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RUNNING AN EFFECTIVE INVESTOR RELATIONS DEPARTMENT

A Comprehensive Guide

STEVEN M. BRAGG

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Preface

INVESTOR RELATIONS IS AN extremely complicated activity, because it requires an intensive level of communications with an unusually broad range of constituencies—analysts, brokers, investors, investment bankers, credit rating agencies, and the board of directors. The type of communication used is broad, requiring considerable skill in producing a multitude of written documents, Web site pages, press releases, conference calls, road shows, and other meetings. However, these communications are tightly controlled by government disclosure requirements that could land a company in a great deal of trouble if it violates them.

Running an Effective Investor Relations Department: A Comprehensive Guide was designed to assist the investor relations professional in creating a message for the investment community, navigating through the various constituencies, handling many forms of communication, and knowing how to operate within government disclosure guidelines. The first two chapters address the management needs of the investor relations function, covering the goals and objectives of investor relations, how to budget for it, several specific management issues, and how to build an investor relations officer (IRO) job description.

Chapters 3 through 7 address every aspect of communications with the investment community. They cover how to create a viable company story, as well as how to conduct a road show, conference call, and annual meeting. There is also a lengthy discussion of the proper formatting of a press release, and how to write a fact sheet, annual report, and many other reports. Chapter 7 specifically addresses the various elements of an investor relations Web site and refers the reader to a number of company sites that have taken the presentation of investor relations information to a high level.

Chapters 8 through 11 cover multiple aspects of disclosure rules. Chapter 8 reveals the requirements for management discussion and analysis (MD&A) reporting, while Chapter 9 covers Form 8-K event reporting, Regulation Fair Disclosure, and disclosure compliance policies. Chapter 10 addresses the origins of class action lawsuits, as well as the proper way to handle forward-looking statements. Chapter 11 discusses the reasons why guidance is used, as well as its format and timing, and the proper level of aggressiveness to be communicated.

Chapters 12 through 18 cover the various investor relations constituencies—the buy side, sell side, credit rating agencies, board of directors, and short sellers. These chapters primarily describe the nature and needs of each constituency and how to deal with them. Special topics are also addressed, such as the requirements for being an accredited investor, how to handle short sellers, the fee structures and requirements of the various stock exchanges, and how to monitor the markets.

Chapters 19 through 23 cover a broad range of miscellaneous topics. Chapter 19 addresses blue sky laws, while Chapter 20 shows how to conduct both traditional and electronic proxy solicitations. Chapter 21 discusses the intricacies of dividends and stock buy-backs, while Chapter 22 covers how to outsource a variety of investor relations activities. Finally, Chapter 23 reveals a broad range of metrics that can be used to measure a company's investor relations activities, as well as its performance for presentation to outside investors.

Taken as a whole, *Running an Effective Investor Relations Department* is intended to be the daily reference source for the investor relations professional.

About the Author

Steven Bragg, CPA, has been the chief financial officer or controller of four companies, as well as a consulting manager at Ernst & Young and auditor at Deloitte & Touche. He received a master's degree in finance from Bentley College, an MBA from Babson College, and a bachelor's degree in Economics from the University of Maine. He has been the two-time president of the Colorado Mountain Club and is an avid alpine skier, mountain biker, and certified master diver. Mr. Bragg resides in Centennial, Colorado. He has written the following books:

Accounting and Finance for Your Small Business
Accounting Best Practices
Accounting Control Best Practices
Accounting Policies and Procedures Manual
Advanced Accounting Systems
Billing and Collections Best Practices
Business Ratios and Formulas
Controller's Guide to Costing
Controller's Guide to Planning and Controlling Operations
Controller's Guide: Roles and Responsibilities for the New Controller
Controllership
Cost Accounting
Cost Reduction Analysis
Essentials of Payroll
Fast Close
Financial Analysis
GAAP Guide
GAAP Policies and Procedures Manual
GAAS Guide
Inventory Accounting

Inventory Best Practices
Investor Relations
Just-in-Time Accounting
Management Accounting Best Practices
Managing Explosive Corporate Growth
Mergers & Acquisitions
Outsourcing
Payroll Accounting
Payroll Best Practices
Revenue Recognition
Run the Rockies
Running a Public Company
Sales and Operations for Your Small Business
The Controller's Function
The New CFO Financial Leadership Manual
The Ultimate Accountants' Reference
The Vest Pocket Controller's Guide
Throughput Accounting

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Steve Bragg issues the Accounting Best Practices podcast, which is available on iTunes and at www.accountingtools.com.

