

WEST PHARMACEUTICAL SERVICES INC
Form DEF 14A
March 21, 2012

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 (Amendment No.)

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

West Pharmaceutical Services, Inc.
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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| (4) | Date Filed: |

**101 Gordon Drive
Lionville, Pennsylvania 19341**

NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder,

The 2012 Annual Meeting of Shareholders of West Pharmaceutical Services, Inc. will be held at our headquarters, 101 Gordon Drive, Lionville, Pennsylvania 19341, on Tuesday, May 1, 2012, at 9:30 AM. The items of business at the meeting are:

1. to elect the ten directors nominated by our Board of Directors and named in the proxy statement;
2. to conduct an advisory vote to approve named executive officer compensation;
3. to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2012 year; and
4. to transact any other business that may properly come before the meeting and any adjournment or postponement.

The Board of Directors unanimously recommends a vote **FOR** proposals 1, 2 and 3.

Only shareholders of record as of the close of business on March 9, 2012 may vote at the meeting.

On March 21, 2012, we began mailing a Notice of Internet Availability of Proxy Materials (Notice) to all shareholders of record as of the close of business on March 9, 2012. The Notice contains instructions on how to access an electronic copy of our proxy materials, including the proxy statement and our Annual Report. The Notice also contains instructions on how to request a paper copy of the proxy statement.

Your vote is important. Please vote your shares promptly. You can vote your shares electronically via the Internet or by completing and returning the proxy card or voting instruction card. You may also vote in person at the Annual Meeting. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in this proxy statement.

By Order of the Board of Directors,

JOHN R. GAILEY III

Vice President, General Counsel and Secretary

March 21, 2012

**Important Notice Regarding the Internet Availability of Proxy Materials for
the Shareholder Meeting on May 1, 2012:**

Our proxy statement and annual report are available at <http://www.westpharma.com/na/en/Investors/Pages/ProxyMaterials.aspx>

2012 PROXY STATEMENT

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2012 Proxy Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

- Time and Date 9:30 a.m., May 1, 2012
- Place West Pharmaceutical Services, Inc.
101 Gordon Dr.
Lionville, PA 19341
- Record date March 9, 2012
- Voting Shareholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

Meeting Agenda

- Election of ten directors
- Advisory vote on named executive officer compensation
- Ratification of PwC as independent auditors for 2012

Voting Matters

	Board Vote Recommendation	Page Reference (for more detail)
Election of Directors	FOR Each Director Nominee	3
Advisory Vote on Named Executive Officer Compensation	FOR	54
Ratification of PwC as Independent Auditor for 2012	FOR	56

Board Nominees

Each director nominee is elected annually by a majority of votes cast. The following table provides summary information about each director nominee. Additional detail about directors and their qualifications is included in the proxy statement beginning on page 5.

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Name	Age	Director Since	Occupation	Qualifications	Independent	Committee Memberships				Other Current Public Company Boards
						AC	CC	NCGC	ITC	
Mark A. Buthman	51	2011	CFO, Kimberly-Clark	<ul style="list-style-type: none"> • Financial • International • Leadership 	X	C/F		M		
William F. Feehery	41	2012	Global Business Director, DuPont Photovoltaic Solutions	<ul style="list-style-type: none"> • International • Leadership 	X					
Thomas W. Hofmann	60	2007	Retired Sr. VP & CFO, Sunoco, Inc.	<ul style="list-style-type: none"> • Technology • Financial • Leadership 	X	F		C	Penn Virginia Resource Partners	
L. Robert Johnson	70	1989	Managing Partner, Founders Capital Partners	<ul style="list-style-type: none"> • Financial • Technology 	X				C	
Paula A. Johnson	52	2005	Cardiologist; Exec. Dir. of Connor s Center for Women s Health and Gender Biology Brigham and Women s Hospital	<ul style="list-style-type: none"> • Healthcare 	X				M	

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Director Information							
Douglas A. Michels	55	2011	President & CEO, OraSure Technologies	<ul style="list-style-type: none"> • Healthcare • International • Leadership 	X	M	OraSure Technologies
Donald E. Morel, Jr.	54	2002	CEO & Chairman, West	<ul style="list-style-type: none"> • International • Leadership 			Kensey Nash Corporation
John H. Weiland	56	2007	President & Chief Operating Officer, C. R. Bard	<ul style="list-style-type: none"> • Technology • Healthcare • International • Leadership 	X	C	C. R. Bard, Inc.
Anthony Welters	57	1997	Executive VP, UnitedHealth Group, Inc.	<ul style="list-style-type: none"> • Healthcare • Leadership 	X	M	Qwest Communications; C. R. Bard, Inc.
Patrick J. Zenner	65	2002	Retired Hoffmann-La Roche	<ul style="list-style-type: none"> • Healthcare • International • Leadership 	X	M M	Par Pharmaceuticals; ArQule, Inc.

