

KINDER MORGAN, INC.
Form DEF 14A
March 27, 2015

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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 under §240.14a-12

Kinder Morgan, 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):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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**1001 Louisiana Street, Suite 1000
Houston, Texas 77002**

March 27, 2015

To our stockholders:

You are cordially invited to attend the 2015 Annual Meeting of our Stockholders to be held at our offices at 1001 Louisiana Street, Houston, Texas, on Thursday, May 7, 2015 at 1:00 p.m. local time. The meeting has been called by our Board of Directors.

The accompanying proxy statement describes the matters to be presented for approval at the meeting. The agenda of the meeting will include (1) a proposal to elect the nominated directors, (2) a proposal to amend our Stock Incentive Plan, (3) a proposal to amend our Annual Incentive Plan, (4) a proposal to approve, on an advisory basis, the compensation of our named executive officers, (5) a proposal to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015, (6) a proposal to amend and restate our certificate of incorporation to facilitate compliance with the Jones Act and to eliminate inapplicable provisions and (7) three proposals submitted by stockholders, if properly presented by the stockholder proponents at the meeting. There will also be a report from management on our performance during 2014 and an opportunity to ask questions about the company.

Representation of your shares at the meeting is very important. We urge each stockholder, whether or not you plan to attend the meeting, to vote promptly by proxy. If you attend the meeting, you may, if you wish, revoke your proxy and vote in person.

Thank you for your continued support. We look forward to seeing you on May 7th.

Sincerely,

Richard D. Kinder
Chairman and Chief Executive Officer

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**1001 Louisiana Street, Suite 1000
Houston, Texas 77002**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 7, 2015**

To our stockholders:

We, the Board of Directors of Kinder Morgan, Inc., give notice that the 2015 Annual Meeting of our Stockholders will be held at our offices at 1001 Louisiana Street, Houston, Texas, on Thursday, May 7, 2015, beginning at 1:00 p.m. local time. At the meeting, the holders of our common stock will act on the following matters:

- (1) the election of the nominated directors;
- (2) the approval of the Kinder Morgan, Inc. 2015 Amended and Restated Stock Incentive Plan (the "2015 Stock Incentive Plan");
- (3) the approval of the Amended and Restated Annual Incentive Plan of Kinder Morgan, Inc. (the "2015 Annual Incentive Plan");
- (4) the approval, on an advisory basis, of the compensation of our named executive officers;
- (5) the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015;
- (6) the proposal to amend and restate our certificate of incorporation to facilitate compliance with the Jones Act and to eliminate inapplicable provisions; and
- (7) three stockholder proposals contained in this proxy statement, if properly presented by the stockholder proponents at the meeting.

We have set the close of business on March 10, 2015 as the record date for determining stockholders entitled to receive notice of and to vote at the meeting. A list of all registered stockholders entitled to vote is on file at our principal offices at 1001 Louisiana Street, Suite 1000, Houston, Texas, and will be available for inspection for any purpose germane to the meeting by any stockholder during the meeting and during business hours for ten days prior to the meeting.

If you cannot attend the meeting, you may vote over the telephone or the Internet or by mailing a completed proxy card or voting instruction card, as applicable, all as described in the attached proxy statement. Any stockholder attending the meeting who presents appropriate documentation may revoke an earlier vote by proxy and vote in person.

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IF YOU PLAN TO ATTEND:

Please note that space limitations make it necessary to limit attendance to stockholders and one guest per stockholder. Admission to the meeting will be on a first-come, first-served basis. Registration will begin at 12:00 p.m., and seating will begin at 12:30 p.m. Stockholders will be asked to present valid picture identification, such as a driver's license or passport. Stockholders holding stock in brokerage accounts will also need to bring the voting instruction card that they received from their broker or other nominee in connection with the meeting, or a copy of a brokerage statement reflecting stock

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ownership as of the record date. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

By order of the Board of Directors,

Richard D. Kinder
Chairman and Chief Executive Officer

March 27, 2015
Houston, Texas

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**1001 Louisiana Street, Suite 1000
Houston, Texas 77002**

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS ON MAY 7, 2015

Our Board of Directors is furnishing you with this proxy statement in connection with the solicitation of proxies on its behalf to be voted at the 2015 Annual Meeting of our Stockholders and any postponements or adjournments thereof. The meeting will be held on Thursday, May 7, 2015, beginning at 1:00 p.m. local time, at our offices at 1001 Louisiana Street, Houston, Texas.

