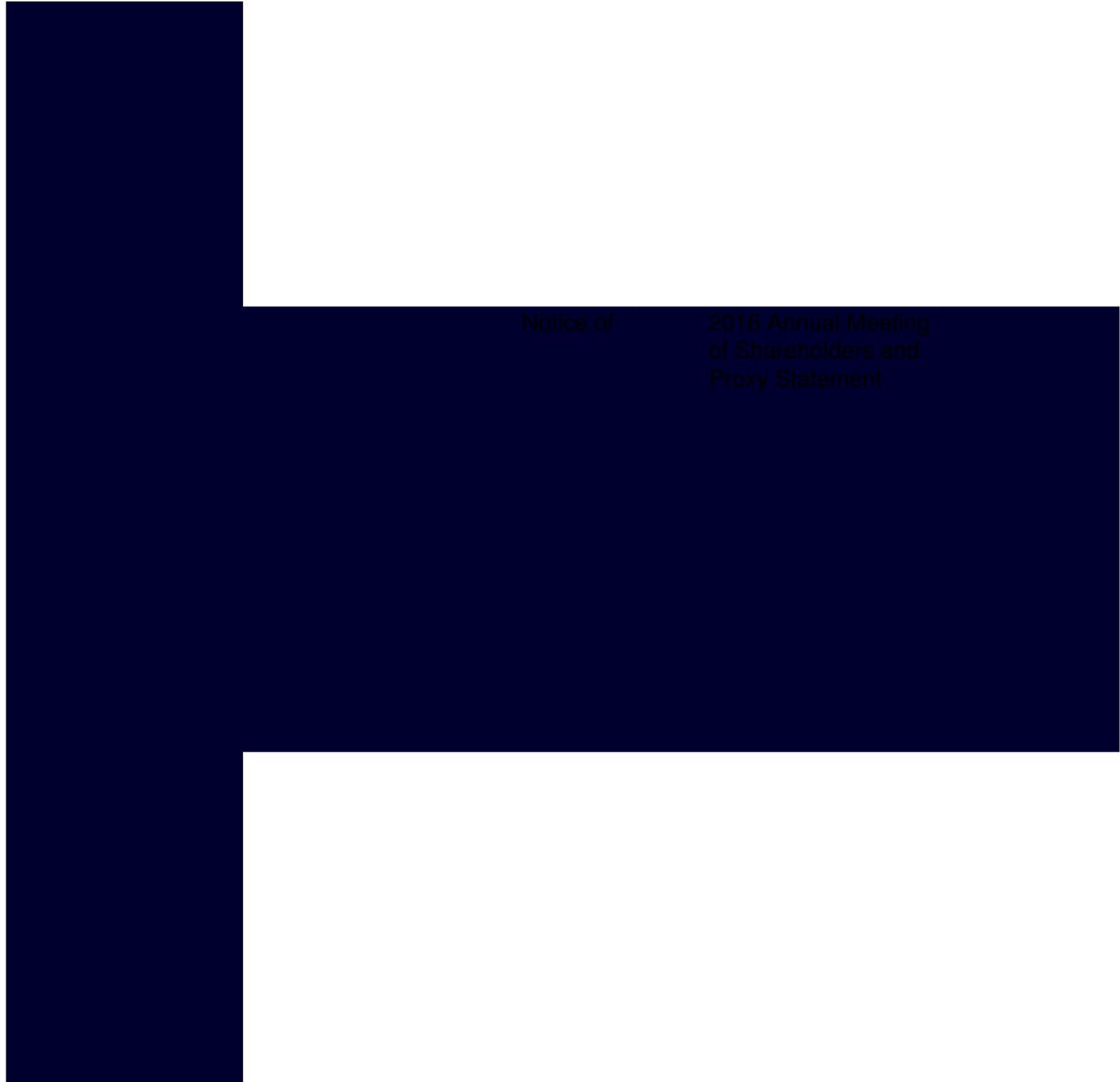


TrueBlue, Inc.  
Form DEF 14A  
April 01, 2016

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Notice of 2016 Annual Meeting  
of Shareholders and  
Proxy Statement

		<b>Wednesday, May 11, 2016 10:00 a.m., Pacific Time TrueBlue Building 1015 A Street Tacoma, WA 98402</b>
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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.**
- |          |  |
|----------|--|
| <b>1</b> | Title of each class of securities to which transaction applies:  |
| <b>2</b> | Aggregate number of securities to which transaction applies:   |
| <b>3</b> | 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:

TrueBlue, Inc. [\[ 2016 Proxy Statement \]](#)

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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

TrueBlue, Inc. [ 2016 Proxy Statement ]

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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](http://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](http://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

**TrueBlue, Inc.** [ 2016 Proxy Statement ]

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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](http://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**

<b>Agenda Item</b>	<b>Board Vote Recommendation</b>	<b>Page Reference For More Information</b>
To elect the directors named in the proxy statement.	<b>FOR</b>	6
To amend our Articles of Incorporation to remove board of directors classification provisions.	<b>FOR</b>	9
To amend our Articles of Incorporation to remove restrictions on increases in the size of the board of directors.	<b>FOR</b>	10
To amend our Articles of Incorporation to update the indemnification provisions.	<b>FOR</b>	11
To approve, by advisory vote, the compensation of our named executive officers.	<b>FOR</b>	21
To approve the 2016 TrueBlue Omnibus Incentive Plan.	<b>FOR</b>	46
To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 1, 2017.	<b>FOR</b>	56

