

Huron Consulting Group Inc.
Form DEF 14A
March 24, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

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

HURON CONSULTING GROUP INC.

(Name of registrant as specified in its charter)

^

(Name of person(s) filing proxy statement, if other than the registrant)

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Table of Contents

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Table of Contents

550 West Van Buren Street

Chicago, IL 60607

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 2, 2014

The Annual Meeting of Stockholders of Huron Consulting Group Inc. (the Company) will be held at the Company's corporate headquarters located at 550 West Van Buren Street, Chicago, Illinois 60607 on May 2, 2014, at 11:00 a.m. Central Daylight Savings Time, for the following purposes:

- 1) To elect to the board of directors the two persons nominated by the board of directors to serve as Class I Directors;
- 2) To approve an amendment to the Company's 2012 Omnibus Incentive Plan to increase the number of shares authorized for issuance under the Plan;
- 3) To hold an advisory vote on executive compensation;
- 4) To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014; and
- 5) To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

Only stockholders of record at the close of business on March 4, 2014 will be entitled to notice of and to vote at the meeting.

Stockholders, whether or not they expect to be present at the meeting, are requested to sign and date the enclosed proxy, which is solicited on behalf of the board of directors, and return it promptly in the envelope enclosed for that purpose. Any person giving a proxy has the power to revoke it at any time prior to the meeting, and stockholders who are present at the meeting may withdraw their proxies and vote in person.

Important Notice Regarding the Availability of

Proxy Materials for the Stockholder Meeting to be

Held on May 2, 2014

The Proxy Statement and Annual Report to Stockholders are

available at www.edocumentview.com/HURN

By Order of the Board of Directors

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Diane E. Ratekin

Executive Vice President, General

Counsel and Corporate Secretary

Chicago, Illinois

March 24, 2014

Table of Contents

TABLE OF CONTENTS

| | |
|---|----|
| <u>GENERAL INFORMATION ABOUT THE MEETING</u> | 1 |
| <u>Quorum and Voting Requirements</u> | 1 |
| <u>PROPOSAL 1 ELECTION OF DIRECTORS</u> | 2 |
| <u>Board of Directors</u> | 2 |
| <u>Nominees to Board of Directors</u> | 3 |
| <u>Directors Not Standing for Election</u> | 5 |
| <u>Executive Officers</u> | 10 |
| <u>Director Independence</u> | 10 |
| <u>Board Leadership Structure and Risk Oversight</u> | 10 |
| <u>Board Meetings and Committees</u> | 11 |
| <u>Stockholder Communications Policy</u> | 14 |
| <u>Diversity of Board Skills and Experience</u> | 14 |
| <u>Compensation of Directors</u> | 15 |
| <u>Director Compensation Table</u> | 16 |
| <u>Section 16(a) Beneficial Ownership Reporting Compliance</u> | 16 |
| <u>Stock Ownership of Certain Beneficial Owners and Management</u> | 16 |
| <u>EXECUTIVE COMPENSATION</u> | 19 |
| <u>Compensation Discussion and Analysis</u> | 19 |
| <u>2013 Summary Compensation Table</u> | 29 |
| <u>2013 Grants of Plan-Based Awards</u> | 30 |
| <u>Employment and Severance Agreements</u> | 31 |
| <u>2013 Outstanding Equity Awards at Fiscal Year-End</u> | 37 |
| <u>2013 Option Exercises and Stock Vested</u> | 38 |
| <u>2013 Nonqualified Deferred Compensation</u> | 38 |
| <u>Potential Payments upon Termination or Change of Control</u> | 39 |
| <u>Compensation Committee Report</u> | 42 |
| <u>Compensation Committee Interlocks and Insider Participation</u> | 42 |
| <u>Certain Relationships and Related Transactions</u> | 42 |
| <u>PROPOSAL 2 APPROVAL OF AN AMENDMENT TO THE HURON CONSULTING GROUP INC. 2012 OMNIBUS INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN</u> | 43 |
| <u>Background</u> | 43 |
| <u>Reasons for the Proposal</u> | 43 |
| <u>Burn Rate Commitment</u> | 44 |
| <u>Approval Required</u> | 45 |
| <u>Description of the Plan</u> | 45 |
| <u>Performance Criteria</u> | 47 |
| <u>Tax Consequences</u> | 48 |
| <u>PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION</u> | 51 |
| <u>PROPOSAL 4 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u> | 52 |
| <u>Audit and Non-Audit Fees</u> | 52 |
| <u>Policy on Audit Committee Preapproval of Audit and Non-Audit Services of Independent Registered Public Accounting Firm</u> | 53 |
| <u>Report of the Audit Committee</u> | 53 |
| <u>SUBMISSION OF STOCKHOLDER PROPOSALS</u> | 55 |
| <u>OTHER MATTERS</u> | 56 |