In accordance with the "Notice and Access" rules adopted by the U.S. Securities and Exchange Commission ("SEC"), we have elected to provide access to our proxy materials to our stockholders by posting such documents on the Internet. Accordingly, on March 27, 2015, an Important Notice Regarding the Availability of Proxy Materials ("Notice") was mailed to our stockholders of record as of the record date. Beginning on March 27, 2015, stockholders have the ability to access the proxy materials on a website referred to in the Notice or to request a printed set of the proxy materials be sent to them, by following the instructions on the Notice.

Unless stated otherwise or the context otherwise requires, all references in this proxy statement to "we," "us," "our," "KMI" or the "company" are to Kinder Morgan, Inc.

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Who is entitled to vote at the annual meeting?

All stockholders who owned our Class P common stock, referred to as our common stock, at the close of business on the record date are entitled to receive notice of, and to vote their common stock owned on the record date at, the annual meeting and any postponements or adjournments of the meeting. If you owned our common stock as of the close of business on the record date, you are authorized to vote those shares at the annual meeting, even if you subsequently sell them.

What is the record date of the annual meeting?

March 10, 2015 at 5:00 p.m. Eastern Time is the record date for determining those stockholders who are entitled to vote at the annual meeting and at any adjournment or postponement of the meeting.

Why did I receive a Notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In compliance with SEC rules that allow companies to furnish their proxy materials over the Internet, we have sent to our registered stockholders an Important Notice Regarding the Availability of Proxy Materials instead of a paper copy of the proxy materials. Instructions on how to access the proxy materials over the Internet or request a paper copy may be found in the Notice. If your common stock is held beneficially in street name, you will receive a similar Notice from your broker.

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Can I vote my shares by filling out and returning the Notice?

No. The Notice will, however, provide instructions on how to vote over the telephone or Internet, or by requesting and returning a signed paper proxy card or voting instruction card, as applicable, or submitting a ballot at the annual meeting.

How do I vote?

You may vote your shares by any of the following methods:

By Internet If you have Internet access, you may view proxy materials and vote online by following the instructions provided in the Notice or, if you have elected to receive a paper copy of the proxy materials, by following the instructions on your proxy card or voting instruction form.

By Telephone If you have elected to receive a paper copy of the proxy materials, you may submit your vote by telephone by following the instructions on your proxy card or voting instruction form. You may request a paper copy of the proxy materials by following the instructions provided in the Notice.

By Mail You may submit your proxy vote by mail by requesting and returning a signed paper proxy card if you are a registered stockholder or, if your shares are held beneficially in street name, by following the vote-by-mail instructions included on the voting instruction form provided by your broker, trustee or nominee. If you provide specific voting instructions, your shares will be voted as you have instructed.

In Person at the Annual Meeting

Registered Holders. If your shares are registered directly in your name with our transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those shares, sometimes referred to in this proxy statement as a "registered" holder. As the stockholder of record, you have the right to vote in person at the annual meeting.

"Street Name" Holders. If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in street name. You are also invited to attend the annual meeting. However, a "street name" beneficial owner is not the stockholder of record entitled to vote at the meeting. If you wish to vote in person at the meeting, you must obtain a "legal proxy" from your broker, trustee or nominee that holds your shares, giving you the right to vote your shares at the meeting.

If you are a registered stockholder and attend the annual meeting, you may deliver your completed proxy card in person. As noted above, if you are a street name stockholder and wish to vote at the annual meeting, you will need to obtain a legal proxy from the institution that holds your shares.

Even if you plan to attend the annual meeting, your plans may change, so it is a good idea to complete, sign and return your proxy card or voting instruction form, or vote over the telephone or the Internet in advance of the meeting. Any stockholder attending the meeting who presents the appropriate documentation may revoke an earlier vote by proxy and vote in person.

How can I access the proxy materials over the Internet?

You can view the proxy materials related to the annual meeting on the Internet website listed on your Notice. Please have your control number available. Your control number can be found on your Notice. If you requested and received a paper copy of your proxy materials, your control number can be found on your proxy card or voting instruction form.

You also may access the proxy materials through our website at <http://annualmeeting.kindermorgan.com>.

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What does it mean if I receive more than one Notice?

It means that you have multiple accounts at Computershare and/or with stockbrokers. Please vote using each control number to ensure that all your shares are voted.

What am I being asked to vote on and what does our Board of Directors recommend?

You are being asked to vote on:

the election of the nominated directors;

the approval of the Stock Incentive Plan;

the approval of the Annual Incentive Plan;

the approval, on an advisory basis, of the compensation of our named executive officers;

the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015;

a proposal to amend and restate our certificate of incorporation to facilitate compliance with the Jones Act and to eliminate inapplicable provisions; and

three stockholder proposals, if such proposals are properly presented by the stockholder proponents at the meeting.

