

CONAGRA FOODS INC /DE/
Form DEF 14A
August 08, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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 Pursuant to Section 240.14a-12

ConAgra Foods, Inc.

(Name of Registrant as Specified In Its Charter)

[NOT APPLICABLE]

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
[Not Applicable]

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.
[Not Applicable]

Table of Contents

**Notice of 2014 Annual Meeting of Stockholders
and
Proxy Statement**

Table of Contents

ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001
Phone: (402) 240-4000

August 8, 2014

Dear Fellow Stockholder:

It is my pleasure to invite you to join us for the ConAgra Foods Annual Meeting of Stockholders, which will be held on Friday, September 19, 2014, in Omaha, Nebraska. The meeting will start at 8:30 a.m., Central Daylight Time at the Joslyn Art Museum, 2200 Dodge Street, Omaha, Nebraska 68102.

The Annual Meeting will include a report on our business, discussion and voting on the matters described in the Notice of 2014 Annual Meeting of Stockholders and Proxy Statement, and a question-and-answer session.

Whether or not you plan to join us in person, please be sure to vote your shares by proxy. Vote on the Internet or by telephone according to the instructions you find in the following pages. Or, if you received a paper copy of the materials, mark, sign and date the enclosed Proxy Card and return it in the postage-paid envelope. Your prompt response is appreciated.

Thank you for your continued investment in ConAgra Foods.

Sincerely,

Gary M. Rodkin

Chief Executive Officer

Table of Contents

Notice of 2014 Annual Meeting of Stockholders

Date: Friday, September 19, 2014
Time: 8:30 a.m. Central Daylight Time (Registration will begin at 7:30 a.m. CDT)
Place: The Witherspoon Concert Hall of the Joslyn Art Museum

2200 Dodge Street, Omaha, Nebraska 68102

Items of Business: At the meeting, stockholders will:

vote on the election of directors for the ensuing year;

vote on the approval of the ConAgra Foods, Inc. 2014 Stock Plan;

vote on the approval of the ConAgra Foods, Inc. 2014 Executive Incentive Plan;

vote on the ratification of the appointment of our independent auditor for fiscal 2015;

vote on the approval, on a non-binding advisory basis, of our named executive officer compensation;

vote on one stockholder proposal described in the attached Proxy Statement, if properly presented; and

transact any other business properly brought before the meeting.

Who May Vote: Stockholders of record as of the close of business on July 28, 2014 are eligible to vote at the annual meeting and at any postponements or adjournments thereof.

Audiocast: If you cannot attend the meeting in person, you may join a live audiocast on the Internet by visiting <http://investor.conagrafoods.com> at 8:30 a.m. CDT, on September 19, 2014.

Notice of Internet Availability of We are pleased again this year to provide access to our proxy materials in a fast and efficient manner via the Internet. We believe this approach expedites your receipt of our materials, while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting. **Our Proxy Statement and Annual Report to stockholders for the**

Proxy Materials: **fiscal year ended May 25, 2014 are available electronically at <http://investor.conagrafoods.com>. If you receive a Notice of Internet Availability of Proxy Materials by mail, you will not receive a paper copy of our proxy materials unless you specifically request a copy. You may request a paper copy by following the instructions on**

the Notice of Internet Availability of Proxy Materials.

**Date of
Distribution:**

On August 8, 2014, we began mailing our Notice of Internet Availability of Proxy Materials (the Notice) and posted our proxy materials on the website referenced in the Notice. For stockholders who previously elected to receive a paper copy of the proxy materials, we began mailing our Proxy Statement, our Fiscal 2014 Annual Report and the Proxy Card on August 8, 2014.

August 8, 2014

Colleen Batcheler

Omaha, Nebraska

Corporate Secretary

Table of Contents**Table of Contents**

	Page
<u>Proxy Statement Summary</u>	i
<u>Proxy Statement</u>	1
<u>Voting Item #1: Election of Directors</u>	2
<u>Corporate Governance</u>	8
<u>Board Committees</u>	12
<u>Compensation Discussion and Analysis</u>	15
<u>Human Resources Committee Report</u>	35
<u>Executive Compensation</u>	36
<u>Summary Compensation Table Fiscal 2014</u>	36
<u>Grants of Plan-Based Awards Fiscal 2014</u>	38
<u>Outstanding Equity Awards at Fiscal Year-End Fiscal 2014</u>	39
<u>Option Exercises and Stock Vested Fiscal 2014</u>	40
<u>Pension Benefits Fiscal 2014</u>	41
<u>Non-Qualified Deferred Compensation Fiscal 2014</u>	42
<u>Potential Payments Upon Termination or Change of Control</u>	45
<u>Non-Employee Director Compensation</u>	54
<u>Information on Stock Ownership</u>	57
<u>Audit / Finance Committee Report</u>	59
<u>Voting Item #2: Approval of the ConAgra Foods, Inc. 2014 Stock Plan</u>	60
<u>Equity Compensation Plan Information</u>	70
<u>Voting Item #3: Approval of the ConAgra Foods, Inc. 2014 Executive Incentive Plan</u>	71
<u>Voting Item #4: Ratification of the Appointment of Independent Auditor for Fiscal 2015</u>	76
<u>Voting Item #5: Advisory Approval of Named Executive Officer Compensation</u>	77
<u>Voting Item #6: Stockholder Proposal: Bylaw Change in Regard to Vote-Counting</u>	78
<u>Additional Information</u>	80

