

VIAD CORP  
Form DEF 14A  
April 06, 2010

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Viad Corp  
1850 North Central Avenue, Suite 800  
Phoenix, Arizona 85004-4545

April 6, 2010

Dear Fellow Viad Corp Shareholder:

The 2010 Annual Meeting of Shareholders of Viad Corp will be held on Tuesday, May 18, at 9:00 a.m., at The Ritz-Carlton, 2401 East Camelback Road, Phoenix, Arizona 85016, in the Pavilion Room. The meeting will begin promptly at 9:00 a.m., Mountain Standard Time, so please plan to arrive early.

The formal notice of the meeting is on the next page. No admission tickets or other credentials will be required for attendance at the meeting. You may use the hotel's free valet parking.

Directors and officers will be available at the meeting to speak with you. There will be an opportunity during the meeting for your questions regarding the affairs of the Corporation and for a discussion of the business to be considered at the meeting as explained in the notice and proxy statement.

Your vote is important. Whether you plan to attend or not, please sign, date, and return the enclosed proxy card in the envelope provided, or you may vote your shares by telephone or the Internet as described on your proxy card. If you plan to attend the meeting, you may vote in person.

Sincerely,

Paul B. Dykstra  
*Chairman, President and Chief Executive Officer*

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Viad Corp  
1850 North Central Avenue, Suite 800  
Phoenix, Arizona 85004-4545

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND AVAILABILITY OF PROXY MATERIALS**

April 6, 2010

To Viad Corp Shareholders:

We will hold the Annual Meeting of Shareholders of Viad Corp, a Delaware corporation, at The Ritz-Carlton, 2401 East Camelback Road, Phoenix, Arizona 85016 in the Pavilion Room, on Tuesday, May 18, 2010, at 9:00 a.m., Mountain Standard Time. The purpose of the meeting is to:

1. Elect three directors to Viad's Board of Directors, each for a three-year term;
2. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants (also referred to as independent auditors) for 2010;
3. Consider any other matters which may properly come before the meeting and any adjournments.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. Our 2009 Annual Report, including financial statements, is included with your proxy materials.

Only shareholders of record of common stock at the close of business on March 25, 2010, are entitled to receive this notice and to vote at the meeting. A list of shareholders entitled to vote will be available at the meeting for examination by any shareholder for any proper purpose. The list will also be available on the same basis for ten days prior to the meeting at Viad's principal executive offices at the address listed above.

To assure your representation at the meeting, please vote your shares by telephone, the Internet or by signing, dating and returning the enclosed proxy card at your earliest convenience. The Internet and automated telephone voting features are described on the proxy card. We have enclosed a return envelope, which requires no postage if mailed in the United States, if you choose to mail your proxy. Your proxy is being solicited by the Board of Directors.

By Order of the Board of Directors

SCOTT E. SAYRE  
*Vice President-General Counsel and Secretary*

**Important Notice Regarding the Availability of Proxy Materials for Shareholder Meeting:**

**The 2010 Proxy Statement and 2009 Annual Report are available at [www.viad.com/proxy10.html](http://www.viad.com/proxy10.html) (or go to [www.viad.com](http://www.viad.com) and then click onto the link "2010 Annual Meeting Proxy Materials").**

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**VIAD CORP**  
**1850 North Central Avenue, Suite 800**  
**Phoenix, Arizona 85004-4545**

**PROXY STATEMENT**

**GENERAL INFORMATION ABOUT THE MEETING**

<b>Viad Corp 2010 Annual Meeting</b>	Tuesday, May 18, 2010 9:00 a.m., Mountain Standard Time	The Ritz-Carlton 2401 East Camelback Road Phoenix, Arizona 85016
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**Agenda**

1. Elect three directors.
2. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accountants (also referred to as independent auditors ) for 2010.
3. Any other proper business.

