

TrueBlue, Inc.
Form DEF 14A
April 01, 2016

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Notice of 2016 Annual Meeting
of Shareholders and
Proxy Statement

		Wednesday, May 11, 2016 10:00 a.m., Pacific Time TrueBlue Building 1015 A Street Tacoma, WA 98402
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Schedule 14A (Rule 14a-101)

Information required in proxy statement schedule 14a information

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

- Filed by the Registrant**
- Filed by a Party other than the Registrant**

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only
(as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement**
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

TrueBlue, 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)(4) and 0-11.**
- | | |
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| 1 | Title of each class of securities to which transaction applies: |
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| 3 | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was |

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determined):

4 Proposed maximum aggregate value of transaction:

5 Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1 Amount previously paid:

2 Form, Schedule or Registration Statement No.:

3 Filing Party:

4 Date Filed:

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|| Letter to Shareholders

Tacoma, Washington
March 31, 2016

Dear Shareholders:

On behalf of the Board of Directors and management of TrueBlue, Inc., it is a pleasure to invite you to TrueBlue's 2016 Annual Meeting of Shareholders, to be held at TrueBlue's corporate headquarters, 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 11, 2016, at 10:00 a.m. (Pacific Daylight Time).

As in prior years, TrueBlue has elected to deliver our proxy materials to the majority of our shareholders over the internet. This delivery process allows us to provide shareholders with the information they need, while at the same time conserving resources and lowering the cost of delivery. On or about March 31, 2016, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials (the "Proxy Notice") containing instructions on how to access our 2016 proxy statement and 2015 Annual Report to Shareholders. The Proxy Notice also provides instructions on how to vote over the Internet, by telephone, or by requesting and returning a proxy card, and includes instructions on how to receive a paper copy of the proxy materials by mail.

The matters to be acted upon are described in this Notice of Annual Meeting of Shareholders and Proxy Statement.

I look forward to seeing our shareholders at the Annual Meeting of Shareholders. We will report on TrueBlue's operations and respond to questions you may have.

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend, it is important that your shares be represented. Please vote over the Internet, by telephone, or by mail as soon as possible in order to ensure that your vote is counted. If you are a shareholder of record and attend the Annual Meeting of Shareholders, you will have the right to vote your shares in person.

Very truly yours,

[/s/ Joseph P. Sambataro, Jr.](#)

Joseph P. Sambataro, Jr.
Chairman of the Board

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Notice of Annual Meeting of Shareholders

III

TrueBlue, Inc. 1015 A Street, Tacoma, Washington 98402

Notice of Annual Meeting of Shareholders Wednesday, May 11, 2016

The 2016 Annual Meeting of Shareholders of TrueBlue, Inc. (the "Meeting"), will be held at TrueBlue's corporate headquarters at 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 11, 2016, at 10:00 a.m. (Pacific Daylight Time) for the following purposes:

1. To elect the directors named in this proxy statement to serve until the next annual meeting of shareholders and until their respective successors are elected and qualified;
2. To amend our Articles of Incorporation to remove board of directors classification provisions;
3. To amend our Articles of Incorporation to remove restrictions on increases in the size of the board of directors;
4. To amend our Articles of Incorporation to update the indemnification provisions;
5. To approve, by advisory vote, compensation for our named executive officers;
6. To approve the 2016 TrueBlue Omnibus Incentive Plan; and
7. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 1, 2017.

Important notice regarding the availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 11, 2016: Our proxy statement is attached. Financial and other information concerning the Company is contained in our annual report to shareholders for the 2015 fiscal year. The proxy statement and our 2015 Annual Report to shareholders are available on our website at www.TrueBlue.com. Additionally, and in accordance with Securities and Exchange Commission rules, you may access our proxy materials and vote your shares at www.proxyvote.com.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE URGED TO VOTE OVER THE INTERNET, BY TELEPHONE, OR BY MAIL, AS PROMPTLY AS POSSIBLE IN ORDER THAT THE PRESENCE OF A QUORUM MAY BE ASSURED. THE GIVING OF SUCH PROXY DOES NOT AFFECT YOUR RIGHT TO REVOKE IT LATER OR, IF YOU ARE A SHAREHOLDER OF RECORD, VOTE YOUR SHARES IN PERSON IN THE EVENT THAT YOU SHOULD ATTEND THE MEETING.