Table of Contents

PROXY STATEMENT

for

ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished in connection with the solicitation of proxies to be voted at the 2014 Annual Meeting of Stockholders of Huron Consulting Group Inc. (the Company, Huron, we or us). The 2014 Annual Meeting of Stockholders (the Annual Meeting) will be held Friday, May 2, 2014 at 11:00 a.m. Central Daylight Savings Time, at the Company s corporate headquarters located at 550 West Van Buren Street, Chicago, Illinois 60607. This Proxy Statement and the accompanying proxy card are first being mailed to stockholders on or about March 24, 2014.

GENERAL INFORMATION ABOUT THE MEETING

Quorum and Voting Requirements

The Company has one class of common stock. Each share of common stock is entitled to one vote on each matter to be voted upon at the Annual Meeting. Stockholders do not have the right to cumulate votes in the election of directors. Only stockholders of record at the close of business on March 4, 2014 (the Record Date) will be entitled to vote at the Annual Meeting. As of the Record Date, there were 23,652,291 shares of common stock issued and outstanding.

The accompanying proxy is solicited from the holders of record of the common stock on behalf of the board of directors of the Company and is revocable at any time by giving written notice of revocation to the Secretary of the Company prior to the Annual Meeting or by executing and delivering a later-dated proxy by mail prior to the Annual Meeting. Furthermore, the stockholders of record who are present at the Annual Meeting may revoke their proxies and vote in person.

If your shares are held in a bank or brokerage account, you will receive proxy materials from your bank or broker, which will include a voting instruction form. If you would like to revoke voting instructions given to your bank or broker, you must follow its instructions. If you would like to attend the Annual Meeting and vote these shares in person, you must obtain a proxy from your bank or broker. You must request the proxy from your bank or broker; it will not automatically supply one to you.

All shares of the Company s common stock represented by properly executed and unrevoked proxies will be voted by the proxies in accordance with the directions given therein. Where no instructions are indicated, properly executed proxies will be voted FOR the proposals set forth in this Proxy Statement for consideration at the Annual Meeting.

A quorum, consisting of at least one-third of shares of common stock issued and outstanding, must be present at the meeting for any business to be conducted. Shares of common stock entitled to vote and represented by properly executed, returned and unrevoked proxies, including shares with respect to which votes are withheld, abstentions are cast or there are broker non-votes on some proposals but not others, will be considered present at the meeting for purposes of determining a quorum.

Table of Contents

PROPOSAL 1

ELECTION OF DIRECTORS

Board of Directors

The Company's third amended and restated certificate of incorporation divides the Company's board of directors into three classes, with each class being elected to a three-year term.

The board of directors has nominated H. Eugene Lockhart and George E. Massaro as Class I Directors to be voted upon at the 2014 Annual Meeting. DuBose Ausley and John S. Moody are Class II Directors serving terms ending at the 2015 Annual Meeting. James D. Edwards, John McCartney and James H. Roth are Class III Directors serving terms ending at the 2016 Annual Meeting.

This Proxy Statement relates only to the solicitation of proxies from the stockholders with respect to the election of the two nominees as Class I Directors and the other matters described herein. The board of directors knows of no reason that Mr. Lockhart or Mr. Massaro might be unavailable to serve as the Class I Directors, and each has expressed an intention to serve, if elected. If Mr. Lockhart or Mr. Massaro is unable to serve, the shares represented by all valid proxies will be voted **FOR** the election of such substitute nominee as the board of directors may recommend. There are no arrangements or understandings between any of the persons nominated to be a Class I Director and any other person pursuant to which any of such nominees was selected.

