

VENTAS INC
Form DEF 14A
March 25, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

VENTAS, INC.

(Name of Registrant as Specified In Its Charter)

(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.

(1) Title of each class of securities to which transaction applies:

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(4) Proposed maximum aggregate value of transaction:

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(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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111 South Wacker Drive

Suite 4800

Chicago, Illinois 60606

(877) 483-6827

March 25, 2009

Dear Stockholder:

I am pleased to invite you to attend Ventas, Inc.'s 2009 Annual Meeting of Stockholders. This year's meeting will be held on Thursday, May 7, 2009, at 9:00 a.m. (Central time) at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606.

The accompanying Notice of Annual Meeting of Stockholders and Proxy Statement describe the items to be considered and acted upon at the meeting.

Your vote is very important. Whether or not you plan to attend the meeting in person, I urge you to vote your shares promptly by telephone, over the Internet or, if you have requested paper copies of our proxy materials by mail, by signing, dating and returning the proxy card in the envelope provided.

The Board of Directors appreciates your interest in Ventas, Inc.

Sincerely,
Debra A. Cafaro

*Chairman of the Board, President and
Chief Executive Officer*

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111 South Wacker Drive

Suite 4800

Chicago, Illinois 60606

(877) 483-6827

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2009 Annual Meeting of Stockholders of Ventas, Inc. will be held on Thursday, May 7, 2009, at 9:00 a.m. (Central time) at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606, to consider and vote on:

1. the election of eight directors for the ensuing year;
2. the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2009; and
3. such other business as may properly come before the meeting or any adjournments thereof.

Our Board of Directors has fixed the close of business on March 16, 2009 as the record date for determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof. A list of all stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder for any purpose reasonably related to the Annual Meeting during ordinary business hours for a period of ten days prior to the meeting at our principal executive offices located at 111 South Wacker Drive, Suite 4800, Chicago, Illinois 60606. Please see the accompanying Proxy Statement for more information.

Whether or not you plan to attend the meeting in person, we request that you vote your shares promptly by telephone, over the Internet or, if you have requested paper copies of our proxy materials by mail, by signing, dating and returning the proxy card in the envelope provided. This will not prevent you from voting your shares in person if you choose to attend the Annual Meeting.

By Order of the Board of Directors,

T. Richard Riney

Executive Vice President, Chief Administrative Officer,

General Counsel and Corporate Secretary

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Louisville, Kentucky

March 25, 2009

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**PROXY STATEMENT
FOR 2009 ANNUAL MEETING OF STOCKHOLDERS**

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INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Information about this Proxy Statement

Solicitation of Proxies

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors (the *Board*) of Ventas, Inc. (*Ventas, we or us*) for use at our Annual Meeting of Stockholders (the *Annual Meeting*) to be held on Thursday, May 7, 2009 at 9:00 a.m. (Central time) at 111 South Wacker Drive, 29th Floor, Chicago, Illinois 60606, and at any adjournments thereof. This Proxy Statement includes information that we are required to provide to you under the rules of the Securities and Exchange Commission (*SEC*) and the New York Stock Exchange (*NYSE*) and that is designed to assist you in voting your shares.

Notice of Electronic Availability of Proxy Statement and Annual Report

As permitted by the SEC's rules, we are making this Proxy Statement and the materials accompanying it available to our stockholders electronically via the Internet. On or about March 27, 2009, we will mail to our stockholders of record as of the close of business on March 16, 2009, a Notice containing instructions on how to access this Proxy Statement and the materials accompanying it and vote online, and we will begin mailing these proxy materials to stockholders who previously requested paper copies. If you would like to receive a printed copy of our proxy materials by mail, you should follow the instructions for requesting those materials included in the Notice.

Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting: This Proxy Statement and our 2008 Annual Report (consisting of the 2008 Chairman's Letter to Investors and 2008 Form 10-K) are available at www.proxyvote.com.