**Governance Best Practices**

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

TrueBlue, Inc. [ 2016 Proxy Statement ]

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Proxy Statement Summary

VI

**2015 Corporate Financial Highlights**

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

**Compensation Governance Highlights**

<b>Shareholder Approval</b>	88.9% of shareholders approved of our executive compensation program in 2015
<b>Compensation Committee</b>	Compensation Committee oversees and regularly reviews named executive officer compensation.
<b>Compensation Consultant</b>	Compensation Committee retains external independent compensation consultant
<b>Risk</b>	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](http://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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### General Information

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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](http://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.

TrueBlue, Inc. [ 2016 Proxy Statement ]

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### **4 General Information**

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.

**TrueBlue, Inc.** [ 2016 Proxy Statement ]

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### General Information

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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](http://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
6	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 Insurance since joining in 2009 including Senior Vice President and Chief Operating Officer. Prior to joining TD Insurance, Mr. Goings was with Genworth Financial in a variety of roles from 2004 to 2009 and GE Capital from 1996 to 2004.

Mr. Goings brings to the Board extensive international experience as a senior officer of a large multi-national corporation as well as an executive level, operations focused, strategic planning and problem-solving ability.



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PROPOSAL 1

Election of Directors

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**Stephen M. Robb**

Stephen M. Robb, 51, was appointed to serve as a Director of the Company effective April 1, 2016. He has served as Executive Vice President and Chief Financial Officer of The Clorox Company since 2014, where he was previously Senior Vice President and Chief Financial Officer between 2011 and 2014. Prior to being named Chief Financial Officer, Mr. Robb served as Vice President of global finance and held numerous other roles for The Clorox Company since 1989.

Mr. Robb has extensive experience in financial leadership and strategic cost savings efforts at a large multi-national organization.

**Jeffrey B. Sakaguchi**

Jeffrey B. Sakaguchi, 54, has served as a Director of the Company since December 2010. Mr. Sakaguchi is the Chairman of the Board of Neah Power Systems, Inc., a publicly-held fuel cell development and manufacturing company. He also serves as a Director of Eccentex, Inc., a privately held early-stage software company, and as a Director of ACT Holdings, Inc., a privately-held debt collection, call center operation, and business process outsourcing company. Mr. Sakaguchi is a former chairman of the Board of Directors for the Los Angeles Region of the American Red Cross, a nonprofit humanitarian organization, for which he currently serves as Chair of the Governance & Nominating Committee. He is also an appointed member of the National Philanthropic Board.

Mr. Sakaguchi's experience in a number of leadership roles helps the Company improve performance and build market share. His background and expertise in emerging technology, start-ups, and strategy will provide valuable guidance to the Company's strategy, innovation, and technology efforts. His experience provides a valuable resource to the Company.

**Bonnie W. Soodik**

Bonnie W. Soodik, 65, has served as a Director of the Company since March 2010. Ms. Soodik's career spanned 30 years with The Boeing Company, where she most recently served as Senior Vice President, Office of Internal Governance and as a member of the Boeing Executive Council. Ms. Soodik also served in various vice president roles within Boeing and McDonnell Douglas Corporation, where she began her career in 1977.

Ms. Soodik has experience from a broad number of functions at Boeing, from operations to human resources and has overseen governance, compliance and regulatory affairs. Her experience with such a large organization provides a valuable resource to the Company.

**Joseph P. Sambataro, Jr.**

Joseph P. Sambataro, Jr., 65, has served as a Director of the Company since 2000 and as Chairman of the Board since October 2008. Mr. Sambataro served as the Company's Chief Executive Officer from 2001 until 2006, and served as the Company's President from 2000 until 2005. Mr. Sambataro joined the Company in 1997 and served as Chief Financial Officer, Executive Vice President, Treasurer, and Assistant Secretary until 2001. Prior to joining the Company, he worked with BDO Seidman, LLP, KPMG Peat Marwick and in senior management of biotechnology firms in Seattle.

Mr. Sambataro's long and successful tenure as CEO and CFO for the Company during its formative years combined with his effective leadership and coaching skills, financial and accounting expertise and unique ability to develop consensus are among the contributions he makes to the Board and the primary reasons why he serves as our Chairman.

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**William W. Steele**

William W. Steele, 79, has served as a Director of the Company since August 2001, Chair of the Governance Committee since June 2003, and the Lead Independent Director since October 2008. Mr. Steele served as a Director, and Chairman of the Corporate Citizen Communication Committee of ABM Industries, until March 2016. In the course of his 58-year career with ABM Industries, Mr. Steele was appointed its President in 1991 and its Chief Executive Officer in 1994, and served in those capacities until his retirement in October of 2000.

Mr. Steele's long-term operating, executive, strategic and continuing board experience with ABM, a multi-unit service company that shares many attributes with our Company, is invaluable to the Board in its decision-making and leadership processes. As Chair of our Governance Committee and Lead Independent Director, Mr. Steele is a champion of best practices in corporate governance.