Table of Contents**PROXY STATEMENT SUMMARY**

We have included this Proxy Statement summary to assist as you review the proposals to be acted upon. The following information is only a summary, and you should read the entire Proxy Statement before voting.

Voting Items:	Board Recommendation	Page
Item #1 Election of 12 directors	FOR all nominees	2
Item #2 Approval of the ConAgra Foods, Inc. 2014 Stock Plan	FOR	60
Item #3 Approval of the ConAgra Foods, Inc. 2014 Executive Incentive Plan	FOR	71
Item #4 Ratification of the appointment of our independent auditor for fiscal 2014	FOR	76
Item #5 Advisory Approval of Named Executive Officer Compensation	FOR	77
Item #6 Stockholder Proposal: Bylaw Change in Regard to Vote-Counting	AGAINST	78

Transact any other business that properly comes before the meeting

FISCAL 2014 HIGHLIGHTS AND EXECUTIVE COMPENSATION

Fiscal 2014 was a combination of progress and challenges for ConAgra Foods. In the second half of fiscal 2013, we completed the acquisition of Ralcorp Holdings, Inc. and became the largest private brand food company in North America. As fiscal 2014 began, management was focused on the integration of the Ralcorp business, significant de-leveraging, and the delivery of organic growth. As fiscal 2014 unfolded, the company experienced challenges in each business segment that negatively impacted results. Beginning in the first quarter of the year, certain categories within our Consumer Foods portfolio began underperforming due to challenging industry conditions and competitive dynamics. Our Lamb Weston potato products business, the largest part of our Commercial Foods segment, faced the challenge of a significant customer transition and suboptimal potato crop. In addition, as the year progressed, it took us longer than originally expected to integrate the Ralcorp business and achieve targeted levels of profitability in our Private Brands segment.

Overall, our financial performance in fiscal 2014 was below expectations. We fell short of our earnings per share (or EPS) goal for the year. However, we performed well against certain key performance metrics that are important for long-term growth. We achieved operating cash flows in excess of \$1.5 billion and repaid over \$600 million of debt. We also remained on track for delivering our Ralcorp synergy commitments and maintained our quarterly dividend at a rate of \$0.25 per share. From a longer-term perspective, the three-year period ending with fiscal 2014 was a transformational period for our company. During this period, we introduced our Recipe for Growth and deployed our resources to complete acquisitions and achieve organic growth. We became the largest private brand food company in North America. However, a challenging external environment for consumers and retail and foodservice customers led to mixed profit performance.

On the first trading day of fiscal 2012, the closing market price of our common stock was \$25.43 per share. On the last trading day of fiscal 2014, the closing market price of our common stock was \$31.61 per share.

These fiscal 2014 and fiscal 2012 to 2014 performance results impacted the compensation paid to the executive officers discussed in this Proxy Statement:

The 2014 management incentive plan, our annual, cash-based incentive plan, funded and paid out significantly below targeted levels, due to the company's failure to achieve its fiscal 2014 earnings and net sales targets.

Formulaically, the three-year performance goals in the fiscal 2012 to 2014 cycle of the long-term, stock-based performance share plan were exceeded, and above-target payouts were authorized, driven in large part by the company's acquisition of Ralcorp during the cycle. However, due to disappointing fiscal 2014 performance, actual awards were reduced on a discretionary basis.

None of the named executive officers discussed in this Proxy Statement received a salary increase for fiscal 2015.

The Human Resources Committee of our Board of Directors believes that these actions appropriately reflect its pay-for-performance philosophy. It has applied this philosophy in prior years, and we have received strong stockholder support for our say-on-pay voting item (Item #5 in this Proxy Statement). As a result, the Human Resources Committee intends to continue focusing on compensating executives based on actual performance results and aligning management's interests with those of our stockholders.

For more complete information on these topics, please review our Annual Report on Form 10-K for the fiscal year ended May 25, 2014 and this Proxy Statement.

Table of Contents

Proxy Statement

ConAgra Foods, Inc.

