

STEELCASE INC  
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May 14, 2008

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

SCHEDULE 14A

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

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

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

STEELCASE INC.

(Name of Registrant as Specified In Its Charter)

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

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**NOTICE OF ANNUAL MEETING**

The Board of Directors of Steelcase Inc. cordially invites all shareholders to attend the Company's 2008 Annual Meeting of Shareholders as follows:

Date: June 26, 2008  
Time: 11:00 a.m. Eastern Daylight Time  
Location: Steelcase Global Headquarters  
901 44th Street SE  
Grand Rapids, Michigan 49508

The Annual Meeting is being held to allow you to vote on any matter properly brought before the shareholders, including the following proposal for the election of directors nominated to a three-year term on the Board of Directors:

Earl D. Holton  
Michael J. Jandernoa  
Peter M. Wege II  
Kate Pew Wolters

If you were a shareholder of record as of the close of business on April 28, 2008, you are eligible to vote. You may either vote at the meeting or by proxy, which allows your shares to be voted at the meeting even if you are not able to attend. If you choose to vote by proxy:

Please carefully review the enclosed proxy statement and proxy card.

Select your preferred method of voting, including by telephone, Internet or signing and mailing the proxy card.

You can withdraw your proxy and vote your shares at the meeting if you decide to do so.

Every vote is important, and you are urged to vote your shares as soon as possible.

We look forward to seeing you at the meeting.

By Order of the Board of Directors,

Lizbeth S. O' Shaughnessy  
Vice President,  
Chief Legal Officer and Secretary

Grand Rapids, Michigan  
May 14, 2008

Steelcase Inc., P.O. Box 1967, Grand Rapids, MI 49501-1967 USA [www.steelcase.com](http://www.steelcase.com)



**PROXY STATEMENT**

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## QUESTIONS AND ANSWERS

### *What am I voting on?*

You are being asked to vote on the election of nominees to serve on our Board of Directors and any other business properly coming before the 2008 Annual Meeting of Shareholders, which we refer to in this proxy statement as the Meeting.

### *How does the Board of Directors recommend I vote?*

The Board of Directors recommends that you vote FOR each of the nominees for director listed on page 3.

### *Who is entitled to vote?*

Shareholders of record of Class A Common Stock or Class B Common Stock at the close of business on April 28, 2008 (the Record Date ) may vote at the Meeting.

### *How many shares were outstanding on the Record Date?*

At the close of business on April 28, 2008, there were 78,743,499 shares of Class A Common Stock and 56,347,530 shares of Class B Common Stock outstanding.

### *How many votes do I have?*

Each shareholder has one vote per share of Class A Common Stock and ten votes per share of Class B Common Stock owned of record at the close of business on April 28, 2008.

### *How do I vote?*

If you are a registered shareholder (that is, you hold your Steelcase stock directly in your name), you may vote by telephone, Internet or mail or by attending the Meeting and voting in person.

**To vote by telephone or Internet:** Please follow the instructions on the proxy card. The deadline for voting by telephone or Internet is 11:59 p.m. Eastern Daylight Time on June 25, 2008.

**To vote by mail:** Please complete, sign and date the accompanying proxy card and return it in the enclosed postage-paid envelope. Only cards received and processed before 11:00 a.m. Eastern Daylight Time on June 26, 2008 will be voted.

If you hold your stock in street name (that is, your shares are registered in the name of a bank, broker or other nominee, which we will collectively refer to as your broker ), you must vote your shares in the manner required by your broker.

Whether you vote by telephone, Internet or mail, you may specify whether your shares should be voted for all, some or none of the nominees for director.

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If you do not specify a choice and you use the enclosed proxy card, your shares will be voted FOR the election of each of the nominees for director listed under *Proposal Requiring Your Vote Election of Directors*.

If you do not specify a choice and you use a ballot card supplied by your broker, the rules of the New York Stock Exchange, or NYSE, provide that your broker can vote as they wish on the election of nominees for director. For more information on the NYSE rules about broker voting, please see *Voting* under *Supplemental Information*.