AC	Audit Committee	International	International Operations Experience
C	Chair	ITC	Innovation and Technology Committee
CC	Compensation Committee	Leadership	Public Company Executive Leadership
F	Financial expert	M	Committee Member
Financial	Financial Expertise	NCGC	Nominating and Corporate Governance Committee
Healthcare	Leadership in Healthcare/Public Health Field	Technology	Science or Technology Background

Attendance

No director nominee, all of which are current directors, attended fewer than 75% of the Board meetings and committee meetings on which he or she sits.

Auditors

As a matter of good corporate governance, we are asking our shareholders to ratify the selection of PwC as our independent auditors for 2012. Set forth below is summary information with respect to PwC's fees for services provided in 2011 and 2010.

Type of Fees	2011	2010
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Audit Fees	\$	1,463,205	\$	1,466,697
Audit-Related Fees		41,000		9,000
Tax Fees		158,049		128,632
All Other Fees		3,403		1,800
Total	\$	1,665,657	\$	1,606,129

Advisory Vote on Named Executive Officer Compensation

We are asking shareholders to approve on an advisory basis the compensation of our named executive officers. The Board recommends a FOR vote because it believes that our compensation policies and practices are effective in achieving West's goals of rewarding sustained financial and operating performance and leadership excellence, aligning the executives' long-term interests with those of our shareholders and motivating the executives to remain with West for long and productive careers.

Executive Compensation Elements

Type	Form		Terms
Annual Cash	Salary	-	Held steady or modest increases in 2010 and 2011
	Annual Incentive Plan	-	Payouts based solely on achievement against pre-established company financial performance
Equity	Performance-Vesting Stock Units	-	Payouts based solely on achievement of divisional, regional and corporate goals over three-year period
	Stock Options	-	Vest 25% per year while employed Exercise period of ten years
Retirement	Pension Plan	-	3 year vesting schedule
		-	Cash balance formula
Other	Perquisites	-	Life insurance, matching contributions, company car and expatriate benefits

Key 2011 and 2012 Compensation-Related Decisions

- Changed the way we calculate expected values of LTI awards so that the values reflected in the SCT align more closely with the expected values approved by the Compensation Committee.
- Increased the weighting of the Adjusted EPS metric under the AIP to emphasize the importance of improving our earnings per share.
- Rebalanced the peer groups to include companies that more closely match our current size and global complexity and against which we compete for talent and business, as well as companies used by third-party advisory firms.
- Conducted annual realizable pay-for-performance alignment analyses for the Chief Executive Officer versus the Company's peer groups in 2011 and 2012.

Other Existing Key Compensation Features

- Clawback of incentive compensation

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- No (excise) tax gross ups
- No single trigger feature on parachute payments in change-in-control agreements offered to future executives
- No-hedging policy
- Significant executive share ownership requirements
- Independent compensation consultant

2011 Compensation Summary

Name and Principal Position	Salary \$	Bonus \$	Equity Awards (1) \$	Non-Equity Incentive Plan Compensation \$	Change in Pension Value and Nonqualified Deferred Compensation Earnings \$	All Other Compensation \$	Total \$	Total Without Change in Pension Value (2) \$	Total Realizable Compensation (3) \$
Donald E. Morel, Jr. Chairman of the Board and CEO	825,028	0	2,200,011	736,369	650,211	135,623	4,547,242	3,897,031	2,506,671
William J. Federici Vice President and Chief Financial Officer	441,267	0	600,006	275,693	152,956	45,495	1,515,417	1,362,461	974,411
Jeffrey C. Hunt President, Pharmaceutical Packaging Systems	371,155	0	405,149	234,291	29,704	32,520	1,072,819	1,043,115	782,461
Warwick Bedwell President, Pharmaceutical Packaging, Asia-Pacific Region	347,005	0	299,998	201,603	0	211,651	1,060,257	1,060,257	548,608
Heino Lennartz President, Pharmaceutical Packaging, Europe Region	314,917	856	299,998	186,561	0	43,820	846,152	846,152	631,235

The table above is not a substitute for our 2011 Summary Compensation Table (which reflects pay opportunity) which is set forth on page 40. It is intended to supplement and inform that table.