Householding

The SEC's rules permit us to deliver a single Notice or set of proxy materials to one address shared by two or more of our stockholders who have the same last name or who have consented in writing to this delivery method. This practice, known as *householding*, is designed to eliminate duplicate mailings and conserve natural resources and can result in significant cost savings for us. If you share an address and have the same last name as another stockholder, but prefer to receive separate copies of the Notice or proxy materials, please contact Broadridge Financial Solutions, Inc. at (800) 542-1061 or in writing at Householding Department, 51 Mercedes Way, Edgewood, NY 11717. Upon receipt of your request, we will promptly deliver the requested materials to you. Similarly, if you share an address with another stockholder and wish to receive a single copy of future Notices or proxy materials for your household, please contact Broadridge at the phone number or address listed above.

Cost of Proxy Solicitation

We will bear the cost of soliciting proxies by the Board. In addition to the solicitation of proxies by mail, solicitation may be made personally or by telephone or electronic communication by our directors, officers and employees, none of whom will receive additional compensation for these services. We will also reimburse brokers and other nominees for their reasonable out-of-pocket expenses incurred in connection with distributing forms of proxies and proxy materials to the beneficial owners of our common stock.

Information about Voting

Who Can Vote

Only stockholders of record at the close of business on March 16, 2009 are entitled to vote at the Annual Meeting or any adjournments thereof. On that date, 143,443,549 shares of our common stock, par value \$0.25 per share (*Common Stock*), were outstanding. Each share of Common Stock entitles the owner to one vote.

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However, certain shares designated as *Excess Shares* (which are generally any shares owned in excess of 9.0% of the outstanding Common Stock) or as *Special Excess Shares* pursuant to our Amended and Restated Certificate of Incorporation, as amended, may not be voted by the record owner thereof, but will instead be voted in accordance with Article IX of our Amended and Restated Certificate of Incorporation, as amended.

How to Vote

You may vote your shares in one of several ways, depending on how you own your shares. Stockholders of record (i.e., you own shares registered in your name) may vote in one of the following ways:

By telephone You may vote your shares by calling 1-800-690-6903. You may vote by telephone 24 hours a day, 7 days a week until 11:59 p.m. (Eastern time) on the day before the meeting date. The telephone voting system has easy-to-follow instructions and allows you to confirm that the system has properly recorded your vote. Have your proxy card in hand when you call and follow the instructions. If you vote by telephone, you do not need to return your proxy card.

Over the Internet You may vote your shares via the Web site *www.proxyvote.com*. You may vote over the Internet 24 hours a day, 7 days a week until 11:59 p.m. (Eastern time) on the day before the meeting date. As with telephone voting, you may confirm that the system has properly recorded your vote. Have your proxy card in hand when you access the Web site and follow the instructions. If you vote over the Internet, you do not need to return your proxy card. Please note that you may incur costs charged by telephone companies or Internet access providers if you vote over the Internet.

By mail If you have requested paper copies of our proxy materials by mail, you may vote your shares by signing, dating and returning the proxy card in the postage-paid envelope provided.

In person You may vote your shares by attending the Annual Meeting in person and depositing your proxy card at the registration desk (if you have requested paper copies of our proxy materials by mail) or completing a ballot that will be distributed at the Annual Meeting.

Stockholders who hold shares in *street name* (i.e., you own shares registered in the name of a bank, broker or other holder of record) should follow the instructions provided by their broker or nominee in order for their shares to be voted. If your shares are not registered in your name and you plan to vote your shares in person at the Annual Meeting, you should contact your broker or nominee to obtain a legal proxy or broker's proxy card and bring it to the Annual Meeting in order to vote.

All shares that have been properly voted by proxy and not revoked will be voted at the Annual Meeting in accordance with the instructions contained therein. Shares represented by proxy cards that are signed and returned but do not contain any voting instructions will be voted as follows:

- al 1 **FOR** the election of all nominees for director named in this Proxy Statement;
- al 2 **FOR** the ratification of the appointment of Ernst & Young LLP (*Ernst & Young*) as our independent registered public accounting firm for fiscal year 2009; In the discretion of the proxy holders, on such other business as may properly come before the Annual Meeting.