***What should I do if I received more than one proxy card?***

If you received more than one proxy card, it is likely that your shares are registered differently or are in more than one account. You should sign and return all proxy cards to ensure all of your shares are voted.

***How will voting on any other business be conducted?***

For any other matter that properly comes before the Meeting, your shares will be voted in the discretion of the proxy holders. As of April 28, 2008, we do not know of any other matter to be considered at the Meeting.

***Can I revoke my proxy?***

If you appoint a proxy, you may revoke it at any time before it is exercised by notifying the Company's Secretary in writing, by delivering a later-dated proxy to the Company's Secretary or by attending the Meeting and voting in person.

***Who can attend the Meeting?***

Shareholders of record of Class A Common Stock or Class B Common Stock may attend the Meeting.

***Can I listen to the Meeting if I cannot attend?***

You can listen to a live webcast of the Meeting on the Internet. Instructions for listening to the webcast will be available on the Webcasts & Presentations page of the Investor Relations section of our website, located under our company at [www.steelcase.com](http://www.steelcase.com), approximately one week before the Meeting. An audio replay of the Meeting will be available on our website shortly after the conclusion of the Meeting and until September 26, 2008.

***Why didn't I receive printed copies of this proxy statement and the annual report?***

To demonstrate our commitment to sustainability by reducing the amount of paper, ink and other resources consumed in printing and mailing our annual report and proxy statement, and to reduce the costs to our company, this year we have elected to implement a process for the distribution of our proxy materials called notice and access. Notice and access, which was recently authorized by the Securities and Exchange Commission, or SEC, allows us to send you a brief written notice, called a Notice of Internet Availability of Proxy Materials which lists the address of a website where you can view, print or request printed copies of our proxy materials and an email address and toll-free telephone number that you can use to request printed copies of our proxy materials. If you wish to elect to receive printed copies of our proxy materials each year, you can make a permanent request.

***What if I have the same address as another shareholder?***

We send a single copy of our Notice of Internet Availability of Proxy Materials to any household at which two or more shareholders reside if they appear to be members of the same family. This practice is known as householding and helps reduce our printing and postage costs. Any shareholder residing at the same address as another shareholder who wishes to receive a single document or separate documents should call 1-800-542-1061 or write to Broadridge Financial Solutions, Household Department, 51 Mercedes Way, Edgewood, New York 11717, and we will deliver the requested documents promptly.

***When and how are shareholder proposals for next year's Annual Meeting to be submitted?***



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We must receive any shareholder proposals to be included in our proxy statement for the 2009 Annual Meeting of Shareholders by January 14, 2009. Shareholder proposals to be presented from the floor of the 2009 Annual Meeting must be received no earlier than March 28, 2009 and no later than April 17, 2009. All shareholder proposals must be sent in the manner and meet the requirements specified in our by-laws.

## **PROPOSAL REQUIRING YOUR VOTE ELECTION OF DIRECTORS**

Our Board of Directors currently has eleven members and is divided into three classes serving staggered three-year terms. There are four nominees for election this year. Each is currently a member of our Board and is nominated to serve as a Class I director for a term that will expire at the 2011 Annual Meeting. The Board of Directors recommends that you vote FOR each of the nominees.

### **Nominees for Election as Class I Directors for the Term Expiring in 2011:**

**Earl D. Holton**

**Director since 1998**

Mr. Holton held various management positions at Meijer, Inc., a Grand Rapids, Michigan-based operator of retail food and general merchandise stores, including Vice Chairman from 1999, until his retirement in 2004. Age 74.

**Michael J. Jandernoa**

**Director since 2002**

Mr. Jandernoa has been a general partner of Bridge Street Capital Fund I, L.P., a Grand Rapids, Michigan venture capital fund, since 2004. He served as Chairman of the Board of Directors of Perrigo Company, a manufacturer of over-the-counter store-brand pharmaceutical and nutritional products, from 1991 through 2003. Mr. Jandernoa is also a director of Perrigo Company and Fifth Third Bank a Michigan banking corporation. Age 58.