Only shareholders of record at the close of business on March 11, 2016, will be entitled to notice of, and to vote at, the Meeting and any adjournments thereof. Brokers cannot vote for Proposals 1, 2, 3, 4, 5, and 6 without shareholders' instructions on how to vote.

By Order of the Board of Directors,

/s/ James E. Defebaugh

James E. Defebaugh
Secretary

Tacoma, WA
March 31, 2016

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IV Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

Date and Time

May 11, 2016, 10:00 a.m., Pacific Daylight Time

Location

TrueBlue Building: Robert J. Sullivan Auditorium
1015 A Street, Tacoma, Washington 98402

Record Date

March 11, 2016

Voting

Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals.

Vote Right Away

Even if you plan to attend our Meeting, please read this proxy statement with care and vote right away using any of the methods below. In all cases, have your proxy card or voting instructions form in hand and follow the instructions.

Vote using your computer

Visit 24/7
www.proxyvote.com

**Vote using your
tablet or smartphone**
Scan this QR Code to vote
with your mobile device

Vote by telephone

Dial toll-free
1-800-690-6903

**Vote by requesting and
mailing your proxy card**

Cast your ballot, sign your
proxy card, and send by
U.S. mail

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Proxy Statement Summary

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Voting Matters

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To amend our Articles of Incorporation to remove restrictions on increases in the size of the board of directors.	FOR	10
To amend our Articles of Incorporation to update the indemnification provisions.	FOR	11
To approve, by advisory vote, the compensation of our named executive officers.	FOR	21
To approve the 2016 TrueBlue Omnibus Incentive Plan.	FOR	46
To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 1, 2017.	FOR	56

Governance Best Practices

Leadership	Separation of chairman, lead independent director, and CEO roles since 2008
Independence	All non-executive directors are independent All members of the Governance, Audit, and Compensation Committees are independent
Elections	All directors are elected annually Board members must be elected by the majority of votes cast
Evaluations	The full board of directors completes annual self-evaluations The Audit, Compensation, and Innovation and Technology Committees complete annual self-evaluations
Alignment with Shareholder Interests	Board declassification (Proposal 2) All directors have stock ownership guidelines All directors receive annual equity grants

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Proxy Statement Summary

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2015 Corporate Financial Highlights

Revenue	Grew to \$2.7 billion for 2015, a 24% increase over 2014
Net Income	Grew to \$71.2 million for 2015, a 8.5% increase over 2014
Diluted Earnings per Share	Increased to \$1.71 per share, a 7.3% increase over 2014
Acquisitions	Completed the integration of the Company's largest acquisition and completed the second largest acquisition to date.

Compensation Governance Highlights

Shareholder Approval	88.9% of shareholders approved of our executive compensation program in 2015
Compensation Committee	Compensation Committee oversees and regularly reviews named executive officer compensation.
Compensation Consultant	Compensation Committee retains external independent compensation consultant
Risk	Compensation programs do not encourage excessive or unnecessary risk-taking

2015 Compensation Best Practices

What We Do

Pay for performance by delivering a significant portion of compensation through performance and equity-based plans
Request annual shareholder advisory say-on-pay vote
Target total compensation near the median of relevant peers
Maintain meaningful stock ownership guidelines for all NEOs
Engage an independent compensation consultant
Retain double trigger change-in-control agreements
Conduct an annual risk analysis of compensation programs
Maintain a clawback policy
Minimum vesting period for options and restricted shares

What We Do Not Do

No excessive or guaranteed pay targets
No cash bonus paid unless Company is profitable
No re-pricing of options or equity grants
No pension benefits
No gross-up of excise taxes or benefits
No hedging or short sales of Company stock
No reward for excessive risk-taking
No excessive executive perquisites
No cash buyouts of underwater options