Revocation of Proxies

Stockholders of record may revoke a proxy at any time before it is voted at the Annual Meeting by:

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Executing and returning a later-dated proxy card;

Subsequently voting by telephone or over the Internet; or

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Submitting a written notice of revocation to our General Counsel at our offices located at 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223.

A stockholder of record may also attend the Annual Meeting and vote in person, in which event any prior proxy given by the stockholder will be revoked automatically. Attendance at the Annual Meeting by itself will not constitute revocation of a proxy. Stockholders who hold shares in street name should follow the instructions provided by their broker or nominee to revoke a proxy, if applicable. No dissenters' or appraisal rights are available with respect to the proposals presently being submitted to the stockholders for their consideration.

Quorum Requirement

A majority of the shares of Common Stock outstanding as of the record date must be present in person or by proxy to constitute a quorum to transact business at the Annual Meeting. Abstentions and broker non-votes are counted for purposes of establishing a quorum. A broker non-vote occurs when a broker or nominee does not vote on some matter with respect to shares held in street name because the broker or nominee does not have discretionary voting power for that particular proposal and has not received voting instructions from the beneficial owner. Under current NYSE rules, a broker or nominee that has not received voting instructions from the beneficial owner has discretion to vote on the election of our eight directors (Proposal 1) and the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2009 (Proposal 2), but no other proposal.

Votes Necessary for Action to Be Taken

- Proposal 1 The vote of a plurality of the shares of Common Stock present in person or by proxy will be necessary to elect the director-nominees listed in this Proxy Statement. Therefore, the eight nominees receiving the greatest number of votes cast will be elected as directors, and abstentions and broker non-votes will have no effect.
- Proposal 2 The affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote will be necessary to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2009. Therefore, abstentions will have the same effect as votes against this proposal, whereas broker non-votes will have no effect.

The affirmative vote of a majority of the shares of Common Stock present in person or by proxy and entitled to vote will be necessary to approve any other proposal that may properly come before the Annual Meeting. Accordingly, abstentions will have the same effect as votes against any such proposal, whereas broker non-votes will have no effect.

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Our Board of Directors currently consists of eight directors, all of whom the Board has nominated upon the recommendation of the Nominating and Corporate Governance Committee (the Nominating and Governance Committee) to be elected as directors at the Annual Meeting. Each director elected at the Annual Meeting will hold office until the next succeeding annual meeting of stockholders and his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. We do not have a staggered board.

All nominees for director have consented to be named and have agreed to serve as directors if elected. We have no reason to believe that any of the nominees will be unable to accept election as a director. However, in the event that one or more nominees are unable or unwilling to accept election or are unavailable to serve for any reason, the persons named as proxies or their substitutes will have authority, according to their judgment, to vote or refrain from voting for such substitute nominees as may be designated by the Board.

Set forth below is certain biographical information concerning each nominee proposed for election as a director. This information is based upon statements made or confirmed to us by or on behalf of these nominees, except to the extent certain information appears in our records. Ages shown for all nominees are as of March 16, 2009.

Name	Age	Principal Occupation, Business Experience & Directorships	Director Since
DEBRA A. CAFARO	51	Ms. Cafaro has been our President, Chief Executive Officer and a director since 1999. She was appointed Chairman of the Board in 2003. From 1997 to 1998, she served as President and a director of Ambassador Apartments, Inc. (NYSE: AAH), a multifamily REIT. Ms. Cafaro is a director of Weyerhaeuser Company (NYSE: WY), one of the world's largest integrated forest products companies, the First Vice-Chair of the National Association of Real Estate Investment Trusts (NAREIT) and a member of the Real Estate Roundtable. She recently completed a three-year term as Chair of the Visiting Committee of the University of Chicago Law School. Ms. Cafaro is admitted to the Bar in Illinois and Pennsylvania.	1999
DOUGLAS CROCKER II	68	Mr. Crocker was Vice Chairman of the Board of Trustees of Equity Residential Properties Trust (NYSE: EQR) (EQR), a prominent multifamily REIT, from January 2003 to April 2003, and President, Chief Executive Officer and a trustee of EQR from 1993 to 2002. He served as Executive Vice President of Equity Financial and Management Company, a subsidiary of Equity Group Investments, Inc. (EGI), which provides strategic direction and services for EGI's real estate and corporate activities, from 1992 to 1997. He has also previously served as President, Chief Executive Officer and a director of First Capital Corporation, a sponsor of public limited real estate partnerships. Mr. Crocker is a director of Reis, Inc. (NASDAQ: REIS), a real estate merchant banking firm, Acadia Realty Trust (NYSE: AKR), a REIT that owns and operates shopping centers, and Post Properties, Inc. (NYSE: PPS), a multifamily REIT. He is also a Trustee of DePaul University.	1998