**Peter M. Wege II**

**Director since 1979**

Mr. Wege II has been Chairman of the Board of Directors of Contract Pharmaceuticals Ltd., a manufacturer and distributor of prescription and over-the-counter pharmaceuticals, since 2000. From 1981 to 1989, he held various positions at Steelcase, including President of Steelcase Canada Ltd. Age 59.

**Kate Pew Wolters**

**Director since 2001**

Ms. Wolters has been engaged in philanthropic activities since 1996. She is currently President of the Kate and Richard Wolters Foundation and is a community volunteer and advisor. She also serves as Chair of the Board of Trustees of the Steelcase Foundation. Age 50.



**Class II Directors Continuing in Office for the Term Expiring in 2009:**

**William P. Crawford**

**Director since 1979**

Mr. Crawford held various positions at Steelcase from 1965 until his retirement in 2000, including President and Chief Executive Officer of the Steelcase Design Partnership. Mr. Crawford is also a director of Fifth Third Bank a Michigan banking corporation. Age 65.

**Elizabeth Valk Long**

**Director since 2001**

Ms. Long held various management positions, including Executive Vice President, at Time Inc., a magazine publisher, until her retirement in 2001. Ms. Long also serves on the Board of Directors of Belk, Inc. and The J.M. Smucker Company. Age 58.

**Robert C. Pew III**

**Director since 1987**

Mr. Pew III has been a private investor since 2004 and operated Cane Creek Farm from 1995 to 2003. From 1974 to 1984 and from 1988 to 1994, Mr. Pew III held various positions at Steelcase, including President, Steelcase North America and Executive Vice President, Operations. Mr. Pew III has served as Chair of our Board of Directors since June 2003. Age 57.

**Cathy D. Ross**

**Director since 2006**

Ms. Ross has been Senior Vice President and Chief Financial Officer of Federal Express Corporation, an express transportation company and subsidiary of FedEx Corporation, since 2004. Ms. Ross also held a variety of other positions at FedEx, including Vice President, Express Financial Planning from 1998 to 2004. Age 50.

**Class III Directors Continuing in Office for the Term Expiring in 2010:**

**James P. Hackett**

**Director since 1994**

Mr. Hackett has been President and Chief Executive Officer of Steelcase since 1994. Mr. Hackett also serves as a member of the Board of Trustees of The Northwestern Mutual Life Insurance Company and the Board of Directors of Fifth Third Bancorp. Age 53.

**David W. Joos**

**Director since 2001**

Mr. Joos has been President and Chief Executive Officer of CMS Energy Corporation, an energy company, and Chief Executive Officer of its primary electric utility, Consumers Energy Company, since 2004. Mr. Joos served as President and Chief Operating Officer of CMS Energy Corporation and Consumers Energy Company from 2001 to 2004. Mr. Joos serves on the Board of Directors of CMS Energy Corporation and Consumers Energy Company. Age 55.

**P. Craig Welch, Jr.**

**Director since 1979**

Mr. Welch, Jr. has been Manager and a member of Honzo LLC, an investment/venture capital firm, since 1999. From 1967 to 1987, Mr. Welch, Jr. held various positions at Steelcase, including Director of Information Services and Director of Production Inventory Control. Age 63.

**Related Directors**

Robert C. Pew III and Kate Pew Wolters are brother and sister and are first cousins to William P. Crawford and P. Craig Welch, Jr., and Mr. Crawford and Mr. Welch, Jr. are first cousins to each other.

**Chairman Emeritus**

Our Board has designated our former director Robert C. Pew II as Chairman Emeritus. As Chairman Emeritus, Mr. Pew II is invited to attend Board and committee meetings, but he does not have any right to vote as a director and does not receive any retainer or other meeting fees.