Running an Effective Investor Relations Department

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CHAPTER ONE

Managing Investor Relations

THE WORK OF THE investor relations officer (IRO) centers on communicating the company's current and potential market value to investors. IROs achieve this by targeting a specific set of goals and using a broad range of tools to attain them. They must also be conversant with the methods for constructing a viable investor relations budget. Furthermore, proper management of bad news defines the character of the IRO, and is a key driver of investor faith in a company. All of these topics, and more, are addressed in this chapter.

WHY HAVE AN INVESTOR RELATIONS DEPARTMENT?

A public company is not required to have a public relations department at all. There is no legal requirement to engage in any communications with the investment community, outside of the required SEC filings. However, when there is no investor relations function, investors must rely solely on media, Internet, and SEC reports, which are all based on historical information or sometimes on conjecture. With this limited pool of information, investors are less inclined to acquire a company's stock, and will certainly not bid it up above the average market valuation of the peer group against which the company is usually compared.

Given this lower stock price, a company's cost of capital tends to be higher, since it will obtain fewer funds per share sold. Also, without strong demand for a stock, its price will tend to be more volatile, with many upward and downward transactions over short periods of time. Further, without a consistent investment message being promulgated by a company, short sellers will be more inclined to feed erroneous information into the marketplace in order to trigger short-term price slides from which they can earn profits.

A low stock price will also attract hostile takeover bids. A case can be made that management's primary objective is to obtain the highest possible stock price for investors, so it should welcome even a hostile tender offer. The problem is that the potential acquirer will undoubtedly offer a price below what the company could have obtained if it had actively worked to achieve a higher stock price!

Thus, the key reason for building an investor relations department is to maximize the company's market value. The IRO does this by continually communicating a company's unique value proposition to the investment community, and specifically through the goals noted in the next section.

INVESTOR RELATIONS OBJECTIVES AND GOALS

The first step for the IRO in creating an investor relations department is to determine its objectives and supporting goals. The IRO should be very clear about these issues in order to avoid wasting resources in the pursuit of other activities.

Ultimately, the only objective of the investor relations function is to maximize a company's market value. By doing so, the company can obtain the maximum amount of cash in exchange for the fewest number of shares. Also, a strong stock price will keep away hostile takeovers, because the company is too expensive to buy.

IROs should therefore direct considerable attention to the goals that support higher market value:

- *Alter perception of the company.* If a company has historically been compared to a peer group whose valuation multiples are low, then the IRO will have a difficult time increasing the stock price to a level above that of the peer group. One solution is to reposition the company story to align it with a different peer group whose multiples are higher.
- *Increase analyst coverage.* The opinions of analysts carry considerable weight with investors, so obtaining coverage from a moderate number

of analysts is a key objective for the IRO. Favorable analyst reports will very likely increase average sales volume, which, in turn, tends to drive up the stock price.

- *Increase geographic coverage.* If a company's stockholders are limited to a few geographic areas, then it does not take long before everyone who wants to hold the stock is already doing so. This results in reduced stock trading and minimal upward pressure on the stock price. The IRO can avoid this by scheduling road shows in new regions to meet with an entirely new group of analysts, brokers, institutional investors, and retail investors.
- *Reduce stock price volatility.* If there are institutional investors who constantly buy and sell large blocks of company stock, then the stock price may swing considerably. Volatility is not a desirable condition, since it drives away some investors and attracts short sellers. To reduce volatility, the IRO can work on attracting retail investors, who hold smaller blocks of stock and tend to retain their holdings longer.
- *Manage existing investors.* If current investors sell their holdings, then the increased supply of stock will likely cause a price reduction, as well as increased price volatility. The IRO can reduce this risk by generating a high level of communication with them, using one-on-one meetings and newsletters. The result should be longer-term retention of investors.

Clearly, the IRO must delve into a broad array of activities to achieve a high market value. The tools available to reach this objective are described in the next section.

INVESTOR RELATIONS TOOLS

We have established that the primary investor relations objective is to maximize a company's market value. Before attempting to enhance the price, we must first determine what factors influence it. Two key factors are the condition of the general economy and the condition of the industry in which a company competes. Neither one can be altered by specific company actions, which means that a stock's price will, to some extent, fluctuate irrespective of any investor relations activities. In addition, a stock's price will be governed by a company's operating and financial results, its strategic direction, and the quality of its management team. The IRO can do a great deal to favorably present these later items to the investment community using the tools described in this section.