One ConAgra Drive

Omaha, NE 68102-5001

We are furnishing this Proxy Statement to our stockholders in connection with the solicitation by our Board of Directors of proxies to be used at the 2014 Annual Meeting of Stockholders of ConAgra Foods, Inc. We mailed our Notice of Internet Availability of Proxy Materials on or about August 8, 2014. For stockholders who previously elected to receive a paper copy of our proxy materials, we mailed the Proxy Statement, our Fiscal 2014 Annual Report and a Proxy Card on or about August 8, 2014.

Stockholders of record at the close of business on July 28, 2014 are entitled to vote at the meeting and at any postponements or adjournments. On July 28, 2014, there were 424,472,505 voting shares of our common stock issued and outstanding. Each share of common stock is entitled to one vote.

Your vote is very important. For this reason, the Board of Directors is requesting that you vote your shares in advance of the meeting by proxy.

If you hold shares of ConAgra Foods common stock in your own name (also known as of record ownership), you can come to the meeting and vote your shares in person, or you can vote your shares by proxy in one of the following manners:

By completing, signing, dating and returning (in the postage-paid envelope provided) the Proxy Card enclosed with paper copies of our proxy materials;

By visiting the Internet at www.proxyvote.com and following the instructions; or

By calling 1-800-690-6903 on a touch-tone telephone and following the recorded instructions.

Internet and telephone voting is available through 11:59 p.m. Eastern Time on Tuesday, September 16, 2014 for shares held in the ConAgra Foods Retirement Income Savings Plan or the ConAgra Foods Employee Stock Purchase Plan and through 11:59 p.m. Eastern Time on Thursday, September 18, 2014 for all other shares.

If a broker, bank or other nominee holds your stock (also known as street name ownership), it will send you a voting instruction form. You may vote by completing, signing, dating and returning the form according to the instructions provided by your broker, bank or other nominee. If you wish to attend the meeting and vote in person, you must obtain a legal proxy, executed in your favor, from the broker, bank or nominee.

See Additional Information at the end of this Proxy Statement for more voting information.

Table of Contents

Voting Item #1 Election of Directors

ConAgra Foods' business is managed under the direction of our Board of Directors, which is currently comprised of 12 members. For the 2014 Annual Meeting, all 12 members have been re-nominated by the Board for election to hold office until the 2015 Annual Meeting and until their successors have been elected and qualified. Each nominee is a current member of the Board. Eleven nominees were elected by stockholders at the 2013 Annual Meeting, and one nominee was appointed to the Board of Directors effective as of October 15, 2013, based on a recommendation by a non-employee director. In case any nominee becomes unavailable for election to the Board of Directors for any reason not presently known or contemplated, the proxy holders will have discretionary authority in that instance to vote the proxies for a substitute.

The Board's Nominating, Governance and Public Affairs Committee recommended, and the Board determined, that each individual identified below be re-nominated for election. We refer to this Committee as the N/G/PA Committee throughout this Proxy Statement.

A short biography and key experiences, qualifications and skills considered by the N/G/PA Committee for each nominee are noted below. The N/G/PA Committee also considered whether the slate of nominees, taken as a whole, has the skills and qualifications that the Board considers essential and desirable.

Director Nominee

Business Experience, Other Directorships and Qualifications

Mr. Bay has served as Chairman of the Board and Chief Executive Officer of Valmont Industries, Inc. (products for water management and infrastructure) since January 1997, and President and Chief Executive Officer of Valmont from 1993 through 1996. He has served as a director of Peter Kiewit Sons, Inc. (construction and mining company) since 1999.

MOGENS C. BAY

Age 65

Summary of experience, qualifications and skills considered in re-nominating Mr. Bay:

Chairman & CEO,
Valmont Industries, Inc.

Broad Leadership Experience: Broad leadership capabilities and insights from service as Chief Executive Officer and Chairman of Valmont

Director Since

Operations Acumen and Agricultural Background: Vast knowledge of U.S. and global operations and manufacturing, including agricultural based operations

December 12, 1996

International Experience: Extensive involvement in global operations and manufacturing

Independent

Corporate Governance Experience: Broad understanding of governance issues facing public companies from his board service to other public companies

THOMAS K. BROWN

Age 58

Mr. Brown served as Group Vice President, Global Purchasing with Ford Motor Company (global automotive manufacturer) from 2008 until his retirement on August 1, 2013. Mr. Brown served in various leadership capacities in global purchasing since joining Ford in 1999. Prior to joining Ford, he served in leadership positions at United Technologies Corporation (global technology company); at QMS, Inc. (SAP consulting services); and at Digital Equipment Corporation (computer systems vendor). He has served as a director of Tower International, Inc. (a metal component manufacturing company) since April 2014 and of 3M Corporation (a global innovation company) since August 2013.