## RELATED PERSON TRANSACTIONS

### Fiscal Year 2008 Transactions

The following transactions occurred during fiscal year 2008 between our company and our directors, executive officers or owners of more than 5% of our voting securities:

In April 2007, we repurchased an aggregate of 1,718,750 shares of our Class B Common Stock from (1) the William P. Crawford Trust U/A/D December 27, 1995, as amended, of which William P. Crawford is the trustee, (2) the Marilyn M. Crawford Trust U/A/D December 27, 1995, as amended, of which Mr. Crawford's wife is the trustee, (3) the Walter D. Idema Grandchild Trust for the benefit of William P. Crawford U/A/D December 15, 1965, of which Mr. Crawford is a co-trustee, and (4) the Walter D. Idema Grandchild Trust No. 2 for the benefit of William P. Crawford U/A/D December 23, 1965, of which Mr. Crawford is a co-trustee. The purchase price was an aggregate of \$33.0 million, or \$19.20 per share. William P. Crawford is one of our directors and a beneficial owner of more than 5% of our Class A Common Stock and Class B Common Stock.

We purchased approximately \$2.5 million in products and/or services from A&K Finishing, Inc. during fiscal year 2008. Robert W. Corl is a greater than 10% owner of A&K Finishing, Inc. and is a brother-in-law of P. Craig Welch, Jr., one of our directors and a beneficial owner of more than 5% of our Class A Common Stock and Class B Common Stock.

We paid approximately \$542,000 in fees to Fifth Third Bancorp and its subsidiaries ( Fifth Third ) for cash management services, letters of credit, credit commitments under our global bank facility and retirement plan services. Fifth Third is a record holder of more than 5% of our Class A Common Stock and Class B Common Stock. In addition, our President and Chief Executive Officer, James P. Hackett, is a director of Fifth Third Bancorp, and directors William P. Crawford and Michael J. Jandernoa are directors of Fifth Third Bank a Michigan banking corporation, but none of Messrs. Hackett, Crawford or Jandernoa is considered to have a direct or indirect material interest in our transactions with Fifth Third.

We sold products and related services for approximately \$4.9 million to Fifth Third. The sales were made in the ordinary course of business at prevailing prices not more favorable to Fifth Third than those available to other customers for similar purchases.

We employed Jennifer C. Niemann as a vice president of Steelcase Inc., a non-executive officer position, and paid her related compensation. For fiscal year 2008, Ms. Niemann earned \$508,886 in total compensation, which included her base salary, annual and long-term awards under our Management Incentive Plan, earnings on prior years' Management Incentive Plan awards, the amount we recognized as expense for financial statement reporting purposes for stock awards, restricted stock dividends, company contributions under our Retirement Plan and Restoration Retirement Plan, life insurance premiums paid by us and a Christmas gift card. She also received benefits available to our other North American employees in comparable positions. Ms. Niemann is the daughter of William P. Crawford, one of our directors and a beneficial owner of more than 5% of our Class A Common Stock and Class B Common Stock.

### Related Person Transactions Policy

We have a written Related Person Transactions Policy under which the Nominating and Corporate Governance Committee is responsible for reviewing and approving transactions with us in which certain related persons, as defined in the policy, have a direct or indirect material interest. Related persons include our directors and executive officers, members of their immediate family and persons who beneficially own more than 5% of our stock. A copy of our Related Person Transactions Policy is posted in the Corporate Governance section of our website, located at [www.steelcase.com](http://www.steelcase.com), and found under our company, About Steelcase.

Under the policy, our Chief Legal Officer determines whether any identified potential related person transaction requires review and approval by the Committee, in which case the transaction is referred to

the Committee for approval, ratification or other action. If management becomes aware of an existing related person transaction which has not been approved by the Committee, the transaction is referred to the Committee for appropriate action. In those instances where it is not practicable or desirable to wait until the next Committee meeting to consider the transaction, the Committee has delegated authority to the Chair of the Committee to consider the transaction in accordance with the policy.

