

# Nexstar Media



Nexstar needs to give more clarity on how it navigates the threats of misinformation, AI-generated news and political pressure. The company is also improving its executive payment plan and board composition.

Marius Bakker, Portfolio Manager

### Engagement rationale

We are engaging with Nexstar to ensure that Nexstar has and will uphold the highest standards in terms of responsible journalism and unbiased broadcasting, to serve the US population with factual, unbiased journalism and television during an era of misinformation and political pressure on media.

Next to that, we want to realize improvements in the corporate governance in terms of remuneration policy and board structure (tenure and diversity).

### Background

While the company signs up to industry standards in terms of code of ethics for responsible journalism and broadcasting, there is limited transparency in terms of the check and balance to uphold these standards, while the company is very powerful in terms of their media reach and can thereby influence public opinion, so there should be transparency in terms of their decision-making process in terms of what they put on air.

Next to that, the remuneration policy was purely focused on 1-year relative total shareholder return versus a peer group. In an industry that may arguably be in decline that creates the risk of being rewarded for being the 'slowest melting icecube'. We argue there should be more focus on absolute returns in such a case.

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**Theme for engagement**  
Social & Governance

### Development

Positive

### Milestone



### Engagement objectives

- Improve reporting on responsible journalism and broadcasting: communicate clear guidelines and improve transparency of the auditing framework
- Improve the structure of the board remuneration plan
- Increase diversity of the board and reduce board member tenure

### Engagement results

- Company gave more transparency about their guidelines for ensuring responsible journalism.
- Engaged the company regarding their decision framework on what is appropriate to air, following a ban of a prominent talk show host (Jimmy Kimmel) from their stations after comments about the killing of a conservative spokesperson (Charlie Kirk), arguably following pressure by the regulator. So far, the company has not given any insight into their decision-making process
- Voted against 2024 remuneration policy on the grounds of misalignment of KPI's versus the business cycle.
- Voted against several board members on grounds of a too long tenure, and because of the lack of diversity.
- The company improved the remuneration policy to have more focus on absolute results and aligning better with the business cycle, the caveat was that it applies to all but the CEO (who is said to have a new contract next year)
- Voted for the remuneration policy in 2025 under the assumption it will apply to the CEO next year
- Board diversity increased (added a female board member)

### Next steps

- Continue engagement on responsible journalism and broadcasting, to gain more insight into their decision-making process on what is -or isn't appropriate to air
- Monitor if the CEO remuneration framework is altered properly with the signing of his new contract



### Company

Nexstar Media Group

### Country

United States

### Sector

Media

### Market cap

Mid Cap

### Materiality

Medium

### ESG Research

MSCI ESG Rating: BBB  
Sustainalytics: 15.4

### Engagement initiated

Q1 2025

### Latest update

Q4 2025

### Kempen Fund

Kempen Global High Dividend Fund  
Kempen Sustainable Global High Dividend Fund  
Kempen Global Value Fund