Our Board of Directors recommends a vote:

FOR the election of all of the nominated directors;

FOR the approval of the Stock Incentive Plan;

FOR the approval of the Annual Incentive Plan;

FOR the approval, on an advisory basis, of the compensation of our named executive officers;

FOR the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015;

FOR the proposal to amend and restate our certificate of incorporation; and

AGAINST each of the three stockholder proposals.

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Please read this proxy statement carefully because it contains information that should be useful to you in determining how to vote.

How many votes do I have?

You have one vote for each share of common stock that you owned at the close of business on the record date.

How many shares must be present to conduct the annual meeting?

The presence at the annual meeting, in person or by proxy, of the holders of a majority of our common stock outstanding on the record date will constitute a quorum. The presence of a quorum will permit us to conduct the proposed business at the annual meeting. As of the record date, 2,154,602,426 shares of common stock were issued and outstanding. As a result, holders of at least 1,077,301,214 shares of common stock must be present in person or by proxy to constitute a quorum.

Your common stock will be counted as present at the annual meeting if you:

attend the meeting, if you are a registered holder;

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attend the meeting and have a legal proxy from your broker, if you are a street name holder (see "How do I vote?" above); or

have properly submitted a proxy card or voting instruction card, as applicable, or voted over the telephone or the Internet before the meeting.

Proxies received but marked as abstentions and broker non-votes will be included in the number of shares considered present at the annual meeting.

If my shares are held in a brokerage account, will my broker vote my shares for me?

Maybe not. Your broker cannot not use discretionary authority to vote your shares on any of the matters to be considered at the annual meeting other than the ratification of the selection of our independent registered public accounting firm. **Therefore, it is important that you provide voting instructions to any broker holding shares on your behalf.** Follow the directions on your Notice or voting instruction card regarding how to instruct your broker to vote your shares.

What happens if I do not specify a choice for a proposal when returning a proxy?

Registered Holders. If you are a registered stockholder and you complete and properly sign a paper proxy card and return it to us, it will be voted as you direct. If you are a registered stockholder and you sign and return a paper proxy card and no direction is given for any item on the proxy card, it will be voted *for* the election of the nominated slate of directors, *for* the approval of the Stock Incentive Plan, *for* the approval of the Annual Incentive Plan, *for* the approval, on an advisory basis, of the compensation of our named executive officers, *for* the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015, *for* the proposal to amend and restate our certificate of incorporation, and *against* each of the three stockholder proposals.

"Street Name" Holders. If you are a street name stockholder and fail to provide voting instructions, your broker is permitted to vote your shares on the ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2015. However, without your voting instructions, your broker may not vote on any of the other proposals, and a "broker non-vote" will occur, which means your vote will not be counted with respect to such matters.

Can I change my vote after I return my proxy card?

Registered Holders. If you are a registered stockholder, you may change your vote at any time before your proxy is voted at the annual meeting. You may do this in a number of ways. First, you may cast a new vote by telephone or Internet, so long as you do so by the deadline of 11:59 p.m. Eastern Time on May 6, 2015. Second, you may complete and submit a new proxy card. Third, you may send a written notice stating that you would like to revoke your proxy. If you choose either of the latter two methods, you must submit your notice of revocation or your new proxy card to the attention of our corporate secretary (1001 Louisiana Street, Suite 1000, Houston, Texas 77002) so that it is received at or before the annual meeting. Finally, you may attend the annual meeting and vote in person. Simply attending the meeting, without voting in person, will not revoke your proxy.

"Street Name" Holders. If you are a street name stockholder and you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote or to vote at the annual meeting.

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What vote is required to approve each item?

Election of Directors. The affirmative vote by holders of a plurality of the votes cast is required for the election of directors. An instruction to "WITHHOLD" with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although the shares represented will be counted for purposes of determining whether there is a quorum.

Approval of Stock Incentive Plan. The affirmative vote of a majority of the votes cast is required for the approval of our Stock Incentive Plan, provided that the total votes cast on this proposal represents over 50% of all shares entitled to vote on this proposal, in accordance with the rules of the NYSE. Under the applicable NYSE rules, (i) an instruction to "ABSTAIN" will have the effect of a vote "AGAINST" this proposal and (ii) broker non-votes will not be counted as votes cast, but will be counted as "shares entitled to vote" for purposes of determining whether the 50% threshold is met.

Approval of Amended and Restated Certificate of Incorporation. The affirmative vote of a majority of the outstanding shares of our common stock is required for the approval of the proposal to amend and restate our certificate of incorporation. An instruction to "ABSTAIN" will have the effect of a vote "AGAINST" this proposal. In addition, broker non-votes will have the effect of a vote "AGAINST" this proposal.