The Committee is authorized to approve those related person transactions which are in, or are not inconsistent with, the best interests of our company and our shareholders. Certain categories of transactions have been identified as permissible without approval by the Committee, as the transactions involve no meaningful potential to cause disadvantage to us or to give advantage to the related person. These categories of permissible transactions include, for example, the sale or purchase of products or services at prevailing prices in the ordinary course of business if (1) the amount involved did not exceed 5% of our gross revenues or the gross revenues of the related person, (2) our sale or purchase decision was not influenced by the related person while acting in any capacity for us, and (3) the transaction did not result in a commission, enhancement or bonus or other direct benefit to an individual related person.

In considering any transaction, the Committee considers all relevant factors, including, as applicable:

the benefits to us,

the impact on a director's independence,

the availability of other sources for comparable products or services,

the terms of the transaction and

the terms available to unrelated third parties, or to employees generally, for comparable transactions.

The Committee reviewed each of the transactions described above under Fiscal Year 2008 Transactions, and following such review, the Committee approved the purchase of products or services from A&K Finishing, Inc., the employment of Ms. Niemann and the payment of related compensation to her. The repurchase of shares from trusts affiliated with Mr. Crawford was approved by our Board of Directors, and approval of the transactions with Fifth Third was not required pursuant to our Related Person Transactions Policy, because Fifth Third is an institutional shareholder holding Steelcase stock with no apparent purpose or effect of changing or influencing control of our company. In each case, the director related to the person or entity involved in the transaction did not participate in the review and approval of the transaction by the Committee or the Board of Directors.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and those who beneficially own more than 10% of our Class A Common Stock to file reports of initial ownership and changes in their beneficial ownership of shares of Class A Common Stock with the SEC. Based on our review of the reports filed with the SEC, and written representations that no reports were required, we believe that during fiscal year 2008, all Section 16(a) reports were filed on a timely basis, except (1) one Form 4, reporting two transactions, was filed late by Peter M. Wege, (2) one Form 4, reporting one transaction, was filed late by Frank H. Merlotti, Jr. and (3) James G. Mitchell filed a late amendment to a timely filed Form 3.

#### **DIRECTOR INDEPENDENCE**



Our Board of Directors has determined that William P. Crawford, Earl D. Holton, Michael J. Jandernoa, David W. Joos, Elizabeth Valk Long, Robert C. Pew III, Cathy D. Ross, Peter M. Wege II, P. Craig Welch, Jr. and Kate Pew Wolters are independent. James P. Hackett is not considered independent because of his executive management position. All of the members of our Audit, Compensation and Nominating and Corporate Governance Committees are independent.

The independence of our directors is assessed using the listing standards of the NYSE, and our Board adopted categorical standards to guide the determination of each director's independence. Under these standards, none of the following is considered a material relationship impairing a director's independence:

the director is currently employed in any capacity by, or is an equity owner in, another company that has done or does business with us, provided that:

the amount of business with us is less than the greater of \$1 million or 1% of the other company's annual gross revenue, or

the director's ownership interest does not exceed 5% of the total equity interests in the other company;

the director is currently serving solely as a director, advisory director, consultant or in a similar non-employee position with another company that has done or does business with us, regardless of the amount;

the director is currently employed as an executive officer of a charitable institution that has received contributions from us or the Steelcase Foundation, provided that the amount of the contributions in any of the last three years is less than the greater of \$1 million or 2% of the charitable institution's annual gross revenue;

the director is currently serving solely as a director, trustee, volunteer, committee member or in a similar position (and not as an executive officer) of a charitable institution that has received contributions in any amount from us or the Steelcase Foundation during any of the past three years;

we have employed a member of the director's immediate family within the last three years, provided that such employment was not as a board-elected officer;

the director, as part of his or her service on our Board of Directors also serves as a trustee of the Steelcase Foundation and/or a director of a subsidiary or affiliate; or

we previously employed the director in any capacity, provided that the director's employment ceased more than five years ago.