IROs have a broad array of tools at their disposal, which can be categorized as basic, intermediate, and advanced tools. A basic tool is one needed to accomplish the basic investor relations goals, while more advanced ones are layered on top of the basic tools to achieve the highest possible level of communications with the investment community. The basic tools are as follows:

- *Annual report.* The IRO is expected to manage the creation of an annual report that shows a company's results for the past year and explains its goals and future prospects. A more basic variation on this report is the *wrap report*, which is the annual SEC Form 10-K, accompanied by a letter from the chief executive officer. The wrap report is increasingly common, but conveys no investment message to stockholders.
- *Annual meeting.* The IRO is responsible for organizing the stockholder annual meeting, at which stockholders vote for a board of directors. The IRO can greatly expand on this minimal agenda by including manager presentations, additional decisions to be voted upon, and question and answer sessions.
- *Proxy solicitation.* The IRO is responsible for issuing the annual proxy solicitation, in which the company asks investors to vote for a slate of candidates for board of director positions, and possibly a variety of other motions involving corporate governance.

These basic tools achieve only the most modest level of communication with the investment community. The proxy solicitation and annual meeting are designed to fulfill legal requirements, rather than to enhance communications, while the annual report tends to be a dry recitation of historical facts. Thus, the IRO should use an additional set of intermediate tools to engage in a more active level of stockholder communications:

- *Press release.* A key IRO tool is the press release. This is a brief summary of information about a key company event, such as an acquisition or a major contract award. It is issued through a press release distribution service. The IRO may choose to also issue the same information through a Form 8-K filed with the SEC.
- *Web site.* The investor relations section of a company's Web site is capable of imparting an enormous amount of quality information to investors. If properly constructed and maintained, it can be the primary source of investor information.

- *Fact sheet.* This is a two- to four-page document that lists the essential facts about a company, including its key customers, managers, recent press releases, and mission. The fact sheet can be posted on the company Web site and is also a useful document to bring to external meetings of all kinds as a handout.
- *Reports.* The company Web site can include an offer for any site visitor to sign up for a variety of reports, such as new product notices, product pipeline reports, management newsletters, and earnings releases.
- *Speech transcripts.* If a company officer makes a major speech or presentation, then the investor relations staff can record it, have it transcribed, and post it on the company Web site.
- *Advertising.* An advertising campaign can introduce a company to an entirely new group of potential investors, though it can be expensive in relation to the number of new stockholders obtained. It is not an effective tool for smaller firms with limited investor relations budgets.

These intermediate-level tools are primarily designed to create new information and present it passively for consumption by the investment community. However, an additional level of activity is needed to bring the company face to face with investors and analysts. This requires much more personal involvement by the senior management team, since management must be involved in the presentations. Also, the company is (in some cases) paying for meeting rooms and meals for all participants, which can involve a considerable expense. The advanced tools are as follows:

- *Road show.* The most effective of the advanced investor relations tools is the road show. This is usually a series of meetings in which the CEO, CFO, and IRO present the company to a variety of audiences. The expense of an ongoing series of road shows can be considerable, but it results in the best possible face-to-face contact with the investment community.
- *Conference calls.* It is standard practice to schedule a conference call immediately following the release of a company's quarterly 10-Q report. During this call, company officers discuss the earnings release, and usually allow some time to field questions from attendees.
- *Investor day.* The company invites investors and analysts to a formal series of presentations by company managers. This may be located near the investment community, or at a major company location (in which case a facility tour is expected).

All of the tools noted in the preceding bullet points are described in more detail in Chapters 5, 6, and 7 on public communications, publications, and Web sites.

Once an IRO has set up the most appropriate mix of tools to achieve the objective, the IRO should also create a measurement system to evaluate the effectiveness of those tools. Examples of appropriate metrics are changes in the stock price, the number of requests for financial information, changes in the mix of investors, the number of analysts following the company, trading volume, and the price/earnings ratio in comparison to the market or a peer group. Investor relations metrics are addressed in Chapter 23.