Retired Group VP, Global

Purchasing,

Ford Motor Company

Summary of experience, qualifications and skills considered in re-nominating Mr. Brown:

Director Since

October 15, 2013

Broad Leadership Experience: Broad leadership capabilities and insights from his experience in leadership roles at Ford Motor Company and other companies

International Experience: Extensive involvement in global purchasing

Independent

Corporate Governance Experience: Understanding of governance issues facing public companies from his board service to other public companies

Table of Contents**Director Nominee****Business Experience, Other Directorships and Qualifications**

Mr. Butler served as the Chairman and Chief Executive Officer of KPMG LLP (national public accounting firm) from 1996 until his retirement in June 2002, and Chairman of KPMG International from 1999 until his retirement in 2002. He has served as a director of Ford Motor Company (global automotive manufacturer) since 2004 and served as a director of Cooper Industries plc (electric lighting and wiring company) from 2002 until 2012.

STEPHEN G. BUTLER

Age 66

*Summary of experience, qualifications and skills considered in re-nominating Mr. Butler:*Retired Chairman & CEO,
KPMG LLP*Broad Leadership Experience:* Strong leadership capabilities and insights from service as Chairman and Chief Executive Officer of KPMG

Director Since

Financial Acumen: Expertise in accounting and finance based on a 34-year career with KPMG

May 16, 2003

International Experience: From leadership of a global organization, including service as Chairman of KPMG International**Independent***Corporate Governance Experience:* Broad understanding of governance issues facing public companies from his board service to other public companies**STEVEN F. GOLDSTONE**

Age 68

Mr. Goldstone has served as non-executive Chairman of the ConAgra Foods Board since October 1, 2005. He has been a manager of Silver Spring Group (private investment firm) since 2000. From 1999 until his retirement in 2000, Mr. Goldstone served as Chairman of Nabisco Group Holdings (food company). He also previously served as Chairman and Chief Executive Officer of RJR Nabisco, Inc. (consumer products company). He has served as a director of Greenhill & Co., Inc. (financial advisory services) since 2004. Mr. Goldstone also served as a director of Merck & Co., Inc. (pharmaceutical company) from 2006 until 2012 and American Standard Companies (former manufacturer of air conditioning systems and bath and kitchen products) from 2002 until 2008.

Manager, Silver

Spring Group

Summary of experience, qualifications and skills considered in re-nominating Mr. Goldstone:

Director Since

December 11, 2003

Broad Leadership Experience: Strong leadership capabilities and insights from his broad range of management experiences, including prior service as Chairman and Chief Executive Officer of RJR Nabisco

Independent

Consumer Packaged Goods Experience: Understanding of strategic and marketplace challenges for consumer products companies from his tenure with RJR Nabisco and Nabisco Group Holdings

Corporate Governance and M&A Experience: Broad understanding of legal and governance issues facing public companies and deep transactional experience from his board service to other public companies and earlier career in law

Table of Contents**Director Nominee****Business Experience, Other Directorships and Qualifications**

Ms. Gregor is a Managing Director with Warburg Pincus (private equity firm). Prior to that she served as the Vice Chairman of Heidrick & Struggles International, Inc. (executive search firm) from 2002 until 2007. From 1993 until 2006, she served in a number of senior leadership roles with that firm, including President, North America, managing partner of the firm's Global Board of Directors Practice and managing partner of the New York office. From 2007 to 2008, Ms. Gregor served as assistant to the President for Presidential Personnel under President George W. Bush. From 2009 to 2012, she served as a senior advisor to Notch Partners (human capital consulting services) and, from 2012 to 2014, served as an advisory to G100 Network (peer learning community of senior leaders of global companies).

JOIE A. GREGOR

Age 64

Summary of experience, qualifications and skills considered in re-nominating Ms. Gregor:

Managing Director,
Warburg Pincus

Broad Leadership Experience: Strong leadership capabilities, including from her service to Heidrick & Struggles

Director Since
February 6, 2009

Public Policy Experience: Strong public policy and government experience from her service as assistant to the President for Presidential Personnel under President George W. Bush

Independent

Growth Creator: Proven ability to create new channels for services based on expertise in aligning leadership teams to drive operating results

Human Capital Experience: Strong human capital expertise, and significant experience in the assessment and recruitment of corporate executives, public company directors, and senior officials across a wide range of industries and government

RAJIVE JOHRI

Age 64

Mr. Johri served as President and Director of First National Bank of Omaha (FNBO, a banking institution), from 2006 until his retirement in 2009. From September 2005 to June 2006, he served as President of First National Credit Cards Center for FNBO. Prior to that, he served as an Executive Vice President for J.P. Morgan Chase Bank (banking institution) from 1999 until 2004. Mr. Johri served as a director of Charter Communications, Inc. (cable and pay television services) from 2006 to 2009.