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General Information

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This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of TrueBlue, Inc. (TrueBlue, Company, we, us, or our) to be voted at our 2016 Annual Meeting of Shareholders (the Meeting) to be held at 10:00 a.m. (Pacific Daylight Time) Wednesday, May 11, 2016, at the corporate headquarters of TrueBlue, Inc. at 1015 A Street, Tacoma, Washington 98402, and at any adjournment thereof. This proxy statement contains the required information under the rules of the U.S. Securities and Exchange Commission ("SEC") and is designed to assist you in voting your shares.

Background

What is the purpose of the Meeting?

At the Meeting, shareholders as of the record date will vote on the items of business outlined in the Notice of Annual Meeting of Shareholders (Meeting Notice). In addition, management will report on our business and respond to questions from shareholders.

When is the record date?

The Board has established March 11, 2016, as the record date for the Meeting ("Record Date").

Why did I receive a Notice of Internet Availability or why did I receive this proxy statement and a proxy card?

You received a Notice of Internet Availability or this proxy statement and a proxy card because you owned shares of TrueBlue common stock as of the Record Date of March 11, 2016 and are entitled to vote on the items of business at the Meeting. This proxy statement describes the items of business that will be voted on at the Meeting and provides information on these items so that you can make an informed decision.

Who may vote?

In order to vote at the Meeting, you must be a TrueBlue shareholder as of the Record Date. If on the close of business on the Record Date, your shares were registered directly in your name with our transfer agent, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Meeting or by proxy.

If on the close of business on the Record Date, your shares were held in an account at a brokerage firm, bank, or other agent and not in your name, then you are the beneficial owner of shares held in street name and these proxy materials are being made available or being forwarded to you by your

broker, bank, or other agent ("Agent"). The Agent holding your account is considered to be the shareholder of record for purposes of voting at the Meeting. As a beneficial owner, you have the right to direct your Agent on how to vote the shares in your account. You are also invited to attend the Meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the Meeting unless you request and obtain a valid legal proxy issued in your name from your Agent.

How many shares of TrueBlue common stock are outstanding?

As of the Record Date, there were 42,405,921 shares of TrueBlue common stock outstanding. There are no other classes of capital stock outstanding.

Voting Procedure

On what items of business am I voting?

You are being asked to vote on the following items of business:

1. to elect the directors named in the proxy statement to serve until the next Annual Meeting of Shareholders, and until their respective successors are elected and qualified;
2. to amend our Articles of Incorporation to remove board of director classification provisions;
3. to amend our Articles of Incorporation to remove restriction on increases in the size of the board of directors;
4. to amend our Articles of Incorporation to update the indemnification provisions;
5. to approve, by non-binding vote, executive compensation;
6. to approve the 2016 TrueBlue Omnibus Incentive Plan; and
7. to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 1, 2017.

How do I vote?

If you are a shareholder of record (that is, if your shares are owned in your name and not in street name), you may vote:

over the Internet at www.proxyvote.com;

by using your mobile device to scan the QR Code provided in the proxy statement summary;

by telephone toll-free (within the U.S. or Canada) at 1-800-690-6903;

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by requesting, signing, and returning a proxy card; or

by attending the Meeting and voting in person.

If you wish to vote over the Internet or by telephone, you must do so before 11:59 p.m., Eastern Daylight Time, on Tuesday, May 10, 2016. After that time, over the Internet or telephone voting will not be permitted and a shareholder wishing to vote, or revoke an earlier proxy, must submit a signed proxy card or vote in person. Shareholders can vote in person during the Meeting. Shareholders of record will be on a list held by the inspector of election. Street name shareholders, also known as beneficial holders, must obtain a proxy from the institution that holds their shares, whether it is their brokerage firm, a bank, or other shareholder of record, and present it to the inspector of election with their ballot. Shareholders voting over the Internet will need to follow the instructions at www.proxyvote.com in order to vote. Voting in person or over the Internet by a shareholder will revoke and replace any previous votes submitted by proxy.