The election of a director requires the affirmative vote of a plurality of the shares of common stock present in person or represented by proxy at the Annual Meeting that are voted, provided that a quorum is represented at the meeting. A **plurality** means that the individuals who receive the largest number of votes are elected as directors up to the maximum number of directors to be elected at the meeting. Therefore, abstentions and **broker non-votes** will have no impact on the election of directors. Properly executed proxies submitted pursuant to this solicitation will be voted **FOR** the election of Mr. Lockhart and Mr. Massaro as Class I Directors, unless specified otherwise.

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE **FOR THE ELECTION OF MR. LOCKHART AND MR. MASSARO AS CLASS I DIRECTORS.**

Table of Contents

The tables below set forth certain information regarding the directors of the Company.

Nominees to Board of Directors

| Name | Age | Principal Occupation | Director Since | Class and Year in Which Term Expires |
|--------------------|------------|--|-----------------------|---|
| H. Eugene Lockhart | 64 | Partner and Chairman, Financial Institutions, Diamond Castle Holdings, LLC | 2006 | Class I 2014 |
| George E. Massaro | 66 | Vice Chairman of the Board, Huron Consulting Group Inc. | 2004 | Class I 2014 |

H. Eugene Lockhart

Mr. Lockhart has served on our board of directors since December 5, 2006. He is the Chairman of the Audit Committee, and also serves on the Compensation Committee.

Professional Experience

In November 2013, Mr. Lockhart became Senior Advisor, North America, at General Atlantic LLC, a leading global growth investment firm. Since 2005, he has served as a partner and chairman, Financial Institutions, at Diamond Castle Holdings, LLC in New York, a private equity investment firm. From 2002 until 2012, Mr. Lockhart was a venture partner at Oak Investment Partners, a venture capital firm. His prior positions include president of Global Retail Bank and Bank of America, as well as president and chief executive officer of MasterCard International.

Board Service

Mr. Lockhart is also a director and audit committee chairman of RadioShack Corporation, a retail seller of consumer electronic goods and services. From February 2011 until September 2013, he served on the board of directors of Bonds.com, a trading platform for fixed income securities. Mr. Lockhart had served on the board of Asset Acceptance Capital Corp., a purchaser of accounts receivable portfolios from consumer credit originators, until its June 2013 merger with Encore Capital Group, Inc., and also served on the board of IMS Health Incorporated, a global provider of information solutions to the pharmaceutical and healthcare industries, until February 2010.

Education

Mr. Lockhart received a B.S. in Mechanical Engineering from the University of Virginia and an MBA from The Darden Graduate School of Business at the University of Virginia. In addition, Mr. Lockhart is a CPA, licensed in the Commonwealth of Virginia.

Individual Contributions

Mr. Lockhart brings to Huron's board his broad experience overseeing and growing companies in which he represents venture capital investors, his experience as chief executive officer of leading corporations, and his service on the boards of companies in such diverse fields as financial services, healthcare and

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pharmaceuticals. Mr. Lockhart's experience serving as chairman of the audit committees of public companies has prepared him to lead Huron's Audit Committee. In addition, as the former executive and chairman of some of the most recognized companies in the world, Mr. Lockhart contributes to Huron many contacts, including those with investors.

Table of Contents

George E. Massaro

Mr. Massaro resumed the position of Vice Chairman of Huron's board in May 2010, a role in which he had previously served from March 2005 until July 2009. He had assumed the role of Non-executive Chairman in July 2009, to assist the new management team upon the departure of the Company's former chairman. Mr. Massaro has served as a director since May 2004. In February 2009, Mr. Massaro ceased to be an employee of the Company. He had served as our Chief Operating Officer from June 2003 until March 2005. Mr. Massaro joined the Company in August 2002 as a managing director and subsequently became the leader of our Disputes and Investigations and Valuation Services practices. Mr. Massaro serves on the Nominating and Corporate Governance Committee.

Professional Experience

Mr. Massaro served as the managing partner of Arthur Andersen LLP's 1,200-person New England practice from 1998 to 2002 and managing partner of the Boston office from 1995 to 1998. Mr. Massaro has served clients in the financial services and high-technology industries.

Board Service

Mr. Massaro serves as a director of Charles River Laboratories, a provider of research products and preclinical services for the biomedical community, and of Eastern Bank Corporation, an independent mutual bank holding company in New England. He is also a member of the board of trustees of Mount Auburn Hospital in Cambridge. In addition, Mr. Massaro is a member of the finance committee of the Archdiocese of Boston.