Retired President &
Director, First National
Bank of Omaha

Summary of experience, qualifications and skills considered in re-nominating Mr. Johri:

Broad Leadership Experience: Strong leadership capabilities and insights, including through his service as President of FNBO

Director Since

January 1, 2009

Financial Acumen and Risk & Compliance Oversight Experience: Significant expertise in finance, accounting and risk and compliance oversight from his service to banking organizations, including risk assessment and risk management experience

Independent

International Experience: Substantial international business and management experience from prior service to banking institutions with responsibility over various geographic regions

Corporate Governance: Broad understanding of governance issues facing public companies from his board service to other public companies

Table of Contents**Director Nominee****Business Experience, Other Directorships and Qualifications****W.G. JURGENSEN**

Age 63

Mr. Jurgensen served as Chief Executive Officer and a director of Nationwide Financial Insurance Services, Inc. (insurance company) from 2000 until his retirement in 2009. He also served as Chief Executive Officer and a director of several other companies within the Nationwide enterprise, which is comprised of Nationwide Financial, Nationwide Mutual, Nationwide Mutual Fire and all of their respective subsidiaries and affiliates. Mr. Jurgensen served as a director of The Scotts Miracle-Gro Company (agricultural chemicals company) from 2009 until 2013, and as a director of American International Group, Inc. (insurance company) since 2013.

Retired CEO & Director,

Summary of experience, qualifications and skills considered in re-nominating Mr. Jurgensen:

Nationwide Financial

Insurance Services, Inc.

Broad Leadership Experience: Strong leadership capabilities and insights, including from his service as Chief Executive Officer of several Nationwide companies

Director Since

August 2, 2002

Financial Acumen and Risk & Compliance Oversight Experience: Significant expertise in finance, accounting and risk and compliance oversight from his service to insurance companies, including risk assessment and risk management experience**Independent***Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to other public companies**RICHARD H. LENNY**

Age 62

Mr. Lenny served as Chairman, President and Chief Executive Officer of The Hershey Company (confectionery and snack products company) from 2001 through 2007. Prior to joining Hershey, Mr. Lenny was group vice president of Kraft Foods, Inc. (food company) and President, Nabisco Biscuit Company (food company), following Kraft's acquisition of Nabisco in 2000. He served as an operating partner with Friedman, Fleischer & Lowe (private equity firm) from 2011 until August of 2014. Mr. Lenny has served as a director of McDonald's Corporation (retail eating establishments) since 2005 and Discover Financial Services (direct banking and payment services) since 2009. Since 2013, he has served as non-executive chairman of Information Resources, Inc. (market research firm). Mr. Lenny also served as a director of The Hershey Company from 2001 until 2007 and Sunoco, Inc. (petroleum refinery) from 2002 until 2006.

Former Chairman,

President and Chief

Executive Officer of The

Hershey Company

Summary of experience, qualifications and skills considered in re-nominating Mr. Lenny:

Director Since

March 17, 2009

Broad Leadership Experience: Strong leadership capabilities and insights, particularly with major consumer brands, from role as Chief Executive Officer for The Hershey Company and board member of consumer products companies

Independent

Consumer Packaged Goods Experience: Deep knowledge of strategy and business development, finance, marketing and consumer insights, supply chain management and sustainability and other social responsibility matters pertinent to a global consumer products food company

Corporate Governance: Broad understanding of governance issues facing public companies from his board service to other public companies

Table of Contents

Director Nominee

Business Experience, Other Directorships and Qualifications

RUTH ANN MARSHALL

Ms. Marshall was President of the Americas, MasterCard International (payments industry) from October 1999 until her retirement in June 2006. She has been a director of Global Payments Inc. (currency validation systems manufacturer) since 2006 and Regions Financial Corp. (banking industry) since 2011. Ms. Marshall also served as a director of American Standard Companies (former manufacturer of air conditioning systems and bath and kitchen products) from 2003 until 2008.

Age 60

Summary of experience, qualifications and skills considered in re-nominating Ms. Marshall:

Retired President of the Americas, MasterCard International

Broad Leadership Experience: Strong leadership capabilities and insights from her service to MasterCard International, a large consumer brand company, including marketing, account management and customer service

Director Since

May 23, 2007

International Experience and Growth Creator: Significant domestic and international experience in growing the MasterCard business, including through new product development

Independent

Corporate Governance: Broad understanding of governance issues facing public companies from her board service to other public companies

GARY M. RODKIN

Age 62

Mr. Rodkin has been our Chief Executive Officer and a member of our Board since October 1, 2005. Previously, he was Chairman and Chief Executive Officer of PepsiCo Beverages and Foods North America (food and beverage company) from February 2003 to June 2005. He also served as President and Chief Executive Officer of PepsiCo Beverages and Foods North America in 2002, and President and Chief Executive Officer of Pepsi-Cola North America from 1999 to 2002. Mr. Rodkin has served as a director of Avon Products, Inc. (beauty and related products company) since 2007. He is also Chair of the Board of Boys Town (charitable organization) and Chair of the Omaha Chamber of Commerce's Prosper Omaha economic development campaign. He is past Chairman of the Grocery Manufacturers of America (trade association).