(1) The Equity Awards column is a sum of the stock awards and option awards column of our 2011 Summary Compensation Table.

(2) Total Without Change in Pension Value represents total compensation, as determined under applicable SEC rules, minus the change in pension value reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column. This column shows the impact that change in pension values had on total compensation, as determined under applicable SEC rules, which vary substantially due to actuarial calculations. The amounts reported in the Total Without Change in Pension Value column differ substantially from the amounts reported in the Total column required under SEC rules and are not a substitute for total compensation under the 2011 Summary Compensation Table.

(3) Realizable pay takes a retrospective look at pay and performance. It is calculated using actual bonuses earned, end of period stock values and in-the-money value of stock options during the measurement period. Realizable pay is calculated by adding together: (1) base salary paid, (2) annual incentive plan amounts actually earned for 2011 performance, (3) the in-the-money value of stock option grants made during the applicable year, and (4) the current estimate for payouts for Performance-Vesting Stock Unit Award made in 2011 (92.50% of target).

2013 Annual Meeting

The deadline for shareholder proposals for the 2013 annual meeting is November 23, 2012.

WEST PHARMACEUTICAL SERVICES, INC.

PROXY STATEMENT

GENERAL INFORMATION ABOUT THE MEETING

Proxy Solicitation

Our Board of Directors is soliciting your vote on matters that will be presented at our 2012 Annual Meeting of Shareholders and at any adjournment or postponement. This proxy statement, the accompanying proxy card or voting instructions and our 2011 Form 10-K Annual Report, including our annual report wrapper (2011 Annual Report), are being made available to you on or about March 21, 2012. This proxy statement contains information on these matters to assist you in voting your shares.

Shareholders Entitled to Vote

If you were a shareholder of record of our common stock, par value \$.25 per share, at the close of business on March 9, 2012, you can vote. For each matter presented for vote, you have one vote for each share you own.

Notice of Internet Availability of Proxy Materials

Pursuant to the rules of the Securities and Exchange Commission (SEC), we are making this proxy statement and our 2011 Annual Report available to our shareholders electronically via the Internet. Accordingly, in compliance with this e-proxy process, on or about March 21, 2012, we made available to our beneficial owners a Notice containing instructions on how to access this proxy statement and our 2011 Annual Report via the Internet and how to vote online. As a result, unless otherwise required, you may not receive a copy of the proxy materials unless you request a copy. All shareholders will be able to access the proxy materials on a website referred to in the Notice and in this proxy statement and to request to receive a set of the proxy materials by mail or electronically, in either case, free of charge. If you would like to receive a printed or

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electronic copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice. By participating in the e-proxy process, we will save money on the cost of printing and mailing documents to you and reduce the impact of our annual meeting of shareholders on the environment.

This proxy statement and our 2011 Annual Report are available at:

<http://www.westpharma.com/na/en/Investors/Pages/ProxyMaterials.aspx>

Shareholders of Record and Beneficial Owners

If your shares are registered directly in your name with our transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are considered the shareholder of record of those shares. We have sent the Notice directly to you. As a shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the 2012 Annual Meeting. We have enclosed a proxy card for you to use.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name. The Notice has been forwarded to you by your broker, bank or other holder of record who is considered the shareholder of record of those shares. As the beneficial owner, you may direct your broker, bank or other holder of record on how to vote your shares by using the proxy card included in the materials made available or by following their instructions for voting on the Internet.

Voting Methods

You may vote using any of the following methods:

Proxy Card or Voting Instruction Card. Be sure to complete, sign, date the card and return it in the prepaid envelope.

Via the Internet. The Internet voting procedure is designed to authenticate votes cast by use of a personal identification number. The procedure allows shareholders to appoint a proxy and confirms that your actions have been properly recorded. The website for Internet voting is www.proxyvote.com. The enclosed proxy card contains specific instructions on Internet voting and additional instructions are provided on the website. Please have your proxy card available when you go online. Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 PM Eastern Time on April 30, 2012.

In Person at the Meeting. If you are a shareholder of record and attend the meeting, you may deliver your completed proxy card in person. If you are a beneficial owner, you must obtain a proxy card from your broker, bank or other holder of record and present it to the judge of elections with your ballot in order to vote.

