

## **EXECUTIVE EMPLOYMENT CONTRACTS: A CHECKLIST OF POSSIBLE TERMS**

**Representations and Warranties as to Obligations to Other Employers/Entities**

**Term and Renewal Provisions**

**Title, Responsibilities and Duties**

1. Employing Entity
2. Scope of Duties
3. Board Involvement
4. Reporting and Organizational Relationships
5. Limitations on Outside Activities
  - a. Board Memberships - Profit and Non-Profit
  - b. Commercial Endeavors
6. Charitable Endeavors
7. Performance Standards and Criteria for Evaluation

**Employment Compensation**

1. Base Salary
2. Bonuses
  - a. Types
    - Signing
    - Annual Incentive
    - Long-Term Incentive
    - Stay Incentive
  - b. Criteria
    - Company Performance
    - Individual Performance
3. Equity Plans and Awards
  - a. Grants of Stock
  - b. Stock Options
    - Incentive Stock Options
    - Non-Qualified Stock Options
  - c. Restricted Shares

4. Deferred Compensation Plans
5. Senior Executive Retirement Plans
6. Benefits
  - a. Health
  - b. Life and Disability Insurance
  - c. Vacation
  - d. Financial, Tax and Estate Planning
  - e. Retirement Enhancements and Lateral Credits
  - f. Automobile
  - g. Relocation Assistance
7. Business Expenses
  - a. Entertainment
  - b. Club Membership and Dues
  - c. Donations
  - d. Home Office
  - e. Cell Phone, Blackberry, Laptop
  - f. Travel Expenses



#### **Grounds for Termination of Employment**

1. Death
2. Disability
3. For Cause by Employer
4. For Good Reason by Executive
5. Expiration of Term



#### **Transition and Termination Provisions**

1. Transitional Employment
2. Severance
3. Transition Expenses
  - a. Relocation Costs
  - b. Networking Expenses
  - c. Transition Services
  - d. Financial, Tax and Estate Planning Services
  - e. Legal Costs
4. Continued Benefits
5. Continued or Accelerated Vesting
6. Offsets, Mitigation and Forfeitures
7. Release of Claims
8. Internal and External Announcements
9. Non-Disparagement Agreements

**Change of Control Provisions**

1. Single or Double Trigger
2. 280G Gross-up
3. Dispute Resolution

**Tax Gross-ups - 409A and Others**

**Payments in Event of Death**

**Withholding and Tax Liability**

**Restrictive Covenants**

1. Non-Competition
2. Non-Solicitation
3. Non-Raiding of Employees
4. Confidential Information and Company Property
  - a. Nondisclosure of Confidential Information
  - b. Obligations to Report Unauthorized Use of Confidential Information
  - c. Return of Confidential Information and Company Property

**Intellectual Property**

1. Patents, Trademarks, Inventions and Discoveries
2. Copyrights
3. Ownership of Improvements

**Confidentiality of Terms**

1. General
2. Media Specific

**General Provisions**

1. Remedies and Enforcement
2. Ongoing Cooperation
  - a. General
  - b. Litigation
3. Choice of Law and Venue

4. Indemnification
5. Dispute Resolution
  - a. Arbitration
  - b. Mediation
6. Severability, Waivers and Amendments
7. Successors and Assigns
8. Integration Clause
9. Notices

## **APPENDIX A - CHECKLIST FOR THE EXPATRIATE EXECUTIVE**

- Immigration and Visas for Self and Family**
- Housing**
  - 1. House Hunting Trips for Self and Spouse
  - 2. Assistance in Sale/Rental of Current House
  - 3. Assistance in Purchase/Rental of New House
  - 4. Temporary Housing
  - 5. Employer-Provided Housing
- Moving and/or Replacing Household Goods**
  - 1. Packing, Moving and Unpacking
  - 2. Storage of Items Not Moved
  - 3. Replacement of Electrical Appliances
- Family Educational Needs**
  - 1. Tuition Assistance
  - 2. Language Instruction
- Local Transportation for Self and Family**
  - 1. Automobile Rental Allowance
  - 2. Automobile Purchase Assistance
  - 3. Car and Driver
- Family Home-Leave**
  - 1. Trips Per Year
  - 2. Emergency and Bereavement Trips
  - 3. Fully or Partially Paid
- Family Repatriation**
  - 1. Fully or Partially Paid
  - 2. Circumstances
    - a. All Circumstances
    - b. Terminations Without Cause or For Good Reason
    - c. Inability to Obtain or Retain Work Visa
    - d. Death or Disability of Executive
    - e. Family Emergency
- Security Services**