CEO & President,

ConAgra Foods, Inc.

Summary of experience, qualifications and skills considered in re-nominating Mr. Rodkin:

Director Since

October 1, 2005

Broad Leadership Experience: As our Chief Executive Officer, Mr. Rodkin has a deep understanding and commitment to our success, and thoroughly understands and impacts our day-to-day operations, financial success, strategies and growth opportunities, and the development of our leaders

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Consumer Packaged Goods Experience and Growth Creator: Strong leadership capabilities and insights from service to other food companies with an extensive career focused on and committed to building leading consumer brands in the food industry

Corporate Governance: Broad understanding of governance issues facing public companies from his board service to another public company

Table of Contents**Director Nominee****Business Experience, Other Directorships and Qualifications****ANDREW J. SCHINDLER**

Age 70

Mr. Schindler served as Chairman of Reynolds American Inc. (tobacco products company) from July 2004 until his retirement in December 2005 and as Chairman and Chief Executive Officer of R. J. Reynolds Tobacco Holdings, Inc. (tobacco products company) from 1999 to 2004. Mr. Schindler achieved the rank of captain in the U.S. Army, where he held command and staff positions in the United States and in Vietnam. Since 2006, he has served as a director of Krispy Kreme Doughnuts Inc. (retail food establishments) and Hanesbrands, Inc. (consumer products company). Mr. Schindler also served as a director of Arvin Meritor, Inc. (motor vehicle parts company) from 2004 until 2008, Reynolds American Inc. from 2004 until 2005 and Pike Electric Corporation (energy solutions company) from 2006 until 2007.

Retired Chairman & CEO,

Summary of experience, qualifications and skills considered in re-nominating Mr. Schindler:

R.J. Reynolds Tobacco

Holdings, Inc.

Broad Leadership Experience: Extensive management and leadership experience through his service to R. J. Reynolds and in military roles, including as a Captain in the U.S. Army

Director Since

May 23, 2007

Consumer Packaged Goods Experience: Strong people leadership, risk-management, brand marketing, operations, strategic change, and personnel development experience and skills pertinent to a consumer goods company**Independent***Corporate Governance:* Broad understanding of governance issues facing public companies from his board service to other public companies**KENNETH E. STINSON**

Age 71

Mr. Stinson is Chairman Emeritus of the Board of Peter Kiewit Sons , Inc. (construction and mining company) and served as Chairman from 1998 to 2012. He served as Chief Executive Officer of Peter Kiewit Sons , Inc. from 1998 until 2004. Mr. Stinson has served as a director of Valmont Industries, Inc. since 1996, and a director of McCarthy Group, L.L.C. (private equity firm) since 2008. He was a director of Kiewit Investment Fund LLP from 2004 until 2012.

Chairman Emeritus,

Peter Kiewit Sons , Inc.

Summary of experience, qualifications and skills considered in re-nominating Mr. Stinson:

Director Since

Broad Leadership Experience: Extensive management and leadership experience through service as Chairman and Chief Executive Officer to Peter Kiewit Sons , Inc.

December 12, 1996

International Experience: Management responsibility over a global infrastructure business

Independent

Corporate Governance: Broad understanding of governance issues facing public companies from his board service to other public companies, including as Chairman of Peter Kiewit Sons , Inc. for 14 years

The Board of Directors recommends a vote FOR each of the listed nominees.

Table of Contents

Corporate Governance

The Board of Directors is committed to performing its responsibilities in a manner consistent with sound governance practices. It routinely reviews its processes to ensure they support informed, competent and independent oversight on behalf of our stockholders. Our Corporate Governance Principles provide a summary of these practices, and are available on our website at <http://investor.conagrafoods.com> through the Corporate Governance link. For your convenience, we have detailed here a variety of practices that may be of interest.

Annual Election of Directors: To promote greater accountability to stockholders, all of our directors stand for election annually.

Majority Voting in Uncontested Director Elections: To be elected in an uncontested election, a director nominee must receive the affirmative vote of a majority of the votes cast in the election. If an incumbent nominee is not elected, he or she is required to promptly tender a resignation to the Board of Directors. The Board will act on the tendered resignation and publicly disclose its decision within 90 days after certification of the election results.