Education

Mr. Massaro received a B.A. in Accounting and Finance from Bentley College and an MBA from Babson College.

Individual Contributions

Mr. Massaro contributes a thorough understanding of Huron's business and history through his former experience as Chief Operating Officer of Huron from 2003 to 2005. His many years of experience in public accounting and management of a professional services practice enable him to provide a broad range of business insights as well as contacts in the business community. Mr. Massaro served as Non-executive Chairman of Huron from July 2009 until May 2010.

Table of Contents**Directors Not Standing for Election**

| Name | Age | Principal Occupation | Director Since | Class and Year in Which Term Expires |
|------------------|------------|--|-----------------------|---|
| DuBose Ausley | 76 | Attorney, Ausley McMullen, P.A. | 2004 | Class II 2015 |
| John S. Moody | 65 | Chief Executive Officer, Parkside Capital | 2005 | Class II 2015 |
| James D. Edwards | 70 | Retired Managing Partner Global Markets at Arthur Andersen LLP | 2004 | Class III 2016 |
| John McCartney | 61 | Non-executive Chairman, Huron Consulting Group Inc. | 2004 | Class III 2016 |
| James H. Roth | 56 | Chief Executive Officer and President of Huron Consulting Group Inc. and Huron Consulting Services LLC, our principal operating subsidiary | 2009 | Class III 2016 |

DuBose Ausley

Mr. Ausley was elected to our board of directors on October 12, 2004. He serves on the Compensation Committee and Nominating and Corporate Governance Committee.

Professional Experience

Mr. Ausley is an employee of Ausley McMullen, P.A., a law firm in Tallahassee, Florida, where he was chairman for more than 25 years prior to June 2002.

Board Service

Mr. Ausley is a director of Capital City Bank Group, Inc., a financial services holding company, and Capital Health Plan, an affiliate of Blue Cross and Blue Shield of Florida, Inc. on whose board he served from 1982 to 2005. Mr. Ausley served on the boards of Tampa Electric Company, a public utility operating in the State of Florida, and its parent, TECO Energy, Inc., until April 2013. He previously served on the Board of Regents of the State University System of Florida from 1978 to 1994, and served as its chairman in 1981 and 1982. He also served on the Board of Trustees of Washington and Lee University for 10 years. In addition, he served as chairman of the Capital City Bank Group, Inc. from 1982 to 2003.

Education

Mr. Ausley received a B.A. in Economics from Washington and Lee University and a J.D. from the University of Florida College of Law.

Individual Contributions

Mr. Ausley has served on multiple boards of directors of companies, including telecoms, public utilities and financial institutions. His experiences serving on the boards of healthcare companies and institutions of higher education have allowed him to contribute the client perspective of those two primary areas of Huron's business. In addition, as a practicing attorney and former chair of a law firm in the Southeast United States, he is able to address the legal issues facing public companies that provide consulting services in healthcare and

higher education.

Table of Contents

John S. Moody

Mr. Moody has served on our board of directors since November 8, 2005. He is the Chairman of the Compensation Committee, and also serves on the Audit Committee.

Professional Experience

Mr. Moody is chief executive officer of Parkside Capital, formerly known as ProTerra Realty, a fund manager investing in real estate in Houston, Texas. From 2004 until October 2005, Mr. Moody served as president and chief executive officer of HRO Asset Management, LLC, a real estate advisory business. From 2001 to 2004, Mr. Moody served as president of Marsh & McLennan Real Estate Advisors, Inc., a business that directed the execution of real estate projects and transactions for Marsh & McLennan. From 1995 to 2000, Mr. Moody was president and chief executive officer of Cornerstone Properties, Inc., a REIT that acquired, developed and operated large-scale Class A office buildings in major markets throughout the United States and that merged into Equity Office Properties Trust.

Board Service

Mr. Moody joined the board of Hines Global REIT, a privately owned real estate investment, development and management company, in June 2009. He joined the board of directors of Potlatch Corp., a real estate investment trust, in September 2006, and on January 19, 2009, he assumed the role of Vice Chairman of Potlatch Corp. From 2001 to 2005, he served on the boards of directors of three publicly held REITs: Keystone Property Trust, CRIIMI MAE, Inc. and Equity Office Properties Trust.

