Mr. Malecha to the Board in May 2013. He joined Compass Minerals with more than 25 years of experience in agri-business. From 2007 through 2012, he served as Chief Operating Officer-Grain of Viterro Inc., a global agri-business company where he worked from 2000 to 2013 and also served as Senior Vice President Grain and Vice President Grain Merchandising &amp; Transportation from 2000 to 2007. Viterro Inc. was acquired by Glencore International plc in December 2012, and Mr. Malecha was named Head of Agricultural Products, North America. At Viterro Inc., Mr. Malecha's responsibilities included global grain merchandising, transportation, operations, commodity risk management, and international merger and acquisition activity. Prior to Viterro Inc., Mr. Malecha worked for fifteen years with General Mills, Inc. in the grain division.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Malecha brings to the Board his valuable experience in global merchandising, transportation, operations, commodity risk management, and general management of global materials businesses. He also has valuable experience in international merger and acquisition activities. These experiences and his position as Chief Executive Officer, make him a uniquely qualified member of the Board.</p>

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<b>Director</b>	<b>Age</b>	<b>Principal Occupation and Directorships</b>
<b>Mr. Paul S. Williams</b>	55	<p>Paul S. Williams has been a director of the Company since June 2009. From April 2001 through April 2005, Mr. Williams served as Executive Vice President, Chief Legal Officer &amp; Corporate Secretary of Cardinal Health, Inc., a provider of products and services to healthcare providers and manufacturers. He has been a Partner and Managing Director of Major, Lindsey &amp; Africa, LLC, an executive recruiting firm, since 2005, where he also serves as Director of Global Diversity Search, assisting legal organizations in enhancing their diversity. Mr. Williams is a well respected leader in the area of diversity, frequently speaking on diversity related issues. He currently serves as a director of Bob Evans Farms, Inc., an owner and operator of restaurants, United Stationers Inc., a national wholesale distributor of business products, and State Auto Financial Corp., an insurance holding company, with a term ending May 2015.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Williams brings to the Board his valuable experience in acquisitions and divestitures and legal and regulatory matters, drawing from his service on the boards of directors and board committees of other publicly traded companies. In addition, Mr. Williams' significant knowledge of human resources and leadership development as well as compensation policies makes him a valuable member of the Board.</p>

**CLASS II DIRECTORS CONTINUING IN OFFICE  
WHOSE TERMS EXPIRE AT THE 2017 ANNUAL MEETING**

<b>Director</b>	<b>Age</b>	<b>Principal Occupation and Directorships</b>
<b>Mr. Bradley J. Bell</b>	62	<p>Bradley J. Bell has been a director of the Company since December 2003. Mr. Bell was Executive Vice President and Chief Financial Officer of Nalco Holding Company from November 2003 until his retirement in December 2010. From 1997 to 2003, Mr. Bell served as Senior Vice President and Chief Financial Officer of Rohm and Haas Company, an international manufacturer of specialty chemicals. Since 2001, Mr. Bell has served as a director of IDEX Corporation, a publicly traded global fluidics company. Mr. Bell is also a director and non-executive Chairman of the Board of Momentive Performance Materials, Inc.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Bell brings to the Board his valuable experience in finance and financial reporting, strategic planning and acquisitions and divestitures. In addition, his significant knowledge of capital markets makes him a valuable member of the Board.</p>
<b>Mr. Richard S. Grant</b>	68	<p>Richard S. Grant has been a director of the Company since April 2004. From 1998 until his retirement in 2002, Mr. Grant served as Chief Executive Officer of BOC Process Gas Solutions, a global business providing utilities and services primarily to the chemical, petrochemical and metals industries. Concurrently, he served as a director of the BOC Group plc and Chairman of CNC sa, a Mexican joint venture. Mr. Grant currently serves as a director of BlueLinx Holdings, Inc., a distributor of building products.</p>