**Majority Voting**

The Company's directors are elected each year at the Annual Meeting of Shareholders to serve until their successors are elected and qualified, or until they resign, are removed, or are otherwise disqualified to serve. The Company's Board of Directors currently consists of eight directors.

A nominee for director in an uncontested election who does not receive a majority vote but who was a director at the time of the election shall not be elected, but shall continue to serve as a holdover director until the earliest of: (a) 90 days after the date on which an inspector determines the voting results as to that director pursuant to Section 23B.07.280 of the Washington Business Corporation Act; (b) the date on which the Board of Directors appoints an individual to fill the office held by such director, which appointment shall constitute the filling of a vacancy by the Board of Directors; or (c) the date of the director's resignation. Any vacancy resulting from the non-election of a director under these circumstances may be filled by the Board of Directors as provided in Article II, Section 2.11 of the Company's bylaws. The Governance Committee will promptly consider whether to fill the position of a nominee failing to receive a majority vote and make a recommendation to the Board of Directors about filling the position. The Board of Directors will act on the Governance Committee's recommendation and within ninety (90) days

after the certification of the shareholder vote will publicly disclose its decision. Except as provided in the next sentence, a director who fails to receive a majority vote for election will not participate in the Governance Committee's recommendation or Board of Directors decision about filling his or her office. If no director receives a majority vote in an uncontested election, then the incumbent directors: (a) will nominate a slate of nominee directors and hold a special meeting for the purpose of electing those nominees as soon as practicable; and (b) may in the interim fill one or more director positions with the same director(s) who will continue in office until their successors are elected.

**THE GOVERNANCE COMMITTEE AND THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH NOMINEE NAMED ABOVE.**

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PROPOSAL 2

Amendment to Our Articles of Incorporation to Remove Board Classification Provisions

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**Overview**

We are asking you to approve an amendment to our Amended and Restated Articles of Incorporation ( Articles ) to remove provisions providing for a classified Board in the event that the Board consists of nine or more members. Currently, our Articles require that when the Board consists of nine or more members, in lieu of electing all of the directors annually, the Board shall be divided into three classes (Class 1, Class 2 and Class 3). Such classification would be based on director seniority, and would be effective on the first day of the month following the shareholders meeting during which the number of members of the Board is increased to nine or more. Generally, absent the earlier resignation or removal of a director, the terms of the classes would be staggered and directors would serve three-year terms, meaning that if we have nine or more members on our Board, only one of the three classes would stand for re-election at each annual shareholders meeting. Under our Articles, if the Board is decreased below nine members, the Board again becomes declassified and the remaining directors continue their terms until the next annual shareholders meeting, at which time the directors would be elected to one year terms.

The Board has unanimously approved, and recommends that our shareholders approve, a proposed amendment to Article 5, Sections B and C of our Articles to remove the provisions providing for a classified Board in the event that the Board consists of nine or more members. If this amendment is approved by our shareholders and becomes effective, then it would eliminate the classified Board structure provisions, and all our directors would be elected annually regardless of its size.

This proposed amendment to our Articles to remove board classification provisions is reflected in the proposed Amended and Restated Articles of Incorporation, which are set forth in Appendix A to this proxy statement, which also reflects the amendments described in proposals 3 and 4 in the proxy statement.

**Rationale for Removing Classification Provisions**

The Board's consideration of whether to remove the classified Board provisions was undertaken as part of the efforts of the Board and the Nominating and Governance Committee to improve and enhance our corporate governance practices. The Board considered the advantages and disadvantages of the classified Board structure compared with providing for an annual election of directors. In particular, the Board considered the view that classified boards can reduce the accountability of directors to shareholders because shareholders are unable to evaluate and elect all directors on an annual basis. Director elections are considered by many investors to be the primary means for shareholders to express their views on the performance of individual directors, and a classified board structure affords shareholders this opportunity only once every three years for any particular director. In addition, opponents of classified boards assert that a classified structure for the election of directors discourages proxy contests in which shareholders have an opportunity to vote for a competing slate of nominees and, therefore, erodes shareholder value.

After deliberating the considerations noted above, upon the recommendation of the Nominating and Governance Committee, the Board unanimously determined that it is in the best interest of the Company and its shareholders to eliminate the classified Board provisions as proposed.

**Effectiveness of the Amendment**

Our Board consists of eight members. As a result, we do not currently have a classified board structure. If this Proposal 2 is approved by our shareholders, then we will amend Article 5, Sections B and C of our Articles, as reflected in Appendix A, by filing such amendment with the Secretary of State of the State of Washington. These amendments to our Articles will be effective upon such filing, which we anticipate making promptly after the Meeting.

**Required Vote**

Approval of Proposal 2 requires that the holders of at least a majority of our outstanding shares of common stock as of the record date vote For this Proposal 2. Any shares that are not voted (whether by abstention or otherwise) will have the effect of a vote against this Proposal 2.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO AMEND OUR ARTICLES OF INCORPORATION TO REMOVE THE BOARD CLASSIFICATION PROVISIONS.**

TrueBlue, Inc. [ 2016 Proxy Statement ]

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PROPOSAL 3

10 Amendment to our Articles of Incorporation to Remove Restrictions on Increases in the Size of the Board

**Overview**

We are asking you to approve amendments to our Articles to remove provisions providing that the number of members on the Board may be increased by more than two persons within any twelve-month period only with the unanimous consent of all directors.