Education

Mr. Moody received his B.A. in History from Stanford University and his J.D. with honors from The University of Texas School of Law.

Individual Contributions

Mr. Moody has spent the majority of his career working with real estate related businesses. He has served on multiple boards of directors, including serving as chairman and vice chairman, of companies organized as real estate investment trusts engaged in commercial real estate, as well as forest products. Mr. Moody has provided introductions for Huron's Houston office consultants to his many contacts in Texas. As the former chief executive officer of a public company which owned Class A office buildings throughout the United States, as well as a professionally trained real estate and corporate attorney with broad experience in the capital markets, Mr. Moody is highly suited to his role as chairman of Huron's Compensation Committee.

Table of Contents

James D. Edwards

James D. Edwards was elected to our board of directors on October 12, 2004. He serves as Chairman of the Nominating and Corporate Governance Committee.

Professional Experience

Mr. Edwards retired in 2002 as managing partner global markets of Arthur Andersen LLP, a position he had held since 1998. Mr. Edwards began his career with Arthur Andersen LLP in 1964 and served in several positions after that time.

Board Service

Mr. Edwards is a director of Cousins Properties Incorporated, a publicly held REIT, and Crawford & Company, a global provider of claims adjustment and risk management solutions. He had previously served on the board of Transcend Services, Inc., a provider of medical transcription services to the healthcare industry, until early 2012, and had served on the board of IMS Health Incorporated, a global provider of information solutions to the pharmaceutical and healthcare industries, until February 2010.

Education

Mr. Edwards received a B.S. in Accounting from Bob Jones University and is a member of the American Institute of Certified Public Accountants.

Individual Contributions

Mr. Edwards' experience includes 38 years with Arthur Andersen in the professional services industry and 25 years in various leadership positions, including Managing Partner for all operations in the United States and North America from 1987 to 1997, which makes him able to recognize and successfully address the challenges and opportunities presented to Huron. Mr. Edwards possesses a deep knowledge of accounting and financial consulting services, many years of experience managing a large segment of a professional services firm, and a vast network of prior clients in diverse fields including real estate, pharmaceuticals and healthcare.

Table of Contents

John McCartney

Mr. McCartney was appointed Non-executive Chairman of the board effective May 2010. He has served on our board since October 2004. From that date until February 2010, he served as chairman of the Audit Committee, on which he continues to serve.

Professional Experience

From June 1997 to March 1998, he held the position of president of 3Com Corporation's Client Access Unit. Mr. McCartney joined the executive management team of US Robotics in March 1984 as vice president and chief financial officer and served in various executive capacities until serving as president and chief operating officer of US Robotics from January 1996 until its merger with 3Com Corporation in June 1997.

Board Service

From March 2011 until September 2013, Mr. McCartney served as chairman of the board of Westcon Group, Inc., a specialty distributor of networking and communications equipment, whose board he joined in August 1998 and for which he previously served as chairman from January 2001 until March 2009, and where he continues to serve as a director. Mr. McCartney had also served as chairman of the board of directors of A.M. Castle & Co., a global distributor of specialty metal and plastic products, from January 2007 until April 2010. He has served on that board since 1998. In July 2007, Mr. McCartney was appointed a non-executive director of Datatec Limited, a networking technology and services company, where he serves as chairman of the remuneration committee. He had previously served as vice chairman of the board of directors of Datatec from October 1998 until May 2004. Since May 2009, he has served on the board of Covance Inc., a drug development services company. In August 2011, Mr. McCartney joined the board of Transco, Inc., a Chicago-based company that provides solutions to customers in the railroad, electric utility, process and manufacturing industries. From July 2005 until April 2010, Mr. McCartney served on the board of Federal Signal Corporation, a safety and security products manufacturer.

Education

Mr. McCartney received a B.A. in Philosophy from Davidson College and an MBA from The Wharton School of the University of Pennsylvania.

Individual Contributions

Mr. McCartney has served as chairman and vice chairman of the boards of several public and private companies, including those in the healthcare and drug development fields, as well as of an institution of higher education. His deep knowledge of accounting and his prior experience as chief financial officer and chief operating officer of a public company have prepared Mr. McCartney to serve as a member of the Audit Committee and to help guide Huron to its position as a leading consultancy. Mr. McCartney is based in Chicago, the location of Huron's principal business offices.

