

JACK HENRY & ASSOCIATES INC (JKHY)

2025 DEF 14A · filed 2025-10-02 · CIK 0000779152

Headline facts

CEO TOTAL PAY

\$3,474,604

David B. Foss · 2025 · “ 68% YoY

CEO PAY RATIO

Not in CD&A

Median employee: \$93,193

SAY ON PAY CD&A

93%

Extracted from: Compensation Discussion & Analysis

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

PLEDGING

Not disclosed

HEDGING

Not disclosed

STOCK OWNERSHIP GUIDELINES

present

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Gregory R. Adelson President and Chief Executive Officer	\$750,000	\$5,306,749	\$938,906	\$21,337	\$7,016,992
David B. Foss Executive Board Chair and Former Chief Executive Officer	\$500,000	\$2,467,416	\$500,750	\$6,438	\$3,474,604
Mimi L. Carsley Chief Financial Officer and Treasurer	\$525,516	\$1,980,866	\$534,083	\$20,576	\$3,061,041
Shanon G. McLachlan Senior Vice President and Chief Op- erating Officer	\$450,000	\$1,061,352	\$405,608	\$20,517	\$1,937,477
Craig K. Morgan Chief Legal Officer and Secretary	\$445,179	\$958,716	\$407,192	\$17,579	\$1,828,666

CEO pay mix (latest year)

Base salary	14%
Cash incentive	14%
Equity	71%
Other	0%
At-risk	85%

Every fact above, traced back to filing text

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Median employee compensation = \$93,193

Extracted from: CEO Pay Ratio section (Item 402(u)) · confidence 0.9

“employee based on actual base salary earnings and annual bonus, we then calculated the annual total compensation for this employee using the same methodology we use for our Named Executives as set forth in the fiscal 2025 Summary Compensation Table included in this Proxy Statement. Based on this calculation, this median employee’s annual total compensation for fiscal 2025 was \$93,193 The annual total compensation of the Chief Executive Officer for fiscal 2025 (as set forth in the Summary Compensation Table on page 47) was \$7,016,992 resulting in a pay ratio of 75 to one.”

Say on pay = 93%

Extracted from: Compensation Discussion & Analysis · confidence 0.84

“You will have the opportunity to cast an advisory vote on Jack Henry’s executive compensation at this year’s Annual Meeting (our “say on pay” vote), included as Proposal 2 in this proxy statement (page 61).”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“At the Company’s Annual Meeting of Stockholders held in November 2024, 93% of the votes cast on say-on-pay at that meeting were voted in favor of the proposal. The Human Capital & Compensation Committee (the “HC&C Committee”) believes this vote strongly affirms the stockholders’ support of the Company’s approach to executive compensation, and the HC&C Committee did not significantly change its basic approach to compensation of the named executive officers (“Named Executives”) in fiscal 2025”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“Clawback Policy”

Hedging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“COMPENSATION DISCUSSION AND ANALYSIS You will have the opportunity to cast an advisory vote on Jack Henry’s executive compensation at this year’s Annual Meeting (our “say on pay” vote), included as Proposal 2 in this proxy statement (page 61). We encourage you to review this section prior to casting your “say on pay” advisory vote. At the Company’s Annual Meeting of Stockholders held in November 2024, 93% of the votes cast on say-on-pay at that meeting were voted in favor of the proposal. The Human Capital & Compensation Committee (the “HC&C Committee”) believes this vote strongly affirms the ...”

Pledging policy = —

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“COMPENSATION DISCUSSION AND ANALYSIS You will have the opportunity to cast an advisory vote on Jack Henry’s executive compensation at this year’s Annual Meeting (our “say on pay” vote), included as Proposal 2 in this proxy statement (page 61). We encourage you to review this section prior to casting your “say on pay” advisory vote. At the Company’s Annual Meeting of Stockholders held in November 2024, 93% of the votes cast on say-on-pay at that meeting were voted in favor of the proposal. The Human Capital & Compensation Committee (the “HC&C Committee”) believes this vote strongly affirms the ...”

Stock ownership guidelines = present

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“Stock Ownership Guidelines”