The Board has unanimously approved, and recommends that our shareholders approve, a proposed amendment to Article 5, Section B of our Articles to remove this limitation on increases in the size of the Board. If this amendment is approved by our shareholders and becomes effective, then the unanimous consent of all directors will no longer be required to increase the number of directors serving on the Board by more than two persons within any twelve-month period.

This proposed amendment to our Articles to remove restrictions on increases in the size of the Board is reflected in the proposed Amended and Restated Articles of Incorporation set forth in Appendix A to this proxy statement, which also reflects the amendments described in proposals 2 and 4 in this proxy statement.

**Rationale for Removing the Restrictions on Increases in the Size of the Board**

The Board's consideration of whether to remove the restriction on increases in the size of the Board was undertaken as part of the efforts of the Board and the Nominating and Governance Committee to improve and enhance our corporate governance practices. In making its decision, the Board considered the advantages and disadvantages of the restriction. In particular, the Board considered the view that this restriction on the ability to increase the size of the Board could unduly restrict the Board's ability to add qualified new directors that enhance the Board's value to the shareholders. Additionally, the Board considered that, in the context of a proxy contest where shareholders elect a competing slate of nominees to the Board, eliminating this restriction would enhance shareholder value by allowing for such a newly elected Board to increase the size of the Board without unanimous director consent.

After deliberating the considerations noted above, upon the recommendation of the Nominating and Governance Committee, the Board unanimously determined that it is in the best interests of the Company and its shareholders to eliminate the restrictions on increases of the size of the Board as proposed.

**Effectiveness of the Amendment**

If this Proposal 3 is approved by our shareholders, then we will amend Article 5, Section B of our Articles, as reflected in Appendix A, by filing such amendment with the Secretary of State of the State of Washington. These amendments to our Articles will be effective upon such filing, which we anticipate making promptly after the Annual Meeting.

**Required Vote**

Approval of Proposal 3 requires that the holders of at least a majority of our outstanding shares of common stock as of the record date vote For this Proposal 3. Any shares that are not voted (whether by abstention or otherwise) will have the effect of a vote against this Proposal 3.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO AMEND OUR ARTICLES OF INCORPORATION TO REMOVE RESTRICTIONS ON INCREASES IN THE SIZE OF THE BOARD.**

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### PROPOSAL 4

Amendment to our Articles of Incorporation to Update the Indemnification Provisions	11
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## **Overview**

We are asking you to approve an amendment to our Articles to update statutory references contained in our current indemnification provisions. The Washington Business Corporation Act (the WBCA ) mandates that a corporation indemnify its directors who are successful in the defense of any proceeding to which the director is a party due to being a director of the corporation. The WBCA further permits corporations to indemnify its officers and others against threatened, pending and completed legal actions, advance expenses associated with such indemnification, and limit a director's liability to the corporation for monetary damages related to a director's service to the corporation.

Our Articles, which were adopted in 2009, currently provide that the Company shall indemnify to the broadest extent permitted by law any and all persons for whom indemnification is permitted by RCW 23B.08.500 through RCW 23B.08.600, or as said statutes may be amended or superseded. However, in 2011, the WBCA was amended to include a new provision (RCW 23B.08.603), which provides that the right of a director, officer, employee, or agent to indemnification or to advancement of expenses arising under a provision in the articles of incorporation or a bylaw shall not be eliminated or impaired by an amendment to or repeal of that provision after the occurrence of the act or omission that is the subject of the proceeding for which indemnification is sought, unless the provision in effect at the time of such an act or omission explicitly authorizes the elimination or impairment of the right after such an action or omission has occurred.

Because our Articles have not been updated since the new provision reflected in RCW 23B.08.603 was adopted, the statutory references in our indemnification provisions in our Articles do not currently reflect this WBCA update.

The Board has unanimously approved, and recommends that our shareholders approve, the proposed amendment to Article 5, Section G of our Articles to fully reflect the indemnification provisions provided for by the WBCA.

This description of the proposed amendment to our Articles to update the references to the statutory indemnification provisions is reflected in the proposed Amended and Restated Articles of Incorporation set forth in Appendix A to this proxy statement, which also reflects the amendments described in proposals 2 and 3 in this proxy statement.

## **Rationale for Updating Indemnification Provisions**

The Board believes that the current indemnification provisions in the Articles, which provide indemnity to the broadest extent permitted by Washington law, reflect common practice and are necessary in order to continue to attract and retain the services of knowledgeable and experienced persons as directors and officers who, through their efforts and expertise, can make significant contributions to the Company's success. Although the Board believes that, based on the indemnification provisions currently in the Articles and the language of the WBCA, a specific reference to RCW 23B.08.603 is not required to be included in the Articles in order for it to apply to the Company, amending the Articles to explicitly include RCW 23B.08.603 would provide additional clarity with respect to the indemnification provisions.

After deliberating the considerations noted above, upon the recommendation of the Nominating and Governance Committee, the Board unanimously determined that it is in the best interests of the Company and its shareholders to approve the amendment to our Articles to update the indemnification provisions.