Voting Shares Held in Qualified Plans. Any shares you may hold in the West Pharmaceutical Services, Inc. 401(k) Plan or the Tech Group Puerto Rico Savings and Retirement Plan have been added to your other holdings on your proxy card. Your completed proxy card serves as voting instructions to the trustee of those plans. You may direct the trustee how to vote your plan shares by submitting your proxy vote for those shares, along with the rest of your shares, by Internet or mail, all as described on the enclosed proxy card. If you do not instruct the trustee how to vote, your plan shares will be voted by the trustee in the same proportion that it votes shares in other plan accounts for which it received timely voting instructions.

Quorum and Vote Required

We must have a quorum to conduct business at the 2012 Annual Meeting. A quorum consists of the presence at the meeting either in person or represented by proxy of the holders of a majority of the outstanding shares of our common stock entitled to vote. You are part of the quorum if you have voted by proxy. As of the record date for the meeting, 33,804,659 shares of our common stock were issued and outstanding.

For the purpose of establishing a quorum, abstentions, including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting, and broker non-votes are considered shareholders who are present and entitled to vote, and count toward the quorum. A

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broker non-vote occurs when a broker or other nominee that holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the owner of the shares. Although there is no controlling precedent under Pennsylvania law regarding the treatment of broker non-votes in certain circumstances, we intend to apply the following principles:

Proposal	Votes Required	Treatment of Abstentions and Broker Non-Votes	Broker Discretionary Voting
Proposal 1 - Election of Directors	Plurality of the votes cast	Abstentions and broker non-votes will not be taken into account in determining the outcome of the proposal	No
Proposal 2 - Advisory Vote to Approve Named Executive Officer Compensation	Majority of the shares present and entitled to vote on the proposal in person or represented by proxy	Abstentions will have the effect of negative votes and broker non-votes will not be taken into account in determining the outcome of the proposal	No
Proposal 3 - Ratification of Independent Auditors for 2012	Majority of the shares present and entitled to vote on the proposal in person or represented by proxy	Abstentions and broker non-votes will have the effect of negative votes	Yes

How Your Shares Will Be Voted

In each case, your shares will be voted as you instruct. If you return a signed card, but do not provide voting instructions, your shares will be voted FOR each of the proposals.

Changing Your Vote

Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with our Corporate Secretary either a notice of revocation or a duly executed proxy bearing a later date. You may also vote in person at the meeting, although attendance at the meeting will not by itself revoke a previously granted proxy.

PROPOSAL 1 ELECTION OF DIRECTORS

Our Director Nominees

Our shareholders will be asked to consider ten nominees for election to our Board to serve for a one-year term until the 2013 annual meeting of shareholders, and until their successors, if any, are elected or appointed, or their earlier death, resignation, retirement, disqualification or removal. The names of the ten nominees for director, their current positions and offices, tenure as a West director and their qualifications are set forth below. Each of their respective committee memberships are set forth under the heading *2011 Committee Membership and Number of Committee Meetings Held*. All of the nominees are current West directors and, with the exception of Dr. Morel, have been determined by our Board to be independent. Our Nominating and Corporate Governance Committee reviewed the qualifications of each of the nominees and recommended to our Board that each nominee be submitted to a vote of our shareholders at the Annual Meeting. The Board unanimously approved the Committee's recommendation at its meeting on February 21, 2012.

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On February 21, 2012, in anticipation of the May 2012 retirement of Dr. Robert C. Young in accordance with the Board's retirement policy, the Board increased its size to 11 and elected Dr. William F. Feehery to serve until the 2012 Annual Meeting and, if elected by shareholders, until the 2013 Annual Meeting.

Each of the nominees has agreed to be named and to serve, and we expect each nominee to be able to serve if elected. If any nominee is unable to serve, the Nominating and Corporate Governance Committee will recommend to our Board a replacement nominee. The Board may then designate the other nominee to stand for election. If you voted for the unavailable nominee, your vote will be cast for

his or her replacement.

Director Qualifications and Biographies

As a leading manufacturer of pharmaceutical packaging and delivery systems with global operations, we believe that our Board should include a mix of backgrounds and expertise that enhances the ability of the directors collectively to understand the issues facing us and to fulfill the Board's and its committees' responsibilities. Board members should have high standards of integrity and commitment, exhibit independence of judgment, be willing to ask hard questions of management and work well with others. Directors are expected to devote sufficient time to our affairs and be free of conflicts of interest, engage in constructive discussion with each other and management and demonstrate diligence and faithfulness in attending Board and committee meetings.