≥ 90% Director Independence: The Board has determined that 11 of our 12 Board members – directors Bay, Brown, Butler, Goldstone, Gregor, Johri, Jurgensen, Lenny, Marshall, Schindler and Stinson – have no material relationship with ConAgra Foods and are independent within the meaning of our independence standards.

In making its independence determinations for our Board candidates, the Board applied the listing standards of the New York Stock Exchange, or NYSE, and the categorical independence standards contained in our Corporate Governance Principles. The Board considers even immaterial relationships in its decision-making process to ensure a complete view of each director's independence. This year, the Board considered that Mr. Bay is the Chief Executive Officer of Valmont Industries, Inc. One of our subsidiaries was a customer for immaterial levels of environmental engineering services during fiscal 2014 from an affiliate of Valmont on an arms-length basis and in the ordinary course of business. Another subsidiary purchased irrigation equipment during fiscal 2014 from an affiliate of Valmont on an arms-length basis and in the ordinary course of business. The Board also reviewed our commercial relationships with companies on whose boards our Board members served during fiscal 2014 (i.e., American International Group, Inc., Ford Motor Company, McDonald's Corporation and Valmont Industries, Inc.). The relationships with these companies involved ConAgra Foods' purchase or sale of products and services in the ordinary course of business on arms-length terms in amounts and under other circumstances that did not affect the relevant directors' independence under our Corporate Governance Principles or under applicable law and NYSE listing standards. Applying the NYSE listing standards and our Corporate Governance Principles, the Board determined that there are no transactions, relationships or arrangements that would impair the independence or judgment of any of our non-employee directors.

In addition to satisfying our independence standards, each member of the Audit / Finance Committee must satisfy an additional SEC independence requirement that provides that the member may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from us or any of our subsidiaries other than his or her director's compensation and may not be an affiliated person of ConAgra Foods. Each member of the Audit / Finance Committee satisfies this additional independence requirement.

Similarly, the SEC and NYSE have adopted rules relating to the independence of members of the Human Resources Committee, or HR Committee. These rules require consideration of the source of HR Committee member compensation, including any consulting, advisory or other compensatory fees paid to the HR Committee member, and HR Committee member affiliation with us, any of our subsidiaries or any affiliates of our subsidiaries. Each member of the HR Committee satisfies these additional independence requirements.

Board Leadership Structure: Our Board of Directors believes that independent Board leadership is a critical component of our governance structure. Our Corporate Governance Principles require us to have either an independent Chairman of the Board or a lead independent director if the positions of Chairman and CEO are held by the same person. Since 2005,

Table of Contents

our Chairman and CEO roles have been separate. With separate Chairman and CEO roles, our CEO can focus his time and energy on setting the strategic direction for the company, overseeing daily operations, engaging with external constituents, developing our leaders and promoting employee engagement at all levels of the organization. Meanwhile, our independent Chairman leads the Board in the performance of its duties by establishing agendas and ensuring appropriate meeting content, engaging with the CEO and senior leadership team between Board meetings on business developments, and providing overall guidance to our CEO as to the Board's views and perspectives, particularly on the strategic direction of the company.

Annual Advisory Vote on Executive Compensation: Consistent with our stockholders' preference as indicated at our 2011 Annual Meeting, our stockholders are given an opportunity to vote, on a non-binding advisory basis, to approve the compensation of our named executive officers on an annual basis.

Board's Role in Risk Oversight: Our senior leadership is responsible for identifying, assessing and managing our exposure to risk. A component of this work is performed through a management-led, Board-appointed Risk Oversight Committee, chaired by our Senior Vice President and Treasurer. Our Board of Directors and its committees play an active role in overseeing management's activities and ensuring management's plans are balanced from a risk/reward perspective. The Board and its committees perform this oversight through the following mechanisms:

Board Discussion: Each fiscal year, a Board meeting is set aside for a discussion of our strategic plan and the longer-term risks and opportunities we face. At other times of the year, our Board receives reports from significant business units and functions. These presentations include a discussion of the business, regulatory, operational and other risks associated with planned strategies and tactics, as well as succession planning matters. The Board also receives an annual report on enterprise risk management from our Senior Vice President and Treasurer.

Audit / Finance Committee Oversight: Our Audit / Finance Committee provides oversight for management's handling of our financial risks. The Committee's Charter requires it to review our processes for assessing and controlling derivative and treasury risk and oversee our risks related to capital structure, including borrowing, liquidity and allocation of capital. The Audit / Finance Committee also oversees our management of financial risk through, among other things, reviewing our significant accounting policies and the activities of management's Risk Oversight Committee, maintaining direct oversight of our Internal Audit function, holding regular executive sessions with our independent auditors, our Chief Financial Officer and Controller, and our head of Internal Audit, and receiving regular legal and regulatory updates. Our Senior Vice President and Treasurer provides an enterprise risk management report to the Audit / Finance Committee on a semi-annual basis. The Chair of the Audit / Finance Committee reports to the full Board on its activities.