**Proxies Solicited By** Board of Directors of Viad Corp.

**First Mailing Date** We anticipate mailing the proxy statement on April 6, 2010.

**Record Date** March 25, 2010. On the record date, we had 20,541,349 shares of our common stock outstanding.

**Voting** If you were a holder of common stock on the record date, you may vote at the meeting. Each share held by you is entitled to one vote. You can vote in person at the meeting, by the Internet, by automated telephone voting, or by proxy.

**Proxies** We will vote signed returned proxies FOR the Board's director nominees, and FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accountants for 2010, unless you vote differently on the proxy card. The proxy holders will use their discretion on other matters. If a nominee cannot or will not serve as a director, proxy holders will vote for a person whom they believe will carry on our present policies.

**Revoking Your Proxy** You may revoke your proxy before it is voted at the meeting. To revoke your proxy, follow the procedures listed under the Voting Procedures/Revoking Your Proxy section of this proxy statement.

**Your Comments** Your comments about any aspect of our business are welcome. Although we may not respond on an individual basis, your comments receive consideration and help us measure your satisfaction.

**Prompt return of your proxy will help reduce the costs of resolicitation.**





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**PROPOSAL 1: ELECTION OF DIRECTORS**

**Board Structure**

The Board of Directors of Viad Corp ( Viad or the Company ) consists of nine persons divided into three classes or groups. The term of one class of directors expires at each annual meeting, and nominees are elected to that class for a term of three years. Three directors are to be elected at this year s annual meeting.

**Majority Vote Standard for Election of Directors**

For uncontested elections of directors, Viad s Bylaws provide that the vote standard is a majority of votes cast, which means that the number of shares voted for a director nominee must exceed the number of votes cast against that director nominee. The Bylaws further provide that if a nominee who already serves as a director is not elected by a majority vote, then the director will be obligated to tender his or her resignation to the Board. The Corporate Governance and Nominating Committee of the Board will make a recommendation to the Board on whether to accept or reject the resignation, or whether other action should be taken. The Board will be required to publicly disclose its decision and the rationale behind it within 90 days of the certification of the election results. The director who tenders his or her resignation will not participate in the Board s decision. In contested elections where the number of nominees exceeds the number of directors to be elected, the Bylaws provide for a plurality vote standard.

If a nominee, who was not already serving as a director, is not elected at the annual meeting, the Bylaws provide that the nominee would not become a director. All director nominees listed below are currently serving on the Board.

**Skills, Qualifications and Experience of Viad s Directors**

While Viad s directors have many individual qualifications, the Board believes that certain specific qualifications are common to all of Viad s directors, and these qualifications (as well as others) led the Board to conclude that each director listed below under the Director Nominees and Directors Continuing in Office sections should serve on the Board. These qualifications include:

Highest ethical standards and integrity;

Willingness to act on and be accountable for Board decisions;

Ability to provide informed and thoughtful counsel to top management on a range of issues;

History of achievement that reflects superior standards for himself/herself and others;

Loyalty and commitment to driving the success of Viad;

Willingness to ask questions and pursue answers;

Ability to take tough positions while at the same time work as a team player;

Willingness to devote sufficient time to carrying out his/her duties and responsibilities effectively as a Board member, and commitment to serve on the Board for an extended period of time;

Adequate time to spend learning the businesses of Viad; and

Individual background that provides a portfolio of experience, knowledge and personal attributes commensurate with Viad's needs.

**Director Nominees**

The Board of Directors has nominated Isabella Cunningham, Jess Hay and Albert M. Teplin for election at the annual meeting. These nominees are currently members of the Board of Directors and, if elected, have agreed to serve another term, which will expire in 2013. Information about the director nominees is presented below.