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Name	Age	Principal Occupation, Business Experience & Directorships	Director Since
RONALD G. GEARY	61	Mr. Geary, an attorney and certified public accountant, has been a director of Res-Care, Inc. (NASDAQ: RSCR) (ResCare), a provider of residential training and support services for persons with developmental disabilities and certain vocational training services, since 1990 and Chairman of the Board of ResCare since 1998. He also served as President of ResCare from 1990 to June 2006 and as Chief Executive Officer of ResCare from 1993 to June 2006. Prior to becoming Chief Executive Officer, Mr. Geary was Chief Operating Officer of ResCare from 1990 to 1993. Mr. Geary served as a director of Alterra Healthcare Corporation, a national assisted living company, from 2001 to 2003.	1998
JAY M. GELLERT	55	Mr. Gellert has been President and Chief Executive Officer of Health Net, Inc. (f/k/a Foundation Health Systems, Inc.) (NYSE: HNT) (Health Net), an integrated managed care organization which administers the delivery of managed healthcare services, since 1998 and a director of Health Net since 1999. Previously, Mr. Gellert was President and Chief Operating Officer of Health Net from 1997 to 1998. From 1996 to 1997, he served as President, Chief Operating Officer and a director of Health Net, then operating as Health Systems International, Inc. (HSI), a health maintenance organization. Prior to joining HSI, Mr. Gellert directed strategic advisory engagements for Shattuck Hammond Partners. Mr. Gellert is a director of the American Association of Health Plans and Miavita, Inc., a provider of online wellness programs.	2001
ROBERT D. REED	56	Mr. Reed has been Senior Vice President and Chief Financial Officer of Sutter Health, a family of not-for-profit hospitals and physicians organizations in northern California, since 1997. Prior to that, he held various finance positions within Sutter Health and its affiliates. Before becoming a not-for-profit hospital system executive, Mr. Reed was an investment banker specializing in healthcare finance for hospital systems at various national financial firms, including Eastdil, Paine Webber and American Health Capital. He is a director of Interplast, an international humanitarian organization that provides free reconstructive surgery in developing countries, Metta Fund, a private non-profit foundation, Personalized Physician Care, Inc., a comprehensive coordinated health care service provider for residents of southwest Florida, and Orinda Senior Village, a not-for-profit seniors housing community.	2008