## Effectiveness of the Amendment

If this Proposal 4 is approved by our shareholders, then we will amend Article 5, Section F of our Articles, as reflected in Appendix A, by filing such amendment with the Secretary of State of the State of Washington. These amendments to our Articles will be effective upon such filing, which we anticipate making promptly after the Meeting.

## Required Vote

Approval of Proposal 4 requires that the holders of at least a majority of our outstanding shares of common stock as of the record date vote For this Proposal 4. Any shares that are not voted (whether by abstention or otherwise) will have the effect of a vote against this Proposal 4.

**THE BOARD RECOMMENDS A VOTE FOR THE PROPOSAL TO AMEND THE ARTICLES OF INCORPORATION TO UPDATE THE INDEMNIFICATION PROVISIONS.**

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#### **Leadership Structure**

The Company has divided its leadership among three directors:

Steven C. Cooper serves as chief executive officer;

Joseph P. Sambataro, Jr. serves as chairman of the board of directors; and

William W. Steele serves as lead independent director.

The Board has appointed different individuals to fulfill the roles of the Chairman of the Board ("Chairman") and the Chief Executive Officer ("CEO") for over ten years. The Board believes that it is in the best interest of the shareholders and an efficient allocation of the time and responsibilities for Company leadership to separate these roles.

The lead independent director presides at meetings of the Board and the shareholders in the absence of the Chairman and specifically during all executive sessions of the independent directors except where he has a conflict or elects to delegate such responsibility to another independent director. In addition, the lead independent director is responsible for:

maintaining effective communication between the independent directors, the Chairman, and the CEO including the right to direct the distribution of information to the independent directors and the calling of special meetings of committees and, if not a member of the committee, participating on a non-voting basis in any such committee meetings;

representing the independent directors in meetings and discussions with institutional or other major shareholders or stakeholders;

reviewing and approving agendas for and the scheduling of Board, committee, and shareholder meetings; and

generally representing the Board during emergency situations and whenever such representation, in his reasonable judgment, is required or the Company will benefit from participation by the lead independent director.

The Chairman generally presides at, and with consultation and input from the CEO and all other directors, proposes the agendas for, meetings of the Board and the shareholders, except in the case of executive sessions of independent directors or where the Chairman has a conflict or elects to delegate such responsibility to another director. The Chairman also meets or confers with the CEO on a regular basis and is responsible for maintaining effective communication between the Board and the CEO.

#### **Director Independence**

The Board affirmatively determines the independence of each director and nominee for election as a director in accordance with criteria set forth in the Company's Corporate Governance Guidelines (the "Guidelines"), which include all elements of independence set forth in the NYSE listing standards and related SEC Rules and Regulations. At a regularly scheduled portion of each Board meeting or as part of the Governance Committee meetings, the independent directors meet in executive session without management or any non-independent directors present.

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Based on these standards, at its meeting held on March 11, 2016, the Governance Committee and the Board determined that each of the following non-employee directors is independent and has no material relationship with the Company, except as a director and shareholder of the Company:

Colleen B. Brown

William C. Goings (appointed effective April 1, 2016)

Thomas E. McChesney (resigned effective March 31, 2016)

Gates McKibbin (resigned effective March 31, 2016)

Stephen M. Robb (appointed effective April 1, 2016)

Jeffrey B. Sakaguchi

Joseph P. Sambataro, Jr.

Bonnie W. Soodik

William W. Steele

Based on the NYSE Rules, the Board determined that Steven C. Cooper is not independent because he is the CEO of the Company.

### **Risk Assessment**

The Company has an enterprise risk management ( ERM ) program. During 2015, risk responsibilities were integrated within the current management structure. Specific risks were assigned to business area experts, and the most significant risks were regularly discussed with the Board as part of its active oversight of risks that could affect the Company. The Board is assisted in this regard by the Audit Committee, which has responsibility for periodically reviewing the guidelines, policies, and procedures by which the Company assessed and managed its exposure to risk and reviewed the risk exposures and the steps management used to identify, monitor, assess, and respond to such exposures. Both the Audit Committee and the Board discussed specific risks with

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### **Corporate Governance**

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management throughout the year, as appropriate. The Board believes the administration of this risk oversight function does not negatively affect the Board's leadership structure.

## **Corporate Governance Guidelines**

The Corporate Governance Guidelines are available at [www.TrueBlue.com](http://www.TrueBlue.com) by first selecting Investors, then Governance and then Governance Documents. Shareholders may request a free printed copy by contacting TrueBlue, Inc., Investor Relations, 1015 A Street, Tacoma, Washington 98402. The Guidelines were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and that the interests of the Board and management align with the interests of the shareholders.

On an annual basis, each director and executive officer is obligated to complete a Director or Officer Questionnaire which, among other things, requires disclosure of any transactions with the Company in which the director or executive officer, or any member of his or her immediate family, has a direct or indirect material interest.

## **Code of Business Conduct and Ethics**

Our Code of Business Conduct and Ethics ("Code of Conduct") is applicable to all directors and employees of the Company. Our Code of Conduct is available at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting About, then TrueBlue Code of Business Conduct and Ethics. Shareholders may also request a free printed copy from: TrueBlue, Inc., Investor Relations, 1015 A Street, Tacoma, Washington 98402.