Isabella Cunningham Ernest A. Sharpe Centennial Professor in Communication at The University of Texas at Austin, 1983 to present. Dr. Cunningham has been the Chair of the Department of Advertising at The University of Texas at Austin since 2001 and a Professor of Advertising with the University since 1981. She also serves as a member of many university and community organizations. She has extensive knowledge and expertise regarding the marketing industry, including the face-to-face marketing space in which Viad competes, and has been published extensively in the area of business and marketing. She has broad international business exposure, and holds a Doctor of Jurisprudence Degree from a

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Brazilian university. She has a wealth of executive management experience holding positions on boards of directors (including Cornell Companies, Inc. from 2005 to 2006 and Dupont Photomasks, Inc. from 2001 to 2005) and numerous non-profit organizations. Age 67. Director since December 2005.

Jess Hay

Retired Chairman and Chief Executive Officer of Lomas Financial Corporation, formerly a diversified financial services company engaged principally in mortgage banking, retail banking, commercial leasing and real estate lending, and of Lomas Mortgage USA, a mortgage banking institution, from which he retired in December 1994. Chairman of the Texas Foundation for Higher Education, a non-profit organization dedicated to promoting higher education in the State of Texas, a position that he has held since 1987. As Chairman and CEO of Lomas Financial Corporation, which included during his tenure, a total of five different corporations listed on the New York Stock Exchange, Mr. Hay has had extensive experience with all of the major functions within the operations of a public company. He is also a director of MoneyGram International, Inc., Trinity Industries, Inc. and Hilltop Holdings, Inc., and previously served as a director of Exxon Mobile from 1982 to 2001 and SBC Communications from 1985 to 2004. Mr. Hay's time serving on these boards has provided him experience with issues related to both international and domestic business operations. His prior active involvement with the Democratic National Committee also provides him with broad exposure to the political processes on the national, state and local levels. Age 79. Director since 1981.

Albert M. Teplin

Retired Senior Economist for the Board of Governors of the Federal Reserve System from 2001 to October 2002. Dr. Teplin was Chief, Flow of Funds Section of the Board of Governors of the Federal Reserve System from 1989 to 2001. Dr. Teplin has broad experience analyzing economic trends and their application to business practices and government policies. His background also provides him with an ability to understand and evaluate technical financial matters pertaining to mergers, acquisitions and other significant business decisions. He is also a director of MoneyGram International, Inc. Age 64. Director since 2003.

**Recommendation of the Board**

The Board of Directors recommends that you vote **FOR** these director nominees.

**Directors Continuing in Office**

Information about the six directors continuing in office until expiration of their designated terms is presented below.

*For Terms Expiring at the 2011 Annual Meeting:*

Wayne G. Allcott

Vice President-Arizona of U S West Corporation from 1995 to 2000, when he retired in connection with the merger of U S West (a former local and long distance telecommunications and high-speed data transmission services company) with Qwest Corporation, which provides similar services. In 2000, Mr. Allcott was appointed for a two-year term by the Governor of Arizona to chair the Governor's Council on Workforce Development Policy. During his 35-year career with U S West, Mr. Allcott held a variety of assignments in marketing, customer services, operations and public policy. He is currently active with various non-profit organizations in Arizona. Age 67. Director since 2004.

Paul B. Dykstra

Chairman, President and Chief Executive Officer of Viad since April 1, 2008; prior thereto, President and Chief Executive Officer since April 1, 2006; and prior thereto, Chief Operating Officer since January 1, 2006. Prior thereto, Mr. Dykstra was President and Chief Executive Officer of GES Exposition Services, Inc. (n/k/a Global Experience Specialists, Inc.), a subsidiary of Viad, since 2000; prior thereto, Executive Vice President-International and Corporate Development since 1999. Prior thereto, he was Executive Vice President-General Manager and held similar executive positions since 1994 with Travelers Express Company, Inc., a former subsidiary of Viad. Mr. Dykstra brings deep and broad knowledge of Viad and its businesses. Through his many executive management positions held with Viad's businesses, Mr. Dykstra

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has developed substantial experience in corporate strategy, operations, commercial development and sales, and accounting/finance. Age 48. Director since January 2006.