INVESTOR RELATIONS BUDGET

When constructing a potential budget for investor relations, the best approach is to build it in layers that are based on the need for a variety of activities. The bottom-most layer of the budget should always address entitlements. These are the bare-minimum activities required of any public company. The key item is SEC compliance, where a company must pay for adequate attorney, auditor, and valuation services to file the required number of SEC reports within the designated timelines. The cost of this item may be located within the budget of the accounting department, rather than the investor relations budget—but it has to be addressed *somewhere*.

The minimum-level investor relations budget should also include a salary sufficient to retain the services of a qualified IRO. A company may try to reduce costs by hiring a clearly unqualified person or by promoting a low-level manager into the job. Since the IRO is the primary interface between the company and the investment community, the company is clearly stating how poorly it values investors! If the IRO is of exceptionally low quality, investors will either sell off their holdings or find alternative means of communicating with the company through other managers.

A minor item that is generally included in the bottom layer of the budget is the cost of buying back stock from excessively small stockholders. There are significant proxy costs associated with each share held, including the printing and mailing of a proxy statement and the tallying of annual votes for directors. Depending on the proxy cost per share and the market price per share, it may be cost-effective for a company to offer to buy back its stock from smaller stockholders. For example, if the total proxy cost for a single stockholder is $20 per year, and the market price of the stock is currently $4, then the IRO can reasonably conclude that buying back the holdings of all stockholders owning five shares or less will result in full payback within one year.

The next layer of the budget is for the minimum amount of investor communications required to keep the investment community aware of the company. This usually includes the cost of responding to investor inquiries, a stockholder hotline, an annual report, a Web site, periodic press releases describing major events, conference calls, and occasional media contacts. Many companies budget only to this level and stop.

At the top layer of the budget is active communications, such as road shows, investor days, and a plethora of reports that are pushed out to a mailing list of investors, analysts, and media contacts. This level of budgeting can be expensive, but also can propel a company into the upper ranks of public companies in terms of investor perception.

An additional defense for a fully funded investor relations department is that the investment community may extrapolate the performance of this department to how well the entire company is run. If the company handles its customers as well as its treats its investors, then it would appear reasonable to an investor that the company's customer base must be satisfied and loyal. When the investment community's sole point of contact is the investor relations staff, it is not unreasonable for them to make this assumption. Thus, a small but well-funded investor relations department can have an inordinate impact on investors.

The layering approach to the investor relations budget is the most logical and easily defended budgeting technique, since it directly ties expenditures to the performance of a specific set of activities. There are other methods for setting the budget, such as a percentage of the total company market capitalization, or a cost per stockholder. However, these methods are far too general, and cannot be tied to specific performance. Also, they fluctuate too much—for example, a company's market capitalization can change so much from year to year that the IRO could see her budget, to which it is tied, slashed or doubled from year to year.

There *is* a defensible high-level justification for an investor relations budget, which is to compare it to the cost of a line of credit or an investment banking relationship. Both activities are also used to acquire funds, so one could make the case that the investor relations budget should be calculated as a percentage of the incremental funds obtained through stock sales, and then compared to the same calculation for these other funding activities. However, a company does not go to the capital markets every year to obtain funds, so there will be years when this comparison will not be functional.

When initially budgeting for investor relations, the IRO should set expectations by pointing out that the program will have little impact in the short term. Investor relations activities require a cumulative long-term effort, with multiple ''touches'' of the investment community, before a discernible increase in investor interest becomes evident. In the short term, other effects—such as economic downturns, political disturbances, and currency valuation changes—will have such a large impact that they overwhelm the initial effects of a nascent investor relations program. Instead, there must be a long-term, consistently applied budget. Also, there is very little long-term residual value to investor relations activities if they are halted. Even if such a program has been in existence for years, its cumulative effect will vanish once it is stopped. Thus, a public company must permanently commit to a consistently applied and well-funded investor relations department.

FLOAT MANAGEMENT

The primary objective of the IRO is to maximize a company's market valuation. A key driver of this valuation is the number of shares available for trading by the investment community (commonly known as the *float*). If there is a large float, then investors can easily move in and out of stock positions with a minimal impact on the stock price. As noted in this section, there are a number of actions the IRO can take to properly manage the float.

When a company is in need of cash and has a choice of obtaining it through either debt or equity, the IRO should point out to the chief financial officer that increasing the amount of stock outstanding will increase the float (once it is registered). This is especially important if there is currently a small float, since the proportional impact on the float would be significant. When the IRO takes this position, she will likely be arguing against the advice of the CFO, who will note that debt is less expensive than equity, and that issuing more stock will drive up the cost of capital. The CFO is correct in this reasoning, but it is more important for a public company with minimal float to increase that float than it is to maintain a low cost of capital.