The Company intends to disclose any amendments to the Code of Conduct (other than technical, administrative, or non-substantive amendments), and any waivers of a provision of the Code of Conduct for directors or executive officers, on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com). Information on the Company's website, however, does not form a part of this proxy statement.

## **Related Person Transactions**

The Board has adopted a Related Person Transaction Policy, which is attached as Annex A to the Guidelines that sets forth the policies and procedures for the review and approval or ratification of Related Person Transaction(s). A Related Person Transaction is defined to include transactions,

arrangements, or relationships in which the Company is a participant, the amount involved exceeds \$120,000, and a Related Person has or will have a direct or indirect material interest. Related Person is defined to include directors, executive officers, director nominees, beneficial owners of more than 5% of the Company's common stock, and members of their immediate families. A Related Person Transaction must be reported to the Company's General Counsel and reviewed and approved by the Governance Committee. Under certain circumstances, a transaction may be approved by the Chair of the Governance Committee subject to ratification by the full Governance Committee at its next meeting. In determining

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whether to approve or ratify a Related Person Transaction, the Governance Committee, as appropriate, shall review and consider:

the Related Person's interest in the Related Person Transaction;

the approximate dollar value of the Related Person Transaction;

the approximate dollar value of the Related Person's interest in the Related Person Transaction without regard to the amount of any profit or loss;

whether the Related Person Transaction was undertaken in the ordinary course of business of the Company;

whether the Related Person Transaction is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;

the purpose of, and the potential benefits to the Company of, the Related Person Transaction; and

any other information regarding the Related Person in the context of the proposed Related Person Transaction that would be material to investors in light of the circumstances of the particular transaction.

After reviewing all facts and circumstances, the Governance Committee may approve or ratify the Related Person Transaction only if it determines that the transaction is in, or is not inconsistent with, the best interests of the Company.

There were no Related Person Transactions in 2015.

## Nominations for Directors

### Qualifications of Nominees

The Guidelines include the criteria our Board believes are important in the selection of director nominees. While the Board has not established any minimum qualifications for

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nominees, the Board does consider the composition of the Board as a whole, the requisite characteristics (including independence, diversity, and experience in industry, finance, administration, and operations) of each candidate and the skills and expertise of its current members while taking into account the overall operating efficiency of the Board and its committees. With respect to diversity, we broadly construe diversity to mean not only diversity of race, gender, and ethnicity, but also diversity of opinions, perspectives, and professional and personal experiences. Nominees are not discriminated against on the basis of race, gender, religion, national origin, sexual orientation, disability, or any other basis proscribed by law. Service on other boards and other commitments by directors will be considered by the Governance Committee and the Board when reviewing director candidates and in connection with the Board's annual self-assessment process for current members of the Board.

#### **Change in Director's Principal Business Association**

Each time a director's principal occupation or business association changes substantially, the director is required to tender a proposed resignation from the Board to the Chair of the Governance Committee (or, in the case of the Chair of the Governance Committee's occupation or association changing, to the Chairman of the Board and the lead independent director, if one has been elected). The Governance Committee shall review the director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

#### **Nominee Identification and Evaluation**

The Governance Committee may employ a variety of methods for identifying and evaluating nominees for director. The Governance Committee regularly assesses the size of the Board, the need for particular expertise on the Board, the need for diversity on the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or arise, the Governance Committee considers various potential candidates for director which may come to the Governance Committee's attention through current Board members, professional search firms, shareholders, or other persons. These candidates will be evaluated at regular or special meetings of the Governance Committee and may be considered at any time during the year.

The Governance Committee will consider candidates recommended by shareholders. The Governance Committee will make an initial analysis of the qualifications of any candidate

recommended by shareholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If a shareholder or professional search firm provides any materials in connection with the nomination of a director candidate, such materials will be forwarded to the Governance Committee as part of its review. If the Governance Committee determines that additional consideration is warranted, it may engage a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the Governance Committee. Other than the verification of compliance with procedures and shareholder status and the initial analysis performed by the Governance Committee, the Governance Committee will treat a potential candidate nominated by a shareholder like any other potential candidate during the review process. In connection with this evaluation, the Governance Committee will determine whether to interview the prospective nominee. One or more members of the Governance Committee, and others as appropriate, will interview the prospective nominees in person or by telephone. After completing this evaluation and interview, the Governance Committee will make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board will determine the nominees after considering the recommendation and report of the Governance Committee.

#### **Nominations by Shareholders**

The Governance Committee will consider director candidates recommended by shareholders on the same basis as candidates recommended by the Governance Committee. In accordance with the Company's bylaws, shareholders wishing to nominate a candidate must deliver the name and address of the shareholder as they appear on the Company's books (or if the shareholder holds for the benefit of another, the name and address of such beneficial owner) in a letter addressed to the Chair of the Governance Committee in care of the Corporate Secretary not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the 2016 annual meeting (nominations for the 2017 annual meeting must be submitted between January 11, 2017, and February 10, 2017). In addition, the submitting shareholder must provide the following information about said shareholder:

the class or series and number of shares of the Company which are, directly or indirectly, owned beneficially and/or of record;



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any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise (a Derivative Instrument ) that is, directly or indirectly, owned beneficially and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company;

any proxy, contract, arrangement, understanding, or relationship pursuant to which the shareholder has a right to vote or has been granted a right to vote any shares of any security of the Company;

any short interest in any security of the Company;

any rights to dividends on the shares of the Company owned beneficially by the shareholder that are separated or separable from the underlying shares of the Company;

any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability company or similar entity in which the shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity;

any performance-related fee (other than an asset-based fee) that the shareholder is entitled to which is based on any increase or decrease in the value of shares of the Company or any Derivative Instruments; and

the information called for above for any members of the shareholder's immediate family sharing the same household.