Robert C. Krueger Former U.S. Congressman, U.S. Senator, U.S. Ambassador-at-Large and Coordinator for Mexican Affairs, U.S. Ambassador (Burundi and Botswana), Special Representative of U.S. Secretary of State to Southern African Development Community, and Duke University professor and dean. Mr. Krueger is currently a public speaker, and a consultant for businesses engaged in international trade. Mr. Krueger has extensive knowledge regarding international business. He also has historical familiarity with Viad's operations as he served as a Viad director from 2002 until the June 2004 spin-off of MoneyGram International, Inc., where he served as a director from 2004 to 2008. Age 74. Director since May 2008.

*For Terms Expiring at the 2012 Annual Meeting:*

Daniel Boggan Jr Retired Senior Vice President of the National Collegiate Athletic Association (NCAA), a voluntary organization which governs college and university athletic programs, from 1996 through his retirement in August 2003. He was Chief of Staff, Office of the Mayor, Oakland, California from January 2007 to August 1, 2007; and prior thereto, Vice President-Business Development for Seibert Brandford Shank & Co., L.L.C., a municipal finance firm which provides investment banking, sales and trading, and financial advisory services, from October 2005 until March 2006, and prior thereto, a consultant for the company during 2003 and 2004 and until October 2005. Mr. Boggan is also a trustee and chairman of the board of The California Endowment, a trustee of Albion College, and a director of Collective Brands, Inc. and The Clorox Company. Mr. Boggan has specific knowledge regarding the marketing industry, sales and the industries specific to Viad. Age 64. Director since 2005.

Richard H. Dozer Chairman-Phoenix of GenSpring Family Offices, a wealth management firm for ultra high net worth families, since 2008, and also serves as treasurer of the Greater Phoenix Convention and Visitors Bureau. Prior thereto, Mr. Dozer was co-founder and a managing partner of CDK Partners, a real estate development and investment company since 2006. Prior thereto, Mr. Dozer was President of the Arizona Diamondbacks, a major league baseball franchise, from its inception in 1995 until 2006, and prior thereto was the Vice President and Chief Operating Officer of the Phoenix Suns, an NBA professional basketball franchise, from 1987 to 1995, as well as President of the US Airways Center arena (formerly, America West Arena) from 1989 to 1996. Mr. Dozer's leadership positions with the Arizona Diamondbacks, Phoenix Suns and US Airways Center provide him with skills and experience related to operations and sales, as well as experience specific to Viad's industries, including marketing, corporate events and branded events. Mr. Dozer also has financial experience from his audit manager position and other positions with Arthur Andersen from 1979 to 1987, during which time he held a CPA license. He previously served as a director of Stratford American Corporation from 1998 to 2006. Age 52. Director since 2008.

Robert E. Munzenrider Retired President of Harmon AutoGlass, a subsidiary of Apogee Enterprises, Inc., a national chain of retail automotive services and insurance claims processor, a position he held from 2000 to 2002. In 1999, Mr. Munzenrider served as Vice President and Chief Financial Officer of the Glass Services Segment of Apogee Enterprises. He also served during part of 1999 as Executive Vice President and Chief Financial Officer of Eliance Corp., an e-commerce transaction processor. From 1997 to 1998, Mr. Munzenrider served as Vice President and Chief Financial Officer of St. Jude Medical, Inc., an international medical

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device manufacturing and marketing company. Mr. Munzenrider has a strong finance and accounting background, holding his CPA license since 1971 and serving in the position of Chief Financial Officer for a majority of his professional career. In addition, he has a historical familiarity with Viad operations as he was the CFO of one of Viad's former operating companies from 1991 - 1997. Mr. Munzenrider is also a director of ATS Medical, Inc., and previously served as a director of Criticare Systems, Inc. and CABG Medical, Inc. Age 65. Director since 2004.