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Name	Age	Principal Occupation, Business Experience & Directorships	Director Since
SHELI Z. ROSENBERG	67	Ms. Rosenberg was Vice Chairman of Equity Group Investments, LLC (EGI, LLC), an investment company, from 2000 to 2003 and Chief Executive Officer and President of EGI, LLC from 1999 to 2000. From 1994 to 1999, she served as Chief Executive Officer, President and a director of EGI, an owner, manager and financier of real estate and corporations. Ms. Rosenberg is a trustee of EQR and a director of Equity Life Style Properties (NYSE: ELS), a manufactured home community REIT, CVS Caremark Corporation (NYSE: CVS), a drug store chain, and Nanosphere, Inc. (NASDAQ: NSPH), a developer, manufacturer and marketer of advanced molecular diagnostics systems. Ms. Rosenberg is co-founder and President of The Center for Executive Women at the Kellogg School of Management. Ms. Rosenberg was a principal in the law firm of Rosenberg & Liebenritt, P.C. from 1980 to 1997.	2001
JAMES D. SHELTON	55	Mr. Shelton is Chairman of Legacy Hospital Partners, Inc. (Legacy), a privately held company that was recently formed to own, operate and manage acute care hospitals in small cities and select urban markets throughout the United States. Previously, he founded and served as Chairman and Chief Executive Officer of Triad Hospitals, Inc. from 1999 until it was sold in July 2007. Prior to that, Mr. Shelton was President of the Pacific Group of Columbia/HCA Healthcare Corporation (now known as HCA Inc.) (HCA) from 1998 to 1999, and President of the Central Group of HCA from 1994 to 1998. Mr. Shelton is also a director of Omnicare, Inc. (NYSE: OCR), a pharmaceutical care provider for the elderly, and Health Coverage Foundation, a non-profit organization formed to promote private solutions for the medically uninsured in America. He has previously served on the Boards of the Federation of American Hospitals and the American Hospital Association.	2008
THOMAS C. THEOBALD	71	Mr. Theobald has been a Senior Advisor at Chicago Growth Capital, a Chicago-based private equity firm, since September 2004. From 1994 to September 2004, he served as a Managing Director at William Blair Capital Partners, and from 1987 to 1994, he was Chairman and Chief Executive Officer of Continental Bank Corporation, a bank holding company. Prior to that, Mr. Theobald worked at Citicorp/Citibank from 1960 to 1987, rising to the level of Vice Chairman. He is a director of Anixter International, Inc. (NYSE: AXE), a supplier of electrical apparatus and equipment, Columbia Funds, a mutual fund group, AMBAC Financial Group (NYSE: ABK), a financial guaranty underwriter, and Jones Lang LaSalle Incorporated (NYSE: JLL), a real estate services and investment management firm. Mr. Theobald is also a Life Trustee of Northwestern University.	2003

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NAMED NOMINEES.

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CORPORATE GOVERNANCE

Guidelines on Governance

We have adopted Guidelines on Governance, which reflect the fundamental corporate governance principles by which the Board and its committees operate. These guidelines set forth general practices the Board will follow with respect to Board structure and function, Board and committee organization and composition, and Board conduct.

A copy of our Guidelines on Governance is available on our Web site at www.ventasreit.com under the For Investors tab at the top of the page and then under the Corporate Governance link. In addition, we will provide a copy of the Guidelines on Governance, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

Board of Directors

The Board provides guidance and oversight with respect to our overall performance, strategic plans, key corporate policies and decisions and enterprise risk management. Among other things, it approves significant acquisitions, dispositions and other transactions, advises management on key financial and business objectives and monitors our progress with respect to these matters. Members of the Board are kept informed of our business by various reports and materials provided to them on a regular basis by management, including presentations made at Board and committee meetings by our Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, General Counsel and other officers.

Director Independence

Our Guidelines on Governance require that at least a majority of the Board be comprised of directors who meet the criteria for independence under the rules and regulations of the NYSE. For a director to be considered independent under the NYSE's listing standards, the Board must affirmatively determine that the director has no direct or indirect material relationship with us. On February 11, 2009, the Board evaluated each non-management director's independence on a case-by-case basis. The Board considered any matters that could affect the ability of each non-employee director to exercise independent judgment in carrying out his or her responsibilities as a director, including all transactions and relationships between, on one hand, each such director, the director's family members and organizations with which the director or the director's family members have an affiliation and, on the other hand, us, our subsidiaries and our management. Any such matters were evaluated both from the standpoint of the director and from that of persons or organizations with which the director has an affiliation. Based on that review, the Board has affirmatively determined that each of our current non-management directors and nominees Messrs. Crocker, Geary, Gellert, Reed, Shelton and Theobald and Ms. Rosenberg has no material relationship with us and qualifies as independent under the NYSE's standards. Ms. Cafaro, as our Chairman, President and Chief Executive Officer, is not independent under the rules and regulations of the NYSE. Each director abstained from the vote pertaining to the determination of his or her independence.