For each person who the shareholder proposes to nominate for election or re-election to the Board of Directors, the shareholder must also provide:

all information relating to the nominee that would be required to be disclosed in a proxy statement or other filings required in connection with solicitations of proxies for election of directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder (including the nominee's written

consent to being named in the proxy statement as a nominee and to serving as a director if elected);

a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years; and

any other material relationships, between or among the shareholder and its respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination or on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant.

To be eligible as a nominee for election or re-election as a director of the Company, pursuant to a nomination by a shareholder, a person must deliver (in accordance with the time periods prescribed) to the Secretary at the principal executive office of the Company a written questionnaire (provided by the Secretary upon written request) with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:

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in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, if elected as a director of the Company, will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company, and

is not and will not become a party to:

- » any agreement, arrangement, or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Company, will act or vote on any issue or question (a Voting Commitment ) that has not been disclosed to the Company;
- » any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Company, with such person's fiduciary duties under applicable law; or

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» any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein. Additional information may be requested to assist the Governance Committee in determining the eligibility of a proposed candidate to serve as a director. This may include requiring that a prospective nominee complete a director questionnaire and provide any follow-up information requested. In addition, the nominee must meet all other requirements contained in the Company's bylaws.

**Meetings and Committees of the Board**

**The Board**

Each director is expected to devote sufficient time, energy, and attention to ensure diligent performance of his or her duties and to attend all Board, committee, and shareholders'

meetings. The Board met eight times during 2015. All directors attended at least 75% of the meetings of the Board and of the committees on which they served during the fiscal year ended December 25, 2015. Directors are expected to attend the annual meetings and special meetings of shareholders, if any. All directors attended the 2015 Annual Meeting of Shareholders on May 13, 2015.

**Committees of the Board**

The Board has four standing committees to facilitate and assist the Board in the execution of its responsibilities. These committees are the Audit Committee, the Compensation Committee, the Innovation and Technology Committee and the Governance Committee. All the committees are comprised solely of non-employee, independent directors. Charters for each committee are available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by first selecting Investors then Governance and then "Governance Documents." The charter of each committee is also available in print to any shareholder who requests it. The table below shows membership during 2015 for each of the standing Board committees.

**Membership of Board Committees**

**2015 Committee Membership**

**Audit**

Craig E. Tall, Chair  
Gates McKibbin  
Thomas E. McChesney  
William W. Steele

**Compensation**

Bonnie W. Soodik, Chair  
Colleen B. Brown  
Jeffrey B. Sakaguchi

**Governance**

William W. Steele, Chair  
Colleen B. Brown  
Thomas E. McChesney  
Gates McKibbin  
Jeffrey B. Sakaguchi  
Bonnie W. Soodik  
Craig E. Tall

**Innovation and Technology**

Jeffrey B. Sakaguchi, Chair  
Joseph P. Sambataro  
Bonnie W. Soodik  
Craig Tall

**2016 Committee Membership (after April 1, 2016)**

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**Audit**

Stephen M. Robb, Chair  
William C. Goings  
William W. Steele

**Compensation**

Bonnie W. Soodik, Chair  
Colleen B. Brown  
Jeffrey B. Sakaguchi

**Governance**

William W. Steele, Chair  
Colleen B. Brown  
William C. Goings  
Stephen M. Robb  
  
Jeffrey B. Sakaguchi  
Bonnie W. Soodik

**Innovation and Technology**

Jeffrey B. Sakaguchi, Chair  
Joseph P. Sambataro  
Bonnie W. Soodik  
Colleen B. Brown

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### **Audit Committee**

The Audit Committee met seven times in fiscal 2015. The Audit Committee is comprised solely of non-employee directors, all of whom the Board determined are independent pursuant to the NYSE rules and the independence standards set forth in Rule 10A-3 of the Exchange Act. The Governance Committee and the Board have determined that all the members of the Audit Committee are financially literate pursuant to the NYSE rules. During 2015, the Board determined that Messrs. Tall, Steele, and McChesney are Audit Committee Financial Experts within the meaning stipulated by the SEC. For 2016, the Board determined that Messrs. Goings, Robb, and Steele are Audit Committee Financial Experts within the meaning stipulated by the SEC. The Board has adopted a charter for the Audit Committee, which is available at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors then Governance and then "Governance Documents." The charter is also available in print to any shareholder who requests it.