**Table of Contents****THE BOARD OF DIRECTORS AND ITS COMMITTEES****Corporate Governance**

In accordance with applicable laws and the Bylaws of Viad, the business and affairs of Viad are governed under the direction of our Board of Directors. The system of governance practices followed by Viad is set forth in the Corporate Governance Guidelines and the charters of each of the committees of the Board of Directors. The Corporate Governance Guidelines set forth the practices the Board will follow with respect to the duties of the Board, its operations and committee matters, director qualifications and selection process, director compensation, director independence, director orientation and continuing education, chief executive officer evaluation, management succession, and annual Board evaluation.

The Corporate Governance Guidelines and committee charters, as well as the Code of Ethics applicable to Viad's directors, officers and employees, may be viewed on the Internet at [www.viad.com/investors/corp\\_governance.html](http://www.viad.com/investors/corp_governance.html), and are available in print upon request to the Corporate Secretary of Viad at the address listed on the first page of this proxy statement. The Corporate Governance Guidelines and committee charters are reviewed periodically to ensure the effective and efficient governance of Viad and to comply in a timely manner with all laws and the listing standards of the New York Stock Exchange ( NYSE ) that are applicable to corporate governance.

**Board Committees and Director Independence**

The Board maintains three standing committees to assist in fulfilling its responsibilities: Audit Committee, Corporate Governance and Nominating Committee, and Human Resources Committee. Each committee meets periodically during the year, reports regularly to the full Board and annually evaluates its performance. The table below provides current membership and meeting information for each committee. In addition, the table identifies the independent directors, as determined by the Board in February 2010, within the meaning of the NYSE listing standards, applicable Securities and Exchange Commission ( SEC ) regulations and Viad's Corporate Governance Guidelines. The Corporate Governance Guidelines include categorical standards for independence that meet or exceed the NYSE listing standards.

<b>Name</b>	<b>Audit</b>	<b>Corporate Governance and Nominating</b>	<b>Human Resources</b>	<b>Independent Director</b>
Mr. Allcott	Member	Member		Yes
Mr. Boggan		Member	Member	Yes
Dr. Cunningham		Member	Member	Yes
Mr. Dozer	Member		Member	Yes
Mr. Dykstra				No
Mr. Hay	Member		Chair	Yes
Mr. Krueger		Member		Yes
Mr. Munzenrider	Member	Chair		Yes
Dr. Teplin	Chair		Member	Yes
2009 Meetings	11	4	6	

The particular areas of responsibility of each Board committee and other related information are described below. Each committee may form and delegate authority to a subcommittee of one or more members of the committee.

*Audit Committee.* The Audit Committee appoints Viad's independent registered public accountants and assists the Board in monitoring the quality and integrity of the financial statements of Viad, the compliance by Viad with legal and regulatory requirements, and the independence and performance of Viad's internal auditors and external independent registered public accountants. The Committee conducts regularly scheduled executive sessions with individual members of Viad's management and with Viad's independent registered public accountants. The Committee has sole authority to appoint or replace Viad's independent registered public accountants. The independent registered public accountants report directly to the Committee. The Board has determined that all members of the Audit Committee are financially literate, as defined by the NYSE listing standards, and that Mr. Munzenrider qualifies as an audit committee financial expert, as defined by SEC regulations.

*Corporate Governance and Nominating Committee.* The Corporate Governance and Nominating Committee is responsible for proposing a slate of directors for election by the shareholders at each annual meeting and for



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proposing candidates to fill any vacancies on the Board. The Committee is also responsible for an assessment of the Board's performance to be discussed with the full Board annually, and for review of, and from time to time for proposal of changes to, Viad's Corporate Governance Guidelines and the compensation and benefits of non-employee directors. In connection with these responsibilities, the Committee has sole authority to retain and/or terminate any search firm or compensation consultant to identify director candidates or to assist in the evaluation of director compensation.