In evaluating Mr. Geary's independence, the Board considered our relationship with ResCare pursuant to the Master Lease Agreement described under Transactions with Related Persons Transactions with ResCare and has determined that such relationship is not material to Mr. Geary, ResCare or us from a financial perspective or otherwise. In 2008, the total annual payments made to us under the Master Lease Agreement constituted less than one-tenth of one percent (0.1%) of the annual gross consolidated revenues of ResCare, and approximately one-tenth of one percent (0.1%) of our annual gross consolidated revenues. Further, the Board believes that the terms of the Master Lease Agreement represent market rates. The Board does not believe this relationship will affect Mr. Geary's ability to exercise independent judgment in carrying out his responsibilities as a director of Ventas.

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Presiding Director

The independent members of the Board, after considering the recommendation of the Nominating and Governance Committee, annually select one independent director to serve as Presiding Director for all meetings of the independent directors held in executive session. The Presiding Director also acts as the principal liaison between the Chairman and the independent directors of the Board and has such additional duties as may be assigned from time to time by the independent directors or the Board. Mr. Crocker currently serves as the Presiding Director.

Attendance at Meetings

The Board held a total of eight meetings during 2008. Pursuant to our Guidelines on Governance, our independent directors meet in executive session, outside the presence of management, at a minimum, at each regularly scheduled quarterly Board meeting. The Presiding Director chairs all regularly scheduled executive sessions and all other meetings of the independent directors.

Each director attended at least 75% of the total meetings of the Board and the committees on which he or she served during 2008. See Board Committees below.

We encourage, but do not require, all directors to attend our annual meetings of stockholders. Six of the eight directors who were nominated for re-election to the Board in 2008 attended our 2008 Annual Meeting of Stockholders.

Communications with the Board

Stockholders and other parties interested in communicating directly with the Board may do so by writing to Board of Directors, Ventas, Inc., c/o Corporate Secretary, 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, or by submitting an e-mail to the board at bod@ventasreit.com. Communications addressed to the Board are screened by our Corporate Secretary for appropriateness before either forwarding to or notifying the members of the Board of receipt of a communication. Additionally, stockholders and other parties interested in communicating directly with the Presiding Director of the Board or with the non-management directors as a group may do so by writing to Presiding Director, Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, or by submitting an e-mail to the non-management members of the Board at independentbod@ventasreit.com.

Process for Nominating Potential Director Candidates

Our Guidelines on Governance set forth, among other things, the process by which the Nominating and Governance Committee identifies and evaluates nominees for Board membership. Under this process, the Nominating and Governance Committee annually considers and recommends to the Board a slate of directors for election at the next annual meeting of stockholders. In selecting this slate, the Nominating and Governance Committee considers (i) incumbent directors who have indicated a willingness to continue to serve on the Board, (ii) candidates, if any, nominated by our stockholders, and (iii) other individuals as determined by the Nominating and Governance Committee. Additionally, if at any time during the year a seat on the Board becomes vacant or a new seat is created, the Nominating and Governance Committee considers and recommends a candidate to the Board for appointment to fill the seat.

In evaluating potential director candidates, the Nominating and Governance Committee considers, among other factors, the qualifications listed below and any additional characteristics that it believes one or more directors should possess, based on an assessment of the perceived needs of the Board at that time. However, no single factor or group of factors is necessarily dispositive of whether a candidate will be recommended by the Nominating and Governance Committee. The Nominating and Governance Committee will consider and apply these same standards in evaluating individuals recommended for nomination by our stockholders in accordance with the procedures described under Stockholder Proposals for the 2010 Annual Meeting of Stockholders.

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Our Guidelines on Governance provide that, as a group, our directors should bring a variety of experiences, knowledge and points of view without representing any particular interest group or constituency. Accordingly, nominees for membership on the Board should:

have demonstrated management or technical ability at high levels in successful organizations;

be currently employed in positions of significant responsibility and decision-making;

have experience relevant to our operations, such as real estate, real estate investment trusts, healthcare, finance or general management;

be well-respected in their business and home communities;

have time to devote to Board duties; and

be independent from us (except in the case of our Chief Executive Officer) and not related to our other directors or employees.