As used in the above categorical standards, "business with us" includes us selling products or services to the other company, either directly or through our dealers, and us buying products or services from the other company during the last three years. Unless the context otherwise requires, "director" includes the director and his or her immediate family members as defined in the NYSE listing standards. A copy of these categorical standards for director independence is also available in the Corporate Governance section of our website, located at [www.steelcase.com](http://www.steelcase.com), and found under "our company," "About Steelcase."

On an annual basis, the Nominating and Corporate Governance Committee assesses the independence of our directors by reviewing and considering all relevant facts and circumstances and presents its findings and recommendations to our Board of Directors. For fiscal year 2008, the following relationships were considered by the Committee in assessing the independence of our directors:

<b>Director</b>	<b>Relationships Considered</b>
William P. Crawford	Mr. Crawford's daughter is employed by Steelcase. She is not a board-elected officer.

Earl D. Holton

Mr. Holton is an owner of a company from which we purchased services. The purchases were made in the ordinary course of business, and the amount of business involved was less than \$1 million.

**Director**

**Relationships Considered**

David W. Joos

Mr. Joos is the President and Chief Executive Officer of two companies which purchased products from us or our dealers and/or from which we purchased services. In each case, the amount involved was less than 1% of the other company's annual gross revenues, and the transactions were made in the ordinary course of business.

Cathy D. Ross

Ms. Ross is the Chief Financial Officer of a company which purchased products from us or our dealers and/or from which we purchased services. In each case, the amount involved was less than 1% of the other company's annual gross revenues, and the transactions were made in the ordinary course of business.

Peter M. Wege II

Mr. Wege II's daughter was employed by a Steelcase subsidiary during a portion of fiscal year 2008. She was not a board-elected officer.

P. Craig Welch, Jr.

Mr. Welch, Jr.'s son is an executive officer and equity owner of a company from which we purchased products and/or services. The amount involved was less than \$1 million, and the transactions were made in the ordinary course of business.

Mr. Welch, Jr.'s brother-in-law is an equity owner of a company from which we purchased products and/or services. The amount involved was more than \$1 million, and the transactions were made in the ordinary course of business.

In addition, the Committee considered that:

directors Crawford, Holton, Jandernoa, Joos, Long, Pew III, Wege II and Wolters or members of their immediate family serve on the boards of charitable organizations which received contributions from us or the Steelcase Foundation;

directors Crawford, Jandernoa and Joos serve on the boards of directors of companies which purchased products from us or our dealers and/or from which we purchased products and/or services in the ordinary course of business; and

members of the immediate family of directors Holton, Jandernoa, Joos, Long and Ross are employees of companies which purchased products from us or our dealers and/or from which we purchased services in the ordinary course of business, in each case involving less than the greater of \$1 million or 1% of the other company's annual gross revenues.

The Committee determined that, with the exception of the relationship between us and Mr. Welch, Jr.'s brother-in-law, each of the relationships it considered fell within the categorical standards adopted by the Board and, as a result, the relationships were not material. Following a review of the relevant facts and circumstances relating to the transaction involving Mr. Welch, Jr.'s brother-in-law and assessing the materiality of the relationship from the standpoint of Mr. Welch, Jr. and of his brother-in-law, the Committee determined that the relationship was not material.

**The Steelcase Foundation**

The Steelcase Foundation is included in the categorical standards for director independence described above. The Foundation was established in 1951 by our founders to give back to the communities that have been instrumental to our operations and growth by making grants to non-profit organizations, projects and programs in those communities. From time to time, we donate a portion of our earnings to the Foundation, as determined by our Board of Directors. The following of our directors also serve as Foundation trustees: James P. Hackett, Earl D. Holton, Robert C. Pew III and Kate Pew Wolters, who serves as Chair of the Board of Trustees of the Foundation. The other trustees of the

Foundation are Mary Goodwillie Nelson (sister of director Peter M. Wege II), Peter M. Wege (father of director Peter M. Wege II) and James C. Welch (brother of director P. Craig Welch, Jr.).