*Human Resources Committee.* The Human Resources Committee oversees development and implementation of a compensation strategy designed to enhance profitability and shareholder value. The Committee also reviews and approves, subject to ratification by independent members of the Board, the salary and equity and incentive compensation of the Chief Executive Officer, approves salaries and compensation of executive officers, and approves incentive compensation targets and awards under various compensation plans and programs of Viad. In addition, the Committee has sole authority to retain and/or terminate any compensation consultant to be used to assist in the evaluation of the Chief Executive Officer or senior executive compensation. The Committee also has authority to obtain advice and assistance from internal or external legal, accounting or other advisors. While the Corporate Governance and Nominating Committee has responsibility to review and make recommendations to the Board regarding non-employee director compensation and benefits, the Human Resources Committee has sole authority to approve grants of equity compensation to non-employee directors under the 2007 Viad Corp Omnibus Incentive Plan.

Hewitt Associates (Hewitt), a nationally-known independent consulting firm, has been retained by the Committee and Viad's Human Resources Department to provide services and advice and counsel on executive compensation and to serve as a technical resource for market data on executive and director compensation. Viad's Human Resources and Law Departments, and its Corporate Secretary, support the Committee in its work and in some cases act pursuant to delegated authority to fulfill various functions in administering Viad's compensation programs. Viad's Chief Executive Officer makes a recommendation to the Committee on the compensation of other executive officers of Viad; however, the Committee has sole authority to approve, for Viad's Chief Executive Officer and other executive officers, (a) the annual base salary level, (b) the annual incentive opportunity level and granting of incentive awards, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits, with the salary, equity and incentive compensation of the Chief Executive Officer being subject to ratification by independent members of the Board.

## **Board Meetings and Annual Shareholder Meeting**

Under Viad's Corporate Governance Guidelines, each director is expected to attend the Annual Meeting of Shareholders, Board meetings and meetings of committees on which they serve. The Board of Directors held four regular meetings and two special meetings during 2009. Each director who held office in 2009 attended 100% of his or her Board and committee meetings in 2009. All directors who held office in 2009 were in attendance at the 2009 Annual Meeting of Shareholders.

## **Meetings of Non-Management Directors and Presiding Director**

The Board held four executive sessions of the independent, non-management directors in 2009 and regular executive sessions of the non-management directors have been scheduled for 2010. Mr. Hay has served as Presiding Director of Viad since May 17, 2005, and was designated by the Board to continue as Presiding Director for the period beginning January 1, 2009, and ending December 31, 2010, or until such other time as his successor is chosen by action of the non-management directors of Viad.

## **Board Leadership Structure**

The Board combines the role of chairman of the board with the role of chief executive officer ( CEO ). The Board also has a presiding director, who is an experienced and long-tenured independent director. The Board believes this governance structure provides efficient and effective leadership for Viad. Having a single person lead both the Board and management fosters effective decision-making, enabling the definition of corporate strategies to be driven by a unified vision and supported by a clear path of accountability. Furthermore, Mr. Dykstra, Viad s Chairman and CEO, is receptive to input from the Board, and fosters frequent communication with members of the Board, as appropriate.

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The Board also believes that Viad has appropriate governance practices to ensure that the full Board maintains independent oversight, including:

All directors on Viad's Board are independent, except the chief executive officer;

Executive sessions of the independent directors are held at regular meetings of the Board, and such meetings are chaired by the presiding director;

An annual review of the performance of the chief executive officer is conducted by the Human Resources Committee, whose members are all independent directors;

An annual review of the Board's performance is lead by the Corporate Governance and Nominating Committee, whose members are all independent directors;

The process for selecting new directors is lead by the Corporate Governance and Nominating Committee; and

Regular succession planning reviews are conducted by the Board for the positions of the chief executive officer, as well as his senior management team and other significant management positions within Viad's operating companies. The Board periodically reviews interim (e.g., emergency-response) and long-term succession plans with a view toward providing for orderly transitions (in the cases of both planned and unplanned management changes) related to each of Viad's key executive positions.

**Corporate Governance and Nominating and Human Resources Committees Interlocks and Insider Participation**

Viad is not aware of any interlocking relationships between any member of Viad's Human Resources Committee or Corporate Governance and Nominating Committee and any of Viad's executive officers that would require disclosure under the applicable rules promulgated under the U.S. federal securities laws.