The Nominating and Corporate Governance Committee reviews annually with the Board the size and composition of the Board as a whole to determine the qualifications and areas of expertise needed to further enhance the composition of the Board. As a result of this process, the Nominating and Corporate Governance Committee has identified the following specific criteria as important for potential director candidates: (1) senior level executive leadership at public companies, particularly companies with international operations; (2) leadership in the healthcare or public health fields; (3) science or technology backgrounds; and (4) financial expertise. The Committee works with management and the other directors to attract candidates with those qualifications. The goal of the Committee is to achieve a Board that reflects the appropriate balance and diversity of knowledge, experience, skills and expertise. The following chart shows the current mixture of qualifications of our Board.

The information that follows includes each director's (1) age and tenure on our Board; (2) experience, qualifications, attributes and skills that led the Board to conclude that each director and nominee should serve on our Board; and (3) service on the boards of directors of other public companies during the past five years.

Mark A. Buthman, 51, has served as a director since February 2011. He has been Chief Financial Officer of Kimberly-Clark since 2003. He is an active participant in the Standard & Poor Corporate Rating Issuers Council and the Dallas Area CFO Roundtable and serves as a member of the board of directors of K-C de Mexico.

Having served since 2003 as the Senior Vice President and Chief Financial Officer of Kimberly-Clark, a global producer of branded products for the consumer, professional and healthcare markets, Mr. Buthman provides expertise in the fields of finance and accounting as well as additional experience with real estate, investor relations and information-technology services. Throughout his tenure at Kimberly-Clark, he has served in a wide range of leadership roles in the areas of analysis, strategy and mergers and acquisitions.

William F. Feehery, Ph.D., 41, has served as a director since February 2012. He is Global Business Director, DuPont Photovoltaic Solutions in DuPont's Electronics and Communications business segment. He has been at DuPont since 2002 and has previously served as Global Business Director, Electronics Growth Businesses, and as President of DuPont Displays, Inc.

Dr. Feehery brings extensive global public company leadership experience to the Board, having served in leadership roles throughout the DuPont organization, a provider of innovative products and services for markets including agriculture, nutrition, electronics, communications, safety and protection, home and construction, transportation and apparel. In addition, Dr. Feehery brings considerable technical experience with a Ph.D. in chemical engineering and over ten years of experience in the technology industry.

Thomas W. Hofmann, 60, has served as a director since October 2007. He is the retired Senior Vice President and CFO of Sunoco, Inc., an oil refining and marketing company, where he served in that capacity from January 2002 until December 2008. Mr. Hofmann also served Sunoco in various other senior management roles since 1995. He is a director of Penn Virginia Resource Partners, L.P., Northern Tier Energy, Inc., Fox Chase Cancer Center and Scholar Academies and is a member of the Advisory Board of the Boys & Girls Clubs of Philadelphia. He previously served as a director of Viasys Healthcare Inc. from 2004 through 2007 and Sunoco Logistics Partners LP from 2002 through 2008.

Mr. Hofmann provides substantial financial, corporate governance and management experience with expertise in all areas of finance, including tax, accounting, auditing, treasury, investor relations and budgeting, and he is well-versed in strategic planning, risk-management and capital-market issues. Over the course of his distinguished career with Sunoco, Inc., Mr. Hofmann was involved in a number of unique transactions, including significant acquisitions and divestitures.

L. Robert Johnson, 70, has served as a director since March 1989. He is Managing Partner of Founders Capital Partners, a venture capital angel group he established in 1988. He is a life member of the Corporation of the Massachusetts Institute of Technology, a director of the Scholarship Foundation of Santa Barbara, the Santa Barbara Center for the Performing Arts, Affinity Biosensors, LLC and Digifit, Inc.

Mr. Johnson is a seasoned investment and biotechnology business professional, with over 40 years experience. He has invested in and operated technology-based companies in a variety of fields, including medical care and genomics. He brings a wealth of technology, financial and transactional expertise to our Board. Mr. Johnson spent 16 years developing his expertise in research, private equity and venture capital activities through his affiliations with the firms of Donaldson, Lufkin & Jenrette, Inc. and Kidder Peabody & Co., Incorporated, and 22 years in technology investing through Founders Capital Partners. In addition, Mr. Johnson has served on numerous private and public company boards of directors.

Paula A. Johnson, M.D., MPH, 52, has served as a director since October 2005. She is a cardiologist and has been the Executive Director of the Connors Center for Women's Health and Gender Biology and Chief of the Division of Women's Health at Brigham and Women's Hospital since January 2002. Dr. Johnson also is an Associate Professor at Harvard Medical School.