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Director	Age	Principal Occupation and Directorships
Ms. Amy J. Yoder	48	<p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Grant brings to the Board his valuable experience with general management and strategic planning, including oversight of major capital projects. In addition to his dual U.S.-U.K. citizenship, Mr. Grant's significant experience serving on the boards of directors and board committees of other publicly traded and international companies makes him a valuable member of the Board.</p> <p>Amy J. Yoder has been a director of the Company since May 2012. Ms. Yoder is the Chief Executive Officer and President of Arysta LifeScience North America, LLC, a division of the world's largest privately held crop protection and life science company. For more than five years prior to joining Arysta in 2010, Ms. Yoder's substantial experience included positions as a senior advisor to Atlas Advisors, LLC; President of the United Industries division of Spectrum Brands, Inc.; Vice President and General Manager for Biolab of Chemtura, Inc.; Vice President of the turf and specialty division of Nufarm Ltd.; President of the UAPTimmerland division of United Agri Products; and North American brand manager, national sales manager, and local market manager at Monsanto.</p> <p>Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Ms. Yoder brings to the Board her valuable experience in sales analysis, distribution, marketing and strategic planning. In addition, her significant experience in the agrichemical industry makes her a valuable member of the Board.</p>

**BOARD OF DIRECTORS AND COMMITTEES**

**Director Independence**

As required by the rules of the New York Stock Exchange ("NYSE"), the Board of Directors evaluates the independence of its members at least annually and at other appropriate times when a change in circumstances could potentially impact the independence of one or more directors (*e.g.*, in connection with a change in employment status.)

Under the general NYSE director independence rules, a director is independent if the Board of Directors affirmatively determines that the director currently has no direct or indirect material relationship with the Company, and for the last three years:

the director has not been an employee of the Company, and no member of the director's immediate family has served as an executive officer of the Company;

neither the director nor any member of the director's immediate family has received more than \$120,000 per twelve-month period in direct compensation from the Company (excluding director or committee fees, pensions or deferred compensation for prior service);

the director has not been a partner or employed by, and no member of the director's immediate family has been affiliated with or employed in a professional capacity by, the Company's present or former internal or external auditors;

neither the director nor any member of the director's immediate family has been employed as an executive officer by any company whose compensation committee includes an executive officer of the Company; and

the director has not been employed by, and no member of the director's immediate family has been an executive officer of any company that makes payments to or receives payments from the Company for property or services in amounts exceeding the greater of \$1 million or 2% of such company's consolidated gross revenues for any fiscal year.

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In making this determination, the Board of Directors broadly considers the relevant facts and circumstances, including:

the nature of any relationships with the Company, including personal and business relationships as well as any relationships with the director's employer or any company on whose board the director serves;

the significance of the relationship to the Company, the other organization and the individual director;

whether or not the relationship is solely a business relationship in the ordinary course of the Company's and the other organization's businesses and does not afford the director any special benefits; and

any commercial, banking, consulting, legal, accounting, charitable and familial relationships.

After considering the standards for independence adopted by the NYSE and the various other factors described above, the Board of Directors has determined that, in its judgment, Bradley J. Bell, David J. D'Antoni, Eric Ford, Richard S. Grant, Perry W. Premdas, Allan R. Rothwell, Paul S. Williams and Amy J. Yoder are independent directors. The Board of Directors made additional determinations for Compensation and Audit Committee member independence as described in the applicable sections below. In making these determinations, the Board of Directors has considered the relevant facts and circumstances. The Board of Directors has also determined that, in its judgment, there are no other relationships, whether industrial, banking, consulting, legal, accounting, charitable or familial, which would impair the independence of any of these directors or nominees. Under NYSE rules, Chief Executive Officer Francis J. Malecha is not deemed independent due to his current position as a Company employee.

None of the directors, other than Mr. Malecha, received any compensation from the Company other than customary director fees, including Lead Independent Director fees, fees for chairing Board committees, and an annual committee service fee.

**Meetings**

The Board of Directors held nine meetings and acted by unanimous consent one time during 2014. All of the directors of the Company attended at least three-quarters of the meetings held by the Board of Directors and the applicable committees during their tenure in 2014.

**Board Leadership**

The Board of Directors has a Lead Independent Director, charged with chairing the executive sessions of non-employee directors, and coordinating evaluations of the Board, Board committees, individual directors and CEO performance. The Lead Independent Director also acts as a liaison between the non-employee directors and the Company's management and assists the Company's Chief Executive Officer in establishing agendas for Board meetings, considering agenda items suggested by independent directors, prioritizing Board agenda items, activities and other matters pertinent to the Company and the Board of Directors, and approving the final agenda. Executive sessions of non-employee directors are held as part of each regularly scheduled meeting of the Board of Directors. Any non-employee director can request that an additional executive session be scheduled. In May 2014, the Board of Directors elected Richard S. Grant to serve as Lead Independent Director.

We believe our Board leadership is effective