**Review and Approval of Transactions with Related Persons**

In February 2007, the Board adopted a policy and procedures for review, approval and monitoring of transactions involving the Company and related persons (directors and executive officers or their immediate family members, or shareholders and their immediate family members owning 5% or greater of the Company's outstanding stock). The policy applies to any transaction in which Viad or an operating company is a participant and any related person has a direct or indirect interest, excluding de minimus transactions of a commercial or other nature between a related person and Viad or one of its operating companies and any compensation arrangements with executive officers or directors of Viad that have been approved or authorized by the Board or the Human Resources Committee.

The Corporate Governance and Nominating Committee is responsible for reviewing, approving and/or ratifying any transaction involving a related person. Management will bring the matter to the attention of the Corporate Governance and Nominating Committee and provide it with all material information with respect to related person transactions. A related person transaction must be approved in advance whenever practicable, otherwise it must be ratified as promptly as practicable; provided that if ratification is not forthcoming, management will make all reasonable efforts to cancel or annul the transaction. A related person transaction will be submitted to the Committee for consideration at its next meeting or, in those instances in which the President and Chief Executive Officer determines that it is not practicable or desirable for Viad to wait until the next Committee meeting, to the Chairman of the Committee (who has the delegated authority to act between Committee meetings with respect to this policy). The Chairman of the Committee will report to the Committee at the next Committee meeting any approval under this policy pursuant to

delegated authority. The Committee will annually review with management existing related person transactions, if any, and report annually to the Board, to ensure that such transactions are being pursued in accordance with understandings and commitments made at the time they were approved, that payments are being made appropriately, and that such transactions continue to serve the interests of Viad.

**Director Nominations**

As provided in its charter, the Corporate Governance and Nominating Committee has established procedures for consideration of candidates for Board membership suggested by its members and other sources, including shareholders. The Committee has authority under its charter to employ a third-party search firm to assist it in identifying candidates for director. A shareholder who wishes to recommend a prospective nominee for the Board should notify

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Viad's Corporate Secretary in writing at the address listed on page 1 of this proxy statement. Any such recommendation should include:

the name and address of the candidate;

a brief biographical description, including his or her occupation for at least the last five years, and a statement of the qualifications of the candidate, taking into account the qualification requirements set forth below; and

the candidate's signed consent to serve as a director if elected and to be named in the proxy statement.

The Committee will review the qualifications of any person properly nominated by a shareholder in accordance with Viad's Bylaws relating to shareholder proposals as described in the Submission of Shareholder Proposals and Director Nominations section of this proxy statement.

When the Committee reviews a potential nominee, the Committee looks specifically at the candidate's qualifications in light of the needs of the Board and Viad at that time given the then current mix of director attributes. The Committee, in accordance with Viad's Corporate Governance Guidelines, assesses director nominees based on their qualification as independent, as well as consideration of diversity, skills, and experience in the context of the current needs of the Board. The Committee does not have a specific policy on diversity. Director nominees also must have common qualities expected of all Viad directors, including high personal and professional ethics, integrity and values and a commitment to representing the long-term interests of shareholders. The Committee also ensures that the members of the Board, as a group, maintain the requisite qualifications under the listing standards of the NYSE for populating the Audit, Human Resources, and Corporate Governance and Nominating Committees.

Viad will deliver a questionnaire to a director candidate properly nominated by a shareholder addressing the candidate's independence, qualifications and other information that would assist the Corporate Governance and Nominating Committee in evaluating the candidate, as well as certain information that must be disclosed about the candidate in Viad's proxy statement, if nominated by the Committee. While it has been Viad's standard practice to obtain responses to a director candidate questionnaire, in August 2008, the Board of Directors amended Article II of Viad's Bylaws to formalize this standard practice and require a director candidate to provide responses to Viad's director candidate questionnaire related to background, qualification, conflicts of interest and director independence. In addition, the director candidate questionnaire will include a representation and agreement to be signed by the director candidate as to his or her independence and the lack of conflicts of interest.