### BOARD MEETINGS

Our Board of Directors met six times during fiscal year 2008. Each of our directors attended at least 75% of the total number of meetings of the Board and the committees on which they served during the year. Our Board's policy is that each director is expected to attend our annual meeting of shareholders, and each of our directors attended our 2007 Annual Meeting.

### COMMITTEES OF THE BOARD OF DIRECTORS

Four standing committees assist our Board of Directors in fulfilling its responsibilities: the Nominating and Corporate Governance Committee, the Audit Committee, the Compensation Committee and the Executive Committee. The Executive Committee, which was established to exercise the powers of the Board of Directors when necessary between regular Board meetings, did not meet during fiscal year 2008. Each committee has the power to conduct or authorize investigations or studies of matters within the scope of its responsibilities and may, at our expense, retain independent counsel or other consultants or advisors as deemed necessary. Each committee also has the sole authority to retain or terminate its consultants and approve the payment of fees.

#### Committee Membership and Meetings

The table below indicates the current membership of each of the Board of Directors' committees and the number of times the committees met during fiscal year 2008. All of the members of these committees are independent.

Committee	Meetings in FY08	Current Members
Nominating and Corporate Governance	3	Kate Pew Wolters (Chair) William P. Crawford Elizabeth Valk Long P. Craig Welch, Jr.
Audit	6	Michael J. Jandernoa (Chair) Robert C. Pew III Cathy D. Ross Peter M. Wege II
Compensation	6	David W. Joos (Chair) Earl D. Holton Michael J. Jandernoa Elizabeth Valk Long P. Craig Welch, Jr.

#### Committee Charters

Each of these committees operates under a written charter adopted by the Board of Directors that is reviewed and assessed at least annually. The current charters of our Nominating and Corporate Governance, Audit and Compensation Committees, and our Corporate Governance Principles are available in the Corporate Governance

section of our website, located at [www.steelcase.com](http://www.steelcase.com), and found under our company, About Steelcase. The principal responsibilities of each committee are listed below.

## **Nominating and Corporate Governance Committee**

### ***Responsibilities***

The principal responsibilities of the Nominating and Corporate Governance Committee are:

establishing procedures for identifying and evaluating potential director nominees and recommending nominees for election to our Board of Directors;

reviewing the suitability for continued service of directors when their terms are expiring or a significant change in responsibility occurs, including a change in employment;

reviewing annually the composition of our Board of Directors to ensure it reflects an appropriate balance of knowledge, experience, skills, expertise and diversity;

making recommendations to our Board regarding its size, the frequency and structure of its meetings and other aspects of the governance procedures of our Board of Directors;

making recommendations to our Board regarding the functioning and composition of Board committees;

reviewing our Corporate Governance Principles at least annually and recommending appropriate changes to our Board of Directors;

overseeing the annual self-evaluation of our Board of Directors and annual evaluation of our Chief Executive Officer, or CEO;

reviewing director compensation and recommending appropriate changes to our Board of Directors;

administering our Related Person Transactions Policy and the Board's policy on disclosing and managing conflicts of interest;

reviewing and approving any related person transactions under our Related Person Transactions Policy; and

considering any waiver request under our Code of Ethics and Code of Business Conduct.

### ***Qualifications for Nominees***

Nominees for director are selected on the basis of several criteria, the most fundamental of which is integrity. Our Board is committed to diversity, and a candidate's ability to add to the diversity of our Board is also considered. Directors are expected to be curious and demanding independent thinkers who possess appropriate business judgment and are committed to representing the long-term interests of shareholders. Directors must possess knowledge, experience, skills or expertise that will enhance our Board's ability to direct our business. They must also be willing and able to spend the time and effort necessary to effectively perform their responsibilities. Directors must be prepared to resign from our Board in the event that they have a significant change in responsibilities, including a change in employment, as required by our Corporate Governance Principles.