### **Compensation Committee**

The Compensation Committee met four times in fiscal 2015. The Compensation Committee is comprised solely of non-employee directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Compensation Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors then Corporate Governance and then "Governance Documents." The charter is also available in print to any shareholder who requests it. Additional information regarding the Compensation Committee, and its procedures and processes for the consideration and determination of executive and director compensation are included under the Compensation Discussion and Analysis section of this proxy statement.

### **Corporate Governance and Nominating Committee**

The Corporate Governance and Nominating Committee met five times in fiscal 2015. The Governance Committee is comprised solely of non-employee directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Governance Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors then Governance and then "Governance Documents." The charter is also available in print to any shareholder who requests it.

### **Innovation and Technology Committee**

The Innovation and Technology Committee ("I&T Committee") met four times in fiscal 2015. The Board has adopted a charter for the I&T Committee, which is available on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com) by selecting Investors then Governance and then "Governance Documents." The charter is also available in print to any shareholder who requests it. The I&T Committee's primary functions are to oversee the Company's information technology strategy and programs, and to consider emerging innovation and business trends and their alignment with the Company's business strategies and objectives.

### **Shareholder Communications**

Any shareholder or interested party who wishes to communicate with our Board of Directors or any specific directors, including non-employee directors, may write to: Board of Directors, TrueBlue, Inc. c/o Corporate Secretary, 1015 A Street, Tacoma, Washington 98402. The mailing envelope must contain a clear notation indicating that the enclosed letter is a Board Communication or Director Communication. All such letters must indicate whether or not the author is a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Corporate Secretary will make copies of all such letters and circulate them to the appropriate director(s). If the Company develops any other procedures, they will be posted on the Company's website at [www.TrueBlue.com](http://www.TrueBlue.com). Procedures addressing the reporting of other concerns by shareholders, employees, or other third parties are set forth in our Code of Conduct.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's officers, directors, and certain other persons to timely file certain reports regarding ownership of, and transactions in, the Company's securities with the SEC. Copies of the required filings must also be furnished to the Company. Based solely on its review of such forms received by it, or representations from certain reporting persons, the Company believes that during 2015 all applicable Section 16(a) filing requirements were met, and that all such filings were timely except for the Form 4 that was filed on December 8, 2015 for the sale of shares by Thomas McChesney, and the Form 4 that was filed on March 22, 2016 for the grant of shares to Taryn Owen.

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**Annual Retainers**

The Chairman of the Board of Directors and the lead independent director each received an annual cash retainer of \$75,000. All other non-employee directors received an annual cash retainer of \$50,000. The Audit Committee Chair received an additional annual retainer payment of \$15,000. All other committee chairs received an additional annual retainer payment of \$10,000.

**Meeting Fees**

Each non-employee director received meeting fees for attendance during each regular or special Board of Directors or committee meeting in accordance with the schedule below.

Meeting	In Person	Telephonic
Board of Directors		\$750/\$1,500*
Audit Committee Chair	\$1,500	\$750
Audit Committee, Member	\$1,250	\$750
Compensation Committee Chair or Member	\$1,250	\$750
Governance Committee Chair or Member	\$1,250	\$750
I&T Committee Chair or Member	\$1,250	\$750

\*Directors are paid \$750 for telephonic Board of Director meetings lasting less than two hours. Directors are paid \$1,500 for telephonic Board of Director meetings lasting two hours or longer.

**Equity Grants**

Each non-employee director received an annual grant of unrestricted common stock worth \$100,000. The Chairman of the Board of Directors and the lead independent director each received an additional \$48,000 grant. The Audit Committee Chair received an additional \$35,000 grant while all other committee Chairs received an additional \$25,000 grant. In 2015, the Company determined the number of shares of each such annual grant of common stock based on the average closing price of our stock during the 60 trading days prior to the second full trading day after the announcement of the Company's fourth quarter and year-end financial results, which was \$22.03 per share. Non-employee directors appointed during the year are entitled to receive a pro rata grant as follows: 100% if appointed prior to the first quarterly meeting, 75% if appointed prior to the second quarterly meeting, 50% if appointed prior to the third quarterly meeting, and 25% if appointed prior to the last quarterly meeting of the year. The target equity awards received by each non-employee director in 2015 are set forth in the table below.

Name	Target Equity Award Value	Name	Target Equity Award Value
Colleen B. Brown	\$100,000	Joseph P. Sambataro, Jr.	\$148,000
Thomas E. McChesney	\$100,000	Bonnie W. Soodik	\$125,000
Gates McKibbin	\$100,000	William W. Steele	\$173,000
Jeffrey B. Sakaguchi	\$125,000	Craig E. Tall	\$135,000

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**Non-Employee Director Compensation**

The following table discloses the cash, equity awards, and other compensation earned by each of the Company's non-employee directors during the last completed fiscal year.

Name	Fees Earned and		Stock Award Grant Date Fair Value (1)	Option Awards (2)	Total
	Paid in Cash				
Colleen B. Brown	\$73,250		\$ 98,745		\$ 171,995
Thomas E. McChesney (3)	\$78,500		\$ 98,745		\$ 177,245
Gates McKibbin (4)	\$78,500		\$ 98,745		\$ 177,245
Jeffrey B. Sakaguchi	\$85,500		\$ 123,431		\$ 208,931
Joseph P. Sambataro, Jr.	\$100,500		\$ 146,138		\$ 246,638