Table of Contents

James H. Roth

James H. Roth has served as Chief Executive Officer of Huron Consulting Group Inc. and Huron Consulting Services LLC, our principal operating subsidiary, since July 2009. He was appointed President of Huron in March 2011. Mr. Roth was elected to Huron's board of directors in November 2009. Previously, he served as Vice President, Health and Education Consulting for the Company since January 2007. Since Huron's inception in 2002, until he became our CEO, Mr. Roth was a managing director and practice leader of the Company's Higher Education Consulting practice, which he grew into one of our largest organically grown practices.

Professional Experience

As a founding member of Huron, Mr. Roth has guided and grown Huron's Higher Education Consulting practice to a position of preeminence in the industry. He has more than 30 years of consulting experience working with many of the premier research universities and academic medical centers. Under his sound leadership, the Company has been named by *Consulting* magazine as one of The Best Firms to Work For in 2011, 2012 and 2013, and, for the fourth year in a row, the Huron Healthcare practice has been ranked number three on *Modern Healthcare's* list of Largest Healthcare Management Consulting Firms. Mr. Roth has been a frequent speaker in national forums on matters relating to higher education and academic medical centers.

Board Service

Mr. Roth was appointed to the board of Aviv REIT, a self-administered real estate investment trust specializing in skilled nursing facilities, in March 2013.

Education

Mr. Roth received a B.A. in Political Science and Economics from Vanderbilt University and an MBA from Southern Methodist University.

Individual Contributions

Mr. Roth brings to the board his deep knowledge of the strategy and operations of institutions of higher education, including their healthcare and research facilities. Named in 2009 and in 2011 by *Consulting* magazine as one of the Top 25 Most Influential Consultants, Mr. Roth contributes to the board a deep understanding of the Huron organization and the consulting business; in particular, research universities, hospitals, and academic medical centers, which today comprise nearly 75% of Huron's revenue.

Table of Contents**Executive Officers**

The Company's executive officers are as follows:

| Name | Age | Position |
|------------------|------------|--|
| James H. Roth | 56 | Chief Executive Officer, President and Director |
| C. Mark Hussey | 53 | Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer |
| Diane E. Ratekin | 57 | Executive Vice President, General Counsel and Corporate Secretary |

James H. Roth's biographical information is provided above under the caption "Directors Not Standing for Election."

C. Mark Hussey was appointed Chief Operating Officer on February 25, 2014. He has served as Executive Vice President, Chief Financial Officer and Treasurer of Huron since July 2011. Prior to joining Huron, from 2002 to 2011, Mr. Hussey served as chief financial officer at Crosscom National, LLC, a privately held professional IT services organization deploying and servicing in-store technology solutions for large, national retailers. In that role, he was responsible for all finance and administrative functions for the company. Prior to that, from 2000 until 2002, he served as executive vice president and chief financial officer, North America, at Information Resources, Inc. During his career, Mr. Hussey has held senior finance, accounting and investor relations positions at entities such as EZLinks Golf, Inc., Dominick's Finer Foods, Inc., and the Quaker Oats Company. Mr. Hussey received his B.S. in Accountancy from the University of Illinois, Urbana-Champaign and his MBA in Finance from the University of Chicago Graduate School of Business. He is a Chartered Financial Analyst, Certified Management Accountant, and Certified Public Accountant (Illinois).

Diane E. Ratekin was appointed Vice President and General Counsel of Huron in February 2011, and was named Executive Vice President in April 2011. She was appointed Corporate Secretary in December 2011. She had previously served as Huron's Assistant Corporate Secretary since May 2009. Ms. Ratekin has been employed in Huron's legal department since January 2005, and previously served as Deputy General Counsel. Prior to joining Huron, Ms. Ratekin was a partner in the Corporate Department of McGuireWoods LLP. Previously, she spent 17 years in the legal department of Deutsche Investment Management Americas Inc., formerly known as Zurich Scudder Investments, Inc. and Kemper Financial Services, Inc., where she was a Director and Team Leader of the Corporate and Investments Team. Before that, Ms. Ratekin was a litigator at Jenner & Block. Ms. Ratekin is admitted to practice in Iowa and Illinois. She is a member of the American Bar Association, the Chicago Bar Association and the Association of Corporate Counsel. She received her B.A. in English and her J.D. from the University of Iowa.