### ***Consideration of Candidates for Director***



The Nominating and Corporate Governance Committee considers candidates suggested by its members, other directors and senior management in anticipation of potential or expected Board vacancies. After identifying a potential candidate, the Committee collects and reviews publicly-available information to assess whether they should be considered further. If the candidate warrants further consideration, the Chair or another member of the Committee will initiate a contact. Generally, if the person expresses a willingness to be considered, the Committee requests information from the candidate, reviews their qualifications and accomplishments and conducts one or more interviews with

the candidate. Committee members may also contact references or others who have personal knowledge of the candidate's accomplishments.

The Committee will also consider candidates recommended by shareholders for nomination by the Board, taking into consideration the needs of the Board and the qualifications of the candidate. Shareholders must submit recommendations to the Company's Secretary in writing and include the following information:

the recommending shareholder's name and evidence of ownership of our stock, including the number of shares owned and the length of time owned; and

the candidate's name, resume or a listing of qualifications to be a director of the Company and the person's consent to be named as a director if selected by the Nominating and Corporate Governance Committee and nominated by the Board.

Shareholders may also make their own nominations for director by following the process specified in our by-laws.

### ***Use of Third Parties***

During fiscal year 2008, the Committee retained Boyden Global Executive Search to assist it with identifying and evaluating potential candidates.

### **Audit Committee**

#### ***Responsibilities***

The principal responsibilities of the Audit Committee are:

appointing the independent auditor and reviewing and approving its services and fees in advance;

reviewing the performance of our independent auditor and, if circumstances warrant, making decisions regarding its replacement or termination;

evaluating the independence of the independent auditor;

reviewing and concurring with the appointment, replacement, reassignment or dismissal of the head of our internal audit group, reviewing his annual performance evaluation and reviewing the group's budget and staffing;

reviewing the scope of the internal and independent annual audit plans and monitoring progress and results;

reviewing our critical accounting policies and practices;

reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures;

reviewing our financial reporting, including the results of the annual audit and interim financial statements, as well as the type of information included in our earnings press releases;

reviewing the process by which we monitor, assess and manage our exposure to risk; and

reviewing compliance with our Global Business Standards, as well as legal and regulatory compliance.

***Audit Committee Financial Experts***

The Board of Directors has designated Michael J. Jandernoa and Cathy D. Ross as audit committee financial experts, as defined by the SEC's rules and regulations, based on their respective financial and accounting education and experience. Mr. Jandernoa and Ms. Ross are independent, as independence of audit committee members is defined by the listing standards of the NYSE.

## **Compensation Committee**

### ***Responsibilities***

The principal responsibilities of the Compensation Committee are:

establishing our compensation philosophy;

reviewing and approving the compensation of our executive officers, and submitting the compensation of our CEO to the Board of Directors for ratification;

reviewing executive and non-executive compensation programs and benefit plans to assess their competitiveness, reasonableness and alignment with our compensation philosophy;

making awards and taking other actions under our incentive compensation and equity-based compensation plans; and

reviewing the Compensation Discussion and Analysis and other executive compensation disclosures contained in our annual proxy statements.

### ***Authority of the Compensation Committee***

Pursuant to its charter, the Compensation Committee is authorized by our Board of Directors to oversee our compensation and employee benefit practices and plans generally, including our executive compensation, incentive compensation and equity-based plans. The Committee may delegate its authority to subcommittees, provided that any such subcommittee must consist of at least two members, and the Committee may also delegate appropriate responsibilities associated with our benefit and compensation plans to members of management. The Compensation Committee must submit any changes to our CEO's compensation to our Board of Directors for ratification.

### ***Delegation of Authority***

The Compensation Committee has delegated to our CEO the authority to grant stock options, restricted stock and restricted stock units to employees. Under this delegated authority, our CEO cannot grant options to acquire more than 5,000 shares, more than 2,000 shares of restricted stock or more than 2,000 restricted stock units in any year to any one individual, and he cannot grant, in the aggregate, options to acquire more than 100,000 shares, more than 40,000 shares of restricted stock and more than 40,000 restricted stock units in any year. Also, our CEO cannot grant any stock options, restricted stock or restricted stock units to any executive officer. The Compe