We have from time to time retained search firms and other third parties to assist us in identifying potential candidates based on specific criteria that we provided to them, including the qualifications listed above. We may retain search firms and other third parties on similar or other terms in the future.

Board Committees

The Board currently has five standing committees that perform certain functions for the Board:

Audit and Compliance Committee (the Audit Committee);

Executive Compensation Committee (the Compensation Committee);

Executive Committee;

Investment Committee; and

Nominating and Governance Committee.

The following table provides current membership and 2008 meeting information for each of these committees:

Name	Audit Committee	Compensation Committee	Executive Committee	Investment Committee	Nominating and Governance
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					Committee
Debra A. Cafaro			X	C	
Douglas Crocker II		X	X	X	
Ronald G. Geary	C				X
Jay M. Gellert		C			
Robert D. Reed	X				
Sheli Z. Rosenberg	X		X		C
James D. Shelton				X	X
Thomas C. Theobald		X	C		
Total Meetings in 2008	6	4	0	0	2

C = Chairperson

Each of the Audit, Compensation and Nominating and Governance Committees operates pursuant to a written charter. Copies of these charters are available on our Web site at www.ventasreit.com under the For Investors tab at the top of the page and then under the Corporate Governance link. In addition, we will provide copies of the Audit, Compensation and Nominating and Governance Committee charters, without charge, upon request to Ventas, Inc., 10350 Ormsby Park Place, Suite 300, Louisville, Kentucky 40223, Attention: Corporate Secretary.

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Audit Committee

The Board has determined that each member of the Audit Committee is independent and satisfies the independence standards of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) and related rules and regulations of SEC and the listing standards adopted by the NYSE, including the additional independence requirements for audit committee members. The Board has also determined that each member of the Audit Committee is financially literate and qualifies as an audit committee financial expert under the rules of the SEC.

The Audit Committee assists the Board in fulfilling its responsibility relating to our accounting and reporting practices, including oversight of the quality and integrity of our financial statements, our compliance with legal and regulatory requirements, the independent registered public accounting firm s qualifications and independence and the performance of our internal audit function and independent registered public accounting firm. Among other things, the Audit Committee:

prepares the report required by SEC rules to be included in our annual proxy statement;

annually assesses the adequacy of its charter and reviews its performance;

appoints and evaluates our independent registered public accounting firm, subject to stockholder ratification;

compensates, retains and oversees the work of the independent registered public accounting firm (including the resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work; reviews and approves our annual audited financial statements, quarterly financial statements and other reports and statements filed with the SEC;

approves all audit services and permitted non-audit services (including the fees and terms thereof);

reviews significant issues and judgments concerning our financial statements, regulatory and accounting initiatives and internal controls;

reviews quarterly reports from the independent registered public accounting firm on all critical accounting policies to be used, alternative treatment of financial information and other material written communications between the independent registered public accounting firm and management;

reviews our earnings press releases, as well as any financial information and earnings guidance provided to analysts and ratings agencies;

reviews our risk exposures, including our risk assessment and risk management policies and guidelines;

reviews disclosures by our Chief Executive Officer and Chief Financial Officer about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in our internal controls;

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discusses with the independent registered public accounting firm any problems relating to the conduct of the audit and management's response thereto;

reviews and evaluates the qualifications, performance and independence of the independent registered public accounting firm, including the lead partner of the audit team;

annually reviews a report from the independent registered public accounting firm regarding (i) the independent registered public accounting firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues, and (iv) all relationships between the independent registered public accounting firm and us;

oversees our internal audit function;

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reviews conflicts of interest and similar matters involving our directors or officers;

establishes procedures for the receipt, retention and treatment of complaints concerning financial matters;

reviews correspondence with regulators or governmental agencies and any published reports concerning our financial statements; and

reviews accounting and financial personnel.

The Audit Committee maintains free and open communication with the Board, our independent registered public accounting firm, our internal auditors and our financial management.