The IRO should also be active in having stock registered. If a public company privately issues stock, such as through a Private Investment in Public Equity (PIPE), then those shares cannot be publicly traded until the company files a stock registration document, which must be approved by the SEC. This can be a torturous process, since the SEC may issue multiple iterations of comment letters prior to approval, requiring a company to modify its application and quite possibly other public documents that it had previously filed. The registration process is very expensive and may require well over three months to complete. Despite these obstacles, the IRO should make continual efforts to register stock that cannot currently be publicly traded, in order to increase the float.

If the number of unregistered shares is relatively small, then the registration cost will be prohibitive. In this case, the IRO should wait for additional private stock placements to increase the total number, until such time as the registration process will no longer be cost-prohibitive on a per-share basis. Some private stock placement agreements will require best efforts for a stock registration within a certain period of time, which may force the IRO to file registration documents for a small amount of stock.

If the IRO is successful in having a large amount of privately placed stock registered, she will now be at risk of having the holders of these newly registered shares dump their holdings on the market. If they do so, the sudden overwhelming supply of stock will put significant downward pressure on the stock price. The best way to avoid this problem is to require the stockholders to sign a *lockup agreement*, under which they cannot sell their shares for a certain period of time, or can only sell a certain number of shares within predetermined time blocks (e.g., 50,000 shares per month). A lesser alternative is to recommend to investors that they have their holdings liquidated in an orderly manner through a single brokerage firm, which can attempt to sell stock over a longer period of time. Of the two methods, the first is mandatory, and so tends to function better, especially if the lockup agreement allows the gradual sale of stock, rather than suddenly allowing all shares to be sold at the end of a predetermined holding period.

An overly complex capital structure can also effectively reduce the amount of float. For example, if a company has multiple types of stocks, bonds, warrants, and other equity instruments, then it is diffusing the amount of tradable equity among all of the various equity instruments. A better approach is to simplify the equity structure by trading common stock for all of the other types of stock. This centralizes all equity into a single large pool of tradable stock.

A related issue is that investors tend to avoid owning multiclass stocks, on the grounds that they only have access to nonvoting stocks or stocks with minority voting rights. Investors prefer to have all voting rights centered on the common stock that is available for sale, so that they can vote out a board of directors in the event of inadequate company performance. Thus, having a single class of common stock with full voting rights can increase the pool of stockholders, thereby indirectly increasing the stock price.

Another difficulty is when a company has achieved a large float, but holdings are centralized in the hands of a small number of institutional investors. If these investors are not actively trading stock, then the effective float of the company may be far smaller than the standard float calculation may indicate. The IRO can meet with the larger stockholders to persuade them to sell some portion of their holdings, though an investor who is optimistic about the future performance of his holdings will be unlikely to do this. A better long-range approach is to initiate an ongoing series of road shows to present the company either to brokers or directly to retail investors in order to encourage stock placements with the types of investors who are more likely to create an active trading market.

The IRO should offer advice to the board of directors if it is considering the repurchase of stock. A stock repurchasing program sends a signal to the market that the company considers its stock to be undervalued. It also tends to prop up the stock price, if the company makes it clear that it will buy back stock if the price drops below a predetermined level. Further, it increases earnings per share, since there are fewer shares to divide into earnings. However, it also reduces the volume of stock outstanding, which reduces the float. In most cases, the number of shares authorized for repurchase is so small that the float reduction will be minimal. Thus, the IRO should advise against a stock purchase *only* if the contemplated repurchase is so large that the float will be seriously reduced.

It is also useful to monitor the public filings of competitors to see how they are managing their floats. If they use an innovative approach that appears to work well, then copy it. Conversely, if they have difficulty with float management, learn from their experience and try an alternative method.

In short, there is no such thing as an excessively large or widely distributed float. The IRO should always strive to simplify a complex capital structure, register stock, and persuade retail investors to buy stock, thereby improving the float.

MANAGING BAD NEWS

Bad news will arise from time to time, and the IRO must be prepared to deal with it. The exact nature of bad news is extremely difficult to predict, since it can come in many forms and may involve a new scenario that has never arisen in the past. Examples of bad news include a hostile takeover attempt, many types of lawsuits, the failure of a key patent application, conflicts with a labor