Director Independence

Our Corporate Governance Guidelines require that the board of directors make an annual determination regarding the independence of each of our directors. The board of directors has determined that Messrs. Ausley, Edwards, Lockhart, Massaro, McCartney and Moody are independent as defined in the applicable listing standards of The NASDAQ Stock Market, Inc. ("NASDAQ"). In making its determination, the board of directors considered the standards of independence set forth in the NASDAQ Corporate Governance Listing Standards and all relevant facts and circumstances to ascertain whether there was any relationship between a director and the Company that, in the opinion of the board of directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of the director or any material relationship with the Company (either directly, or as a partner, stockholder or officer of an organization that has a relationship with the Company).

Board Leadership Structure and Risk Oversight

Board Leadership. Huron formally separated the roles of chairman of the board and chief executive officer in 2010. Our Non-executive Chairman is John McCartney and our Chief Executive Officer is James H. Roth. As Non-executive Chairman, Mr. McCartney, in consultation with Mr. Roth, develops the agendas for

Table of Contents

board meetings, determines the appropriate scheduling for board meetings, assesses the quality, quantity and timeliness of information provided from management to the board, assists the Nominating and Corporate Governance Committee in monitoring and implementing our Corporate Governance Guidelines and otherwise takes steps to ensure that the board is acting in the long-term best interests of the Company. Mr. McCartney also chairs executive sessions of the board. In addition, George E. Massaro serves as Vice Chairman.

The board, after discussion, has determined that our current board leadership structure is appropriate for the Company, as it believes the separation of powers is beneficial for our organization.

Risk Oversight. One of the board's responsibilities is to review the adequacy of the Company's systems for compliance with all applicable laws and regulations for safeguarding the Company's assets and for managing the major risks it faces. The board executes its responsibility for risk management directly and through its committees. The committees oversee risk matters associated with their respective areas of responsibility. For example, in addition to receiving reports from PricewaterhouseCoopers LLP (PwC), Huron's independent registered public accounting firm, regarding significant accounting and financial reporting developments, our internal control over financial reporting and other matters, the Audit Committee requires direct reports from:

The General Counsel on legal developments;

Huron's internal auditors on internal controls and financial compliance control matters; and

The Chief Compliance Officer on whistleblower hotline and compliance related issues.

The board regularly considers potential business risks facing the Company, including those surrounding such issues as:

Security and Privacy;

Quality Assurance;

International Compliance;

Merger Integration;

Business Continuity;

Revenue Recognition;

Employee Retention; and

Strategic Planning.

In 2013, we reviewed our material compensation policies and practices and reported to the Compensation Committee that these policies and practices are considered not to entail risks reasonably likely to have a material adverse effect on the Company. The Chief Compliance Officer, the CFO, the General Counsel, the Corporate Vice President, Human Resources and the Director of Compensation reviewed the plan elements,

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potential risks and various controls in place with respect to Huron's executive, managing director, employee and business developer compensation plans. After reviewing the findings made by this group, the Compensation Committee agreed with the assessment that the compensation policies and practices are considered not to entail risks reasonably likely to have a material adverse effect on the Company.

Board Meetings and Committees

The board of directors conducts its business through meetings of the full board, actions taken by written consent in lieu of meetings, and by the actions of its committees. During 2013, the board of directors held nine meetings.

Table of Contents

During 2013, each board member attended at least 75% of the aggregate number of board meetings and meetings of all the committees on which the director served. Although the Company does not have a formal policy regarding director attendance at our annual meetings, we encourage directors to attend. All directors attended the 2013 Annual Meeting of Stockholders.

The board of directors operates in part through its three committees: Audit, Compensation, and Nominating and Corporate Governance. All committee members are independent as defined in the applicable listing standards of NASDAQ. In addition, all Compensation Committee members are non-employee directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the 1934 Act) and outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), and all Audit Committee members meet the criteria for independence set forth in SEC Rule 10A-3(b)(1). Each of the committee charters is available in the Investor Relations section of the Company's web site at www.huronconsultinggroup.com.