**Communication with Board of Directors**

Interested parties may communicate directly with non-management directors, including the Presiding Director, and/or with the Board by writing to the following address: Viad Corp, 1850 North Central Avenue, Suite 800, Phoenix, Arizona 85004-4545, Attention: Corporate Secretary. All communications will be delivered to the non-management directors or the Board, as the case may be, no later than the Board's next regularly scheduled meeting.

**Risk Oversight**

Management is responsible for assessing and managing the Company's various exposures to risk, including the adoption of risk management controls, policies and procedures. The Board oversees the management of the Company's risk exposures by the Company's management. The Board has delegated to the Audit Committee, as reflected in its charter, responsibility for discussing with Viad's management the major financial risk exposures of Viad and the steps Management has taken to monitor and control such exposures, including Viad's risk assessment and risk management policies. Annually, Viad conducts a business risk assessment to identify, evaluate and prioritize business risks that

could impact Viad. Within this risk assessment, a financial statement risk assessment and materiality analysis is conducted, including evaluating potential fraud schemes and scenarios that might affect Viad. The risk assessment includes an evaluation of the significance of the risks, the likelihood of occurrence, the risk remaining after application of management controls, and actions necessary to mitigate risk exposure. Management presents a report of the results of the annual risk assessment during the meeting of the Audit Committee that occurs annually in May. Prior to the meeting, a written report of the results of the assessment is provided to all members of the Board. All members of the Board are invited to attend the Audit Committee meeting, and eight out of the nine members of the Board were present at the May 2009 meeting when the results of the 2009 assessment were discussed. Thereafter, at the meeting of the Board, the Chairman of the Audit Committee provides a summary report to the Board regarding the results of the assessment and the Audit Committee's discussions concerning the results. Management

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continuously monitors the Company's risks throughout the year, and major risk factors are reviewed quarterly with the Audit Committee in connection with Viad's preparation and filing of its quarterly report on Form 10-Q.

**Director Compensation Table**

Each non-employee director receives compensation for service on the Board and any of its committees. Directors who are also officers or employees of Viad do not receive any special or additional remuneration for service on the Board and do not serve on any of its committees. Mr. Dykstra is the only officer-director serving on the Board.

The following table provides the compensation paid to the directors in 2009, other than Mr. Dykstra, whose compensation is disclosed in the Summary Compensation Table provided in this proxy statement. The dollar figures presented below in the Stock Awards column (c) of the Table represent the grant date fair value of awards granted to the non-employee directors, which may not reflect the actual value to be realized by the director as economic and market risks associated with stock awards can affect the actual value realized. The actual value realized by the director for the stock will not be determined until time of vesting, or in the case of option awards, until option exercise.

Name (a)	Fees Earned Or Paid in Cash <sup>1</sup> (\$) (b)	Stock Awards <sup>2</sup> (\$) (c)	Option Awards <sup>3</sup> (\$) (d)	Non-Equity Incentive Plan Compen- sation (\$) (e)	Change in Pension Value and Nonqualified Deferred Compensa- tion Earnings (\$) (f)	All Other Compen- sation <sup>4</sup> (\$) (g)	Total (\$) (h)
Mr. Allcott	62,100	46,065	--	--	--	6,204	114,369
Mr. Boggan	54,600	46,065	--	--	--	1,204	101,869
Dr. Cunningham	54,600	46,065	--	--	--	8,704	109,369
Mr. Dozer	65,100	46,065	--	--	--	5,874	117,039
Mr. Dykstra <sup>5</sup>	--	--	--	--	--	--	--
Mr. Hay	95,100	46,065	--	--	--	6,143	147,308
Mr. Krueger	45,600	46,065	--	--	--	5,740	97,405
Mr. Munzenrider	67,100	46,065	--	--	--	3,143	116,308
Dr. Teplin	75,100	46,065	--	--	--	--	--