Human Resources Committee Oversight: The HR Committee reviews the company's leadership development activities to ensure appropriate succession planning occurs, and also reviews the relationship between the company's compensation programs and risk. The Chair of the HR Committee reports to the full Board on its activities.

Nominating, Governance and Public Affairs Committee Oversight: The N/G/PA Committee assists the Board in managing risks associated with Board organization, membership and structure. It also assists management in the oversight of reputational risks for the company and key public affairs matters, and reviews the company's policies and programs related to corporate citizenship, social responsibility, political giving and public policy issues. The Chair of the N/G/PA Committee reports to the full Board on its activities.

Because issues related to risk oversight often overlap, certain issues may be addressed at both the Committee and full Board level.

Table of Contents

Executive Sessions: The Board of Directors meets on a regularly-scheduled basis and holds an executive session without management present at every regularly-scheduled meeting. The Board holds five regularly-scheduled meetings per year. The Chairman of the Board presides at all Board meetings, including executive sessions.

Attendance: During fiscal 2014, the Board met 8 times (five regular meetings and three special meetings) and acted by unanimous written consent three times. All members attended at least 75% of the total number of meetings of the Board and committees on which he or she served in fiscal 2014. Our Board members are encouraged to attend the annual stockholders' meeting. All nominees who were serving at the time of the 2013 Annual Meeting of Stockholders attended that meeting.

Stock Ownership Guidelines for Directors and Senior Leadership: Directors and senior leaders across the company are subject to stock ownership guidelines.

All non-employee directors are expected to acquire and hold shares of ConAgra Foods common stock during their tenure with a value of at least \$450,000. Directors are expected to acquire these shares within five years following their first election to the Board or September 25, 2014, whichever is later. Current ownership levels for our non-employee Board members are detailed in the section of this Proxy Statement entitled "Non-Employee Director Compensation - Director Stock Ownership Requirements".

Each senior leader across the company is subject to stock ownership guidelines equal to a multiple of the leader's salary. Our Chief Executive Officer, Gary Rodkin, has a stock ownership requirement of six times his salary, and our other named executive officers have stock ownership requirements of four times their salaries. See the section of this Proxy Statement entitled "Compensation Discussion and Analysis - Committee's Views on Executive Stock Ownership" for a summary of the current stockholdings of our named executive officers.

Anti-Pledging/Hedging Policy: Our directors and executive officers, including our named executive officers, are prohibited from pledging their ConAgra Foods stock or hedging their ownership of ConAgra Foods stock, including trading in publicly-traded options, puts, calls, or other derivative instruments related to ConAgra Foods stock or debt.

Clawback Policy: We have a Clawback Policy that requires excess amounts paid to any of our senior officers under our incentive compensation programs to be recovered in the event of a material restatement of our financial statements for fiscal 2013 or later fiscal years, resulting from the fraudulent, dishonest or reckless actions of the senior officer.

Commitment to Investing in Our People, Sustainable Business Practices and Corporate Citizenship: We believe that we have an obligation to invest in our employees, be a good steward of the environment, give back to the communities we serve and drive economic gain for stakeholders. In fact, investing in our people and corporate citizenship are two of the five objectives in the strategic road map we announced in fiscal 2012, which we call our Recipe for Growth (described in more detail in the "Compensation Discussion and Analysis" section of this Proxy Statement). We have established clear corporate citizenship goals, and favor transparency with stakeholders on our corporate responsibility progress. A few examples of our many corporate responsibility and people achievements in recent years include the following:

During fiscal 2014, for the third time, ConAgra Foods was listed on the Dow Jones Sustainability Index, or DJSI, for North America, one of the world's most recognizable sustainability indices.

Our internal awards program intended to drive and reward innovative approaches to sustainability continued to deliver environmental and bottom line benefits. The 85 applicants in fiscal 2014 collectively reduced greenhouse gas emissions by more than 9,500 metric tons, reduced landfill waste by 10,500 tons, optimized and improved packaging, while using 7.8 million pounds less material, and conserved more than 820 million gallons of water while also delivering more than \$30 million in savings.

Table of Contents

We continued to make strides in our employee safety performance during fiscal 2014, with 27 facilities logging no recordable injuries.

ConAgra Foods employees volunteered more than 6,200 hours during our month of service in April 2014. With more than 2,300 employees taking part, we packed 1.1 million meals in the Kids Against Hunger events alone spanning 8 different ConAgra Foods facilities. More than 113,000 pounds of food was packed and/or sorted at food banks and