Audit Committee. The Audit Committee responsibilities include overseeing our accounting and financial reporting processes, overseeing the audits of our financial statements and internal control over financial reporting, and retaining and discharging our auditors. The Audit Committee met six times in 2013. The members of the Audit Committee are Messrs. Lockhart (Chairman), McCartney and Moody. The board of directors has determined that each Audit Committee member has sufficient knowledge in financial and auditing matters to serve on the Audit Committee. The board of directors has also determined that each of Messrs. Lockhart and McCartney is an audit committee financial expert, as defined by the applicable securities regulations, and that each member of the Audit Committee satisfies the applicable NASDAQ listing standards for audit committee membership.

The Report of the Audit Committee for the fiscal year ended December 31, 2013 appears below under the caption

PROPOSAL 4 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Report of the Audit Committee.

Compensation Committee. The Compensation Committee responsibilities include overseeing our compensation and benefit plans, including all compensation arrangements for executive officers and directors. The Compensation Committee met six times in 2013. The members of the Compensation Committee are Messrs. Moody (Chairman), Ausley and Lockhart.

Management assists the Compensation Committee in the performance of its duties as described in more detail below under EXECUTIVE COMPENSATION Compensation Discussion and Analysis Role of Management. The Compensation Committee may exercise its discretion in modifying any recommended awards to executive officers. In addition, during 2013, the CEO participated in all of the Compensation Committee's general meetings, in the telephonic meeting, and in all of the executive sessions, except for those in which the Compensation Committee considered the CEO's performance, compensation and incentives. The Report of the Compensation Committee on Executive Compensation appears below under the caption EXECUTIVE COMPENSATION Compensation Committee Report.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee responsibilities include identifying and recommending to the board of directors appropriate director nominee candidates and providing oversight with respect to corporate governance matters. The Nominating and Corporate Governance Committee met four times in 2013. The members of the Nominating and Corporate Governance Committee are Messrs. Edwards (Chairman), Ausley and Massaro.

Directors may be nominated by the board of directors or by stockholders in accordance with the bylaws of the Company. The Nominating and Corporate Governance Committee will review all candidates for nomination to the board of directors, including those proposed by stockholders as provided below. The Nominating and Corporate Governance Committee reviews the person's judgment, experience, independence, understanding of

Table of Contents

the Company's business or other related industries, and such other factors as the Nominating and Corporate Governance Committee determines are relevant in light of the needs of the board of directors and the Company. The board of directors believes that its nominees should reflect over time a diversity of experience, gender, race, ethnicity and age, although it follows no strict criteria when making decisions. The Nominating and Corporate Governance Committee selects qualified candidates and reviews its recommendations with the board of directors, which will decide whether to invite the candidate to be a nominee for election to the board of directors.

If the Nominating and Corporate Governance Committee receives a nominee recommendation in accordance with the rules of the SEC from a stockholder or group of stockholders that has beneficially owned more than 5% of the Company's voting common stock for at least one year as of the date of the recommendation, the name of the candidate, the name(s) of the stockholder(s) who recommended the candidate, and whether the Nominating and Corporate Governance Committee chose to nominate the candidate will be disclosed in the proxy statement, if the consent of both the stockholder and the candidate has been received.

For a stockholder to submit a candidate for consideration by the Nominating and Corporate Governance Committee, a stockholder must notify the Company's Corporate Secretary. In addition, the Company's bylaws permit stockholders to nominate directors at a stockholders' meeting. To make a director nomination at the annual meeting, a stockholder must notify the Company's Corporate Secretary within the time periods specified under "SUBMISSION OF STOCKHOLDER PROPOSALS" below. Notices should be sent to: Corporate Secretary, Huron Consulting Group Inc., 550 West Van Buren Street, 17th Floor, Chicago, Illinois 60607, or *corporatesecretary@huronconsultinggroup.com*. In either case, the notice must meet all of the requirements contained in the bylaws.

The notice must set forth:

the name, age, business address and residence address of the proposed nominee;

the principal occupation or employment of the proposed nominee;

the class or series and number of shares of capital stock of the Company that are owned beneficially or of record by the proposed nominee and any Stockholder Associated Person (as defined below) and the date such shares were acquired and the investment intent of such acquisition;

any other