In accordance with SEC rules, we are providing all shareholders with their proxy materials over the Internet unless a shareholder has affirmatively elected to receive paper materials. You may elect to receive paper copies of proxy materials, at no cost to you, by following the instructions contained in the Notice of Internet Availability of Proxy Materials ("Proxy Notice").

How are my voting instructions carried out and how does the Board recommend I vote?

When you vote via proxy by properly executing and returning a proxy card or by voting over the Internet or by telephone, you appoint the individuals named on the proxy card (your Proxy) as your representatives at the Meeting. The Proxy will vote your shares at the Meeting, or at any adjournment of the Meeting, as you have instructed them on the proxy card. We urge you to specify your choices by marking the appropriate boxes on the proxy card, or carefully following the instructions for voting over the Internet or by telephone.

The Board of Directors recommends that you vote:

- (i) **FOR** Proposal 1 (for the election of the director nominees named in the proxy statement);
- (ii) **FOR** Proposal 2 (for the amendment of our articles of incorporation to remove board classification);
- (iii) **FOR** Proposal 3 (for the amendment of our articles of incorporation to remove restrictions on increases in the size of the Board);
- (iv) **FOR** Proposal 4 (for the amendment of our articles of incorporation to update the indemnification provisions);
- (v) **FOR** Proposal 5 (for the non-binding advisory approval of executive compensation);

- (vi) **FOR** Proposal 6 (to approve the 2016 TrueBlue Omnibus Incentive Plan); and
- (vii) **FOR** Proposal 7 (for the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm).

With proxy voting, your shares will be voted regardless of whether you attend the Meeting. Even if you plan to attend the Meeting, it is advisable to vote your shares via proxy in advance of the Meeting in case your plans change.

If any nominee for director is unable to serve, or for good cause will not serve, or if an item that is not described in the Meeting Notice properly comes up for vote at the Meeting, or at any postponement or adjournment of the Meeting, your Proxy will vote the shares as recommended by the Board of Directors pursuant to the discretionary authority granted in the proxy. At the time this proxy statement was printed, we were not aware of any other matters to be voted on.

How many votes do I have?

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You have one vote for each share you own, and you can vote those shares for each item of business to be addressed at the Meeting.

How many shares must be present to hold a valid Meeting?

For us to hold a valid Meeting, we must have a quorum, which means that a majority of the outstanding shares of our common stock that are entitled to cast a vote are present in person, or by proxy, at the Meeting. Proxies received but marked as abstentions and Broker Non-Votes (discussed below) will be treated as shares that are present and entitled to vote for purposes of determining a quorum. Your shares will be counted as present at the Meeting if you:

vote over the Internet or by telephone;

properly submit a proxy card by mail (even if you do not provide voting instructions); or

attend the Meeting and vote in person.

How many votes are required to approve an item of business?

As described in more detail under Proposal 1, Election of Directors, the Company has adopted majority voting procedures for the election of directors in uncontested elections. As this is an uncontested election, each of the nominees for election as directors will be elected by the vote of the majority of the votes cast. A majority of votes cast means that the number of shares cast For a director s election exceeds the number of votes cast Against that director. There is no cumulative voting for the election of the Company s directors.

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Abstentions and Broker Non-Votes are not considered votes cast. Likewise, a share otherwise present at the Meeting as to which a shareholder gives no authority or direction to vote is also not considered a vote cast.

Each of the three proposals to approve the amendments to our Articles of Incorporation requires that the shareholders of at least a majority of our outstanding shares of common stock as of the record date vote "For" such proposal.

The proposal to approve, by non-binding vote, executive compensation will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

The proposal to approve the 2016 TrueBlue Omnibus Incentive Plan will be approved if the number of votes cast "For" the proposal exceeds the number of votes cast "Against" the proposal.

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

What if my shares are held by a brokerage firm?