Compensation Committee

The Board has determined that each member of the Compensation Committee is independent and satisfies the listing standards adopted by the NYSE. The Board has also determined that each member of the Compensation Committee meets the additional requirements for compensation committee members under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), and Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act).

The Compensation Committee has primary responsibility for the design, review, approval and administration of all aspects of our executive compensation program. The Compensation Committee makes all compensation decisions for, and reviews the performance of, each of our executive officers other than the Chief Executive Officer. The Compensation Committee also reviews the performance of, and makes compensation recommendations for, the Chief Executive Officer. However, final decisions regarding compensation for the Chief Executive Officer are made by the non-management members of the Board, taking into consideration the Compensation Committee's recommendations.

The Compensation Committee meets regularly throughout the year to review the compensation philosophy and ensure its continued alignment with our business goals and to consider and approve the executive compensation program for the coming year. The Compensation Committee, with the assistance of a nationally recognized compensation consultant, discusses changes, if any, to the program structure, assesses the appropriate peer comparators, sets base salaries, determines annual and long-term incentive award levels and establishes the applicable company and individual performance goals for annual and long-term incentive awards. Our executive officers provide support to the Compensation Committee throughout this process by coordinating meeting logistics, preparing and disseminating relevant financial and non-financial company information and relevant market intelligence concerning our peer comparators as a supplement to the comparative market data prepared by the compensation consultant and making recommendations with respect to company goals and related performance metrics. At the Compensation Committee's request, the Chief Executive Officer attends meetings and recommends to the Compensation Committee any compensation changes affecting the other executive officers. The Chief Executive Officer does not play any role in setting her own compensation. In addition, at the Compensation Committee's request, our General Counsel attends meetings to act as secretary and record the minutes of the meetings. At each regularly scheduled meeting, however, the Compensation Committee meets in executive session without management present.

The Compensation Committee meets during the first quarter of each year, typically in January, to review the achievement of corporate and individual performance goals for executives and to determine annual and long-term incentive awards for the prior year. Our executive officers provide similar support to the Compensation Committee in this process, and the Chief Executive Officer makes award recommendations for the other executive officers.

Under its charter, the Compensation Committee has authority to retain compensation consultants, outside counsel and other advisors that the Compensation Committee deems appropriate, in its sole discretion, to assist it in discharging its duties and to approve the terms of retention and fees to be paid to those consultants and

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advisors. The compensation consultant reports to the Compensation Committee and receives no other fees from us outside its role as advisor to the Board and the Compensation Committee. Although the compensation consultant periodically interacts with company employees to gather and review information related to our executive compensation program, this work is done at the direction of the Compensation Committee. Pursuant to our Compensation Consultant Independence Policy, any compensation consultant retained by the Compensation Committee must be independent, as determined by the Compensation Committee in its reasonable business judgment, considering all relevant facts and circumstances.

Executive Committee

The Board of Directors has delegated to the Executive Committee the power to direct the management of our business and affairs in emergency situations during the intervals between meetings of the Board (except for matters reserved for the Board and other committees of the Board).

Investment Committee

The function of the Investment Committee is to review and approve certain investments in, and acquisitions or development of, seniors housing and/or healthcare-related properties, as well as divestitures of properties, in accordance with our Investment and Divestiture Approval Policy.

Nominating and Governance Committee

The Board has determined that each member of the Nominating and Governance Committee is independent and satisfies the listing standards adopted by the NYSE. The Nominating and Governance Committee (i) identifies individuals qualified to become members of the Board, (ii) selects, or recommends to the Board for selection, director-nominees, (iii) oversees the Board and Board committees, (iv) develops and recommends to the Board a set of corporate governance guidelines and the corporate code of ethics, and (v) generally advises the Board on corporate governance and related matters. Other specific authority and responsibilities of the Nominating and Governance Committee include:

establishing or approving the criteria for Board membership;

making recommendations to the Board regarding its size, composition and tenure of directors;

reviewing stockholder proposals and proposed responses;

advising the Board on appropriate structure and operations of all committees of the Board, including commi