Dr. Johnson brings a wealth of leading healthcare expertise to our Board. She is a nationally recognized expert in cardiology and women's and minority healthcare issues. In her role as Executive Director of the Connors Center for Women's Health and Gender Biology and as Chief of the Division of Women's Health at Brigham and Women's Hospital, Dr. Johnson has built a novel, interdisciplinary research, education, clinical and policy program in women's health whose mission is to improve the health of women and to transform their medical care. Dr. Johnson has extensive experience in developing quality control systems in health care. Dr. Johnson is the recipient of many awards recognizing her contributions to women's and minority health and is featured as a national leader in medicine by the National Library of Medicine. She has an extensive background in quality and safety in healthcare and in public health systems.

Douglas A. Michels, 55, has served as a director since February 2011. Since June 2004, he has served as President and Chief Executive Officer of OraSure Technologies, Inc. and as a member of the OraSure Board of Directors. He also serves as a member of the board of directors of St. Luke's Hospital and Health Network in Bethlehem, Pennsylvania.

Mr. Michels brings considerable expertise and executive leadership skills in the pharmaceutical, medical device and diagnostic industry having spent seven years with OraSure Technologies, Inc., 19 years with Johnson & Johnson and seven years with Abbott Laboratories. In February 2010, Mr. Michels was appointed to the Presidential Advisory Council on HIV/AIDS (PACHA). PACHA provides advice, information and recommendations to the President of the United States through the Secretary of Health and Human Services on domestic and global HIV/AIDS policy issues. Mr. Michels previously served on the Board of the National Blood Foundation, the Board of the National Committee for Quality Health Care, and the Coalition to Protect America's Health Care.

Donald E. Morel, Jr., Ph.D., 54, has served as a director since March 2002. He has been our Chief Executive Officer since April 2002 and Chairman of the Board since March 2003. Dr. Morel was our President from April 2002 to June 2005. He serves as a director of Fox Chase Cancer Center and Kensey Nash Corporation and as a member of the board of trustees of The Franklin Institute and of Lafayette College.

Dr. Morel has significant biomedical and pharmaceutical experience with over 20 years' experience developing and managing programs involving advanced materials for aerospace, biomedical and pharmaceutical applications. In addition, having served with us in a variety of increasingly responsible roles, including Chief Operating Officer, head of our drug-delivery division, and Vice President of Research and Development, Dr. Morel has considerable experience identifying and implementing strategic priorities.

John H. Weiland, 56, has served as a director since May 2007. He has been President and Chief Operating Officer of C. R. Bard, Inc., a medical-device company, since August 2003, and served as its Group President from April 1997 to August 2003 and its Group Vice President from March 1996 to April 1997. Mr. Weiland also serves as a director of C. R. Bard, Inc.

Mr. Weiland has considerable expertise in the area of healthcare with over 30 years of experience in the healthcare industry and brings to our Board executive leadership in medical-device company operations with significant international business expertise. As Bard's President and Chief Operating Officer, Mr. Weiland has responsibility for all of its business operations.

Anthony Welters, 57, has served as a director since March 1997. He has been Executive Vice President, UnitedHealth Group Inc., a diversified health and well-being company, since November 2006. In January 2011, he was appointed a Member of the Office of the CEO. From September 2007 to December 2010, he held the position of President of the Public and Senior Markets Group which included UnitedHealthcare Medicare and Retirement (formerly Ovations) and Community and State (formerly AmeriChoice) business units. Mr. Welters was President and Chief Executive Officer of AmeriChoice Corporation, a UnitedHealth Group Company, and its predecessor companies from 1989 until November 2006. Mr. Welters also serves as Vice Chair of New York University, Chairman of Morehouse School of Medicine, a director of C. R. Bard, Inc. and Qwest Communications International, Inc., the Chair of the New York University School of Law Board of Trustees and a trustee of the New York University School of Medicine and the Library of Congress.

Mr. Welters brings to our Board considerable financial and management expertise, having distinguished himself as a visionary yet practical business leader, with demonstrated entrepreneurial, operations and management expertise. As CEO of AmeriChoice Corporation, he directed a highly successful managed care plan while pursuing new market opportunities in the field of managed healthcare. Mr. Welters is the recipient of the prestigious Horatio Alger award and serves as a director of the Horatio Alger Association.