If you are a beneficial owner whose shares are held on record by a broker, you should instruct the broker how to vote your shares. The rules of the New York Stock Exchange (NYSE) allow brokerage firms to vote their clients' shares on routine matters if the clients do not provide voting instructions at least 10 days prior to the shareholder annual meeting. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is considered a routine matter under NYSE rules. However, the other proposals for the election of directors, the approval of the amendment of Articles of Incorporation, the advisory approval of executive compensation, and the approval of the 2016 Omnibus Incentive Plan are not considered routine matters under NYSE rules. The NYSE rules do not allow brokerage firms to vote their clients' shares on non-routine matters in the absence of affirmative voting instructions. It should be noted that NYSE rules previously considered the election of directors to be a routine matter for which brokerage firms could vote in the election of directors if the record holder had not received instructions on how to vote from the beneficial owner. Accordingly, it is particularly important that the beneficial owners instruct their brokers how they wish to vote their shares.

If you do not provide voting instructions (a Broker Non-Vote), your shares will be counted for purposes of establishing a quorum to conduct business at the Meeting but will not be counted in determining the number of shares voted for or against the non-routine matter.

What if I change my mind after I submit my proxy?

You may revoke your proxy at any time before your shares are voted by:

submitting a later dated proxy prior to the Meeting (by mail, over the Internet, or telephone);

delivering a written request to return the executed proxy;

voting in person at the Meeting; or

providing written notice of revocation to the Corporate Secretary of the Company at 1015 A Street, Tacoma, Washington 98402.

Where can I find the voting results of the Meeting?

We will announce preliminary voting results at the Meeting. We plan to publish the final voting results in a Current Report on Form 8-K (Form 8-K) filed within four business days of the Meeting. If final voting results are not available within the four business day time frame, we plan to file a Form 8-K disclosing preliminary voting results within the required four business days, to be followed as soon as practicable by an amendment to the Form

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8-K containing final voting results.

How can multiple shareholders sharing the same address request the receipt of only one set of proxy materials and other investor communications?

If you opt to continue to receive paper copies of our proxy materials, you may elect to receive future proxy materials, as well as other investor communications, in a single package per address. This practice, known as householding, is designed to reduce our paper use, printing, and postage costs. To make the election, please indicate on your proxy card under Household Election your consent to receive such communications in a single package per address. Once we receive your consent, we will send a single package per household until you revoke your consent by notifying our Investor Relations Department at 1015 A Street, Tacoma, Washington 98402. We will start sending you individual copies of proxy materials and other investor communications within 30 days of your revocation.

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Can I receive the proxy materials electronically?

Yes. Shareholders who have not affirmatively opted to receive paper proxy materials through the mail will receive a Proxy Notice and may access our proxy materials over the Internet. On or about March 31, 2016, we mailed to our shareholders a Proxy Notice directing shareholders to the website where they can access our 2016 proxy statement and fiscal 2015 annual report and view instructions on how to vote over the Internet or by phone. If you received the Proxy Notice only and would like to receive a paper copy of the proxy materials, please follow the instructions printed on the Proxy Notice to request that a paper copy be mailed to you.

We will arrange with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to certain beneficial owners of common stock. We will reimburse such brokerage firms, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses that they incur as a result of forwarding the proxy materials.

Who may solicit Proxies?

Proxies may be solicited by our officers, directors, and regular supervisory and executive employees, none of whom will receive any additional compensation for their services.

Who will count the votes?

Broadridge Investor Services will count the votes and will serve as the independent inspector of election.

Proposals by Shareholders

How can a shareholder submit a proposal to be voted on at the 2017 annual meeting of shareholders?