Patrick J. Zenner, 65, has served as a director since July 2002. He is retired from Hoffmann-La Roche Inc., North America, the prescription drug unit of the Roche Group, a leading research-based healthcare enterprise, where he served as President and Chief Executive Officer from 1993 to January 2001. He was a director and the Chairman of the Board of Exact Sciences Corporation until July 2010, and from July 2007 until March 2008, served as its Interim CEO. He also served as Interim Chief Executive Officer of CuraGen Corporation from May 2005 through March 2006. In addition, Mr. Zenner serves as Chairman of the Board and a director of ArQule, Inc. and is a director of Par Pharmaceuticals Companies, Inc. He previously served as director of Xoma Corporation from 2002 to 2010.

Mr. Zenner provides to the Board over 40 years of experience and expertise in the pharmaceutical industry. Since retiring from Hoffmann-La Roche, Mr. Zenner has devoted his considerable industry expertise and corporate-governance knowledge to small and early-stage pharmaceutical and technology companies in various capacities, including board member, chairman and interim CEO.

The Board of Directors unanimously recommends a vote FOR the election of each of the nominated directors.

CORPORATE GOVERNANCE MATTERS

Development and implementation of best practices throughout our corporate governance structure is fundamental to our strategy to enhance performance by creating an environment that increases operational efficiency and ensure long-term productivity and growth. Sound corporate governance practices also ensure alignment with shareholder interests by promoting fairness, transparency and accountability in business activities among employees, management and the Board.

2011 Corporate Governance Developments

Because our Board is committed to strong and effective corporate governance, our corporate governance practices and policies are established, monitored and regularly assessed by our Board with assistance and guidance from our Nominating and Corporate Governance Committee to ensure we meet or exceed the requirements of applicable laws, regulations and rules and the NYSE's listing standards.

During 2011, our Board took the following actions concerning our corporate governance policies and practices:

- implemented declassification of our Board, after receipt of shareholder approval of a declassification amendment to our Articles of Incorporation at the 2011 Annual Meeting;
- revised our director retirement policy to be consistent with a declassified board; and
- recommended that an advisory vote on executive compensation be held annually.

The changes made to our corporate governance policies and practices build upon our solid corporate governance structure, which is exemplified by:

- a strong Chairman, Independent Directors, who is elected annually by the Board;
- our committee charters, which clearly establish the roles and responsibilities of each of the committees;

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- Board committees that are comprised and chaired solely by independent directors;
- regular executive sessions of our independent directors;
- a no-hedging policy in our insider trading policy, which prohibits all employees, including our named executive officers and our non-employee directors, from hedging the economic risk in the West shares they own;
- a strong risk management program with specific responsibilities assigned to management, the Board, and the Board's committees;
- a director orientation and continuing education program;
- our clear Code of Business Conduct;
- our Corporate Governance Principles; and
- our Compensation Committee's engagement of an independent compensation consultant.

Additional information regarding the above aspects of our corporate governance is provided in this proxy statement in this section and the sections entitled *Board of Directors and Committees of the Board* and *Executive Compensation Compensation Discussion and Analysis*.

Corporate Governance Documents

Our principal governance documents are our Corporate Governance Principles (Principles), Board Committee Charters, Independence Standards and Code of Business Conduct. These documents are available in the *Investors Corporate Governance* section of our website at www.westpharma.com and copies of these documents may be requested by writing to our Corporate Secretary, West Pharmaceutical Services, Inc., 101 Gordon Drive, Lionville, PA 19341.

Aspects of our governance documents are summarized below. We encourage our shareholders to read our governance documents, as they present a comprehensive picture of how the Board addresses its governance responsibilities to ensure our vitality and success.

Corporate Governance Principles

Our Board has adopted Corporate Governance Principles to provide guidance to our Board and its committees on their respective roles, director qualifications and responsibilities, Board and committee composition, organization and leadership. The Nominating and Corporate Governance Committee assesses the Principles in light of corporate governance developments and makes recommendations to the Board on any changes to implement. Our Principles address, among other things:

- director qualifications, including our Independence Standards;
- the requirement to hold separate executive sessions of the independent directors;
- the role of independent directors in executive succession planning;
- the Board's policy on setting director compensation and director stock-ownership guidelines;
- guidelines on Board organization and leadership, including the number and structure of committees and qualifications of committee members;

- policies on access to management;
- director orientation and continuing education; and
- the annual self-assessment of board and committee performance to determine their effectiveness.