The Company anticipates that the 2017 annual meeting of shareholders ("2017 Meeting") will be held no later than June 2017. In order for a shareholder proposal to be presented at the Company's 2017 Meeting and included in the Company's proxy statement relating to such meeting, it must be received by the Company at its executive offices at 1015 A Street, Tacoma, Washington 98402, not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the date of the 2016 Meeting. Please send the proposal to the attention of the Corporate Secretary. A proposal for action to be presented by any shareholder at an annual meeting will be out of order and will not be acted upon unless: (a) specifically described in the Company's proxy statement relating to such meeting; (b) such proposal has been submitted in writing to the Secretary

at the above address not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the 2016 Annual Meeting (proposals must be submitted between January 11, 2017, and February 10, 2017); and (c) such proposal is, under law, an appropriate subject for shareholder action. All shareholder proposals related to the nomination of a director must comply with the provisions set forth below in the section Nominations by Shareholders. Shareholder proposals not related to the nomination of a director, in addition to the information about the proposing shareholder, must set forth:

a brief description of the business desired to be brought before the Meeting, the reasons for conducting such business at the Meeting and any material interest of such shareholder in such business; and
a description of all agreements, arrangements and understandings, whether direct or indirect, between such shareholder, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder.

Additional Information

Where can I find additional information about TrueBlue?

Our reports on Forms 10-K, 10-Q, 8-K, and other publicly available information should be consulted for other important information about TrueBlue. You can also find additional information about us on our website at www.TrueBlue.com. The principal executive office of the Company and its mailing address is 1015 A Street, Tacoma, Washington 98402. The telephone number for the Company is (253) 383-9101.

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PROPOSAL 1

Election of Directors

The Nominees

The Board of Directors has nominated the following persons for election as directors. **The Board of Directors recommends a vote FOR each of the nominees.** Proxies cannot be voted for a greater number of persons than the number of nominees named. The biographies of each of the nominees and continuing directors below contain information regarding the person's service as a director, business experience, director positions held currently or at any time during the last five years, and information regarding involvement in certain legal or administrative proceedings, if applicable. Each biographic summary is followed by a brief summary of certain experiences, qualifications, attributes, or skills that led the Corporate Governance and Nominating Committee (the Governance Committee) and the Board to determine that each nominee should serve as a director for the Company. The summaries do not include all of the experiences, qualifications, attributes or skills of the nominees. General information regarding the nomination process is included in the Corporate Governance Section under the Nominations for Directors heading.

Colleen B. Brown

Colleen B. Brown, 57, has served as a Director of the Company since June 2014. Ms. Brown serves on the board of the privately held Port Blakely, Delta Dental of Washington, and the venture-backed technology company DataSphere, Inc. She is Principal of MARCA Global, an internet technology company. Ms. Brown was previously Director, President and CEO of Fisher Communications, a public multimedia company. Ms. Brown has served as Chairman of the board of American Apparel and as Director of Career Builder and Classified Ventures. She is a member of NACD, WCD, and IWF. Her community activities include the Washington Roundtable, C200, and United Way of King County. Ms. Brown is a Henry Crown Fellow at the Aspen Institute.

Ms. Brown brings extensive executive experience in strategic planning, operations, finance, and technology. Her leadership as a public company CEO, as well as a senior officer in two large media companies, is a valuable resource to the company. As a NACD fellow, Ms Brown is a champion of best practices in corporate governance.

Steven C. Cooper

Steven C. Cooper, 53, has served as a Director and the Company's Chief Executive Officer since 2006. Mr. Cooper served as President between 2005 and 2015 and as Executive Vice President and Chief Financial Officer between 2001 and 2005. Mr. Cooper is currently a Director and member of the audit committee of Boise Cascade Company. Mr. Cooper is also a board member of the Washington Roundtable, a nonprofit public policy organization representing major private sector employers throughout Washington State and as a member of the American Cancer Society's CEOs Against Cancer. He previously served as the chair of the United Way of Pierce County's fundraising committee between 2014 and 2015.

Mr. Cooper has extensive experience in strategic planning, operations, finance, and accounting. Mr. Cooper is the only management member of the Board, thus his participation on the Board fulfills a critical communication and leadership role.

William C. Goings

William C. Goings, 55, was appointed to serve as a Director of the Company effective April 1, 2016. Mr. Goings was Executive Vice President and President of TD Insurance from 2010 until his retirement in 2013. Prior to that position, he held a variety of positions with TD Insur