Code of Business Conduct

All of our employees, officers and directors are required to comply with our Code of Business Conduct. The Code of Business Conduct covers fundamental ethical and compliance-related principles and practices such as accurate accounting records and financial reporting, avoiding conflicts of interest, the protection and use of our property and information and compliance with legal and regulatory requirements. The Board has adopted a comprehensive Corporate Compliance and Ethics Program and has named John R. Gailey III our Chief Compliance Officer. Mr. Gailey delivers semi-annual reports on the corporate compliance and ethics program to the Audit Committee.

Board Leadership Structure

The Board has determined that combining the CEO and Chairman positions is currently the best leadership structure for the Company. The Board believes that our CEO is best situated to serve as Chairman because, given his day-to-day involvement with and intimate understanding of our business, industry and management team, he is the director most capable of effectively identifying and implementing strategic priorities.

Independent directors and management have different perspectives and roles in strategy development. Our independent directors bring experience, oversight skills and expertise from outside our organization and industry, while our CEO brings Company-specific experience and expertise. The Board believes that the combined role of Chairman and CEO promotes strategy development and implementation, and facilitates information flow between management and the Board, which are essential to effective governance. The Board further believes that combining these roles fosters clear accountability, effective decision-making and alignment on the development and execution of corporate strategy.

One of the key responsibilities of the Board is to develop strategic direction and hold management accountable for implementing the strategy once it is developed. The Board also believes the combined role of Chairman and CEO is an effective structure for the Board to understand the risks associated with the Company's strategic plans and objectives. Combining these positions places the Company's senior-most executive in a position to guide the Board's agenda in setting priorities for the Company and addressing the risks and challenges the Company faces. Additionally, maintaining an independent board with a Chairman, Independent Directors permits open discussion and assessment of the Company's ability to manage these risks and provides the appropriate balance between strategy development and independent oversight of management.

Chairman, Independent Directors

Thomas W. Hofmann, an independent director who serves as Chairman of the Nominating and Corporate Governance Committee, was selected by the Board in 2010 and re-appointed in 2011 to serve as the Chairman, Independent Directors for all meetings of non-management directors held in executive session. The Chairman, Independent Directors confers with the CEO on Board agenda items, meeting schedules, presentations and other communications, acts as chairman for Board discussions on any subject where the CEO would not be the appropriate person to chair such discussion, and serves as principal liaison between the CEO and the independent directors.

The CEO and the Chairman, Independent Directors create the agenda for each Board meeting. Each independent director may add items to the agenda. Independent directors meet in regularly scheduled executive sessions and in special executive sessions called by the Chairman, Independent Directors.

The Board's Role in Risk Oversight

The Board's role in risk oversight is consistent with the Company's leadership structure, with management having day-to-day responsibility for assessing and managing the Company's risk exposure and the Board taking an active role in overseeing management of our risks both at the Board and committee level.

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The Board regularly reviews and monitors the risks associated with our financial condition and operations and specifically reviews the enterprise risks associated with the Company's five-year plan. In particular, the Board reviews the Company's risk portfolio, confirms that management has established risk management processes that are functioning effectively and efficiently and are consistent with the Company's corporate strategy, reviews the most significant risks and determines whether management is responding appropriately.

The Board performs its risk oversight role by using several different levels of review. Each Board meeting begins with a strategic overview by the CEO that describes the most significant issues, including risks, affecting the Company and also includes business

updates from each reporting segment. In addition, at least quarterly, the Board reviews in detail the business and operations of each of the Company's reporting segments, including the primary risks associated with that segment.

The Board focuses on the overall risks affecting the Company. Each committee has been delegated the responsibility for the oversight of specific risks that fall within its areas of responsibility. For example:

- The Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation policies, plans and arrangements and the extent to which those policies or practices increase or decrease risk for the Company.
- The Audit Committee oversees management of financial reporting, compliance and litigation risks as well as the steps management has taken to monitor and control such exposures.
- The Nominating and Corporate Governance Committee manages risks associated with the independence of the Board, potential conflicts of interest and the effectiveness of the Board.
- The Innovation and Technology Committee reviews risks associated with intellectual property, innovation efforts and our technology strategy.

Although each committee is responsible for evaluating certain risks and overseeing the management of those risks, the full Board is regularly informed about those risks through committee reports.

Director Independence

Our Board has adopted a formal set of categorical director qualification standards used to determine director independence. The standards meet or exceed the independence requirements of the NYSE corporate governance listing standards. Under the standards, a director must be determined to have no material relationship with us other than as a director. The standards specify the criteria for determining director independence, including strict guidelines for directors and their immediate families regarding employment or affiliation with us or our independent registered public accounting firm. The standards also prohibit the Audit Committee members from having any direct or indirect financial