Other Items. For each other item, the affirmative vote by holders of a majority of the votes cast is required for approval. An instruction to "ABSTAIN" with respect to any such matter will not be voted, although the shares represented by such instruction will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

Important Voting Information for Street Name Holders. If you hold your shares in street name, your broker or nominee will not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. **Thus, if you do not give your broker or nominee specific instructions, your shares will not be voted on those matters and will not be counted in determining the number of shares voted for approval.** Shares represented by such "broker non-votes" will, however, be counted in determining whether there is a quorum. **Please communicate your voting decisions to your bank or broker before the date of the annual meeting so that your vote can be counted.**

Could other matters be decided at the annual meeting?

If any other matters properly arise at the annual meeting, your proxy, together with the other proxies received, will be voted at the discretion of the designated proxy holders. For further information, please see "Other Matters" in this proxy statement.

Do I have any dissenters' rights?

No. Under the laws of the State of Delaware, dissenters' rights are not available to our stockholders with respect to the matters to be voted on at the annual meeting.

Who can attend the annual meeting?

All stockholders as of the close of business on the record date, or their duly appointed proxies, may attend the annual meeting, and each may be accompanied by one guest. Seating, however, is limited. Admission to the annual meeting will be on a first-come, first-served basis. Registration will begin at 12:00 p.m. local time, and seating will begin at 12:30 p.m. local time. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

Stockholders and proxies will be asked to present valid picture identification, such as a driver's license or passport. Please note that if you hold your shares in street name, you will also need to bring the voting instruction card that you received from your broker or other nominee in connection with the

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annual meeting, or a copy of a brokerage statement reflecting your stock ownership as of the close of business on the record date.

In addition to the business of voting on matters presented at the annual meeting and tabulating and reporting the results, our management will report on our performance during fiscal 2014 and respond to questions from stockholders.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the meeting. The final results will be reported in a current report on Form 8-K that we will file with the SEC within four business days after the meeting.

Who will pay the expenses incurred in connection with the solicitation of my vote?

We will pay the cost of preparing these proxy materials and soliciting your vote. We also will pay all annual meeting expenses. In addition, proxies may be solicited by our directors, officers and other employees by telephone, Internet, fax, in person or otherwise. These individuals will not receive any additional compensation for assisting in the solicitation. We may also request that brokerage firms, nominees, custodians and fiduciaries transmit proxy materials to the beneficial owners of our common stock. We will reimburse those people and our transfer agent for their reasonable out-of-pocket expenses in transmitting such material. Georgeson Inc., Computershare Trust Company, N.A. and Broadridge will perform the broker nominee search and distribute proxy materials to banks, brokers, nominees and intermediaries. We will pay to third parties approximately \$980,000 plus out-of-pocket expenses for these services.

If you vote by telephone or the Internet, any telephone or Internet access charges will be borne by you.

How can I find more information about Kinder Morgan?

There are several ways. We file annual, quarterly and other reports, proxy statements and other information with the SEC. The SEC maintains an Internet website that contains these reports, proxy statements and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval (EDGAR) System. This system can be accessed at www.sec.gov. You can find information we have filed with the SEC by reference to our corporate name or to our SEC file number, 001-35081. You also may read and copy any document we file at the SEC's public reference room located at:

100 F Street, N.E., Room 1580
Washington, D.C. 20549

Please call the SEC at 1-800-SEC-0330 for further information on the public reference room and its copy charges.

Because our common stock is listed on the New York Stock Exchange, our reports, proxy statements and other information can be reviewed and copied at the office of that exchange at 20 Broad Street, New York, New York 10005.

You may request a copy of our filings by contacting us at the following address and telephone number: Kinder Morgan, Inc., Investor Relations Department, 1001 Louisiana Street, Suite 1000, Houston, Texas 77002. You also may locate copies of our filings by visiting our website at www.kindermorgan.com.

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DEFINED TERMS

The following terms are used as described in this proxy statement:

"Consolidation Transactions" refers to the transactions, which closed November 26, 2014, whereby we acquired all of the outstanding common units of KMP and EPB and all of the outstanding shares of KMR that we and our subsidiaries did not already own;

"EPB" means El Paso Pipeline Partners, L.P., a Delaware limited partnership, with its common units formerly traded on the NYSE under the symbol "EPB." On November 26, 2014, we acquired all of the outstanding common units of EPB that we and our subsidiaries did not already own;

"Exchange Act" means the Securities Exchange Act of 1934, as amended;

"initial public offering" refers to the February 2011 initial public offering of our common stock following our conversion from a Delaware limited liability company named Kinder Morgan Holdco LLC to a Delaware corporation named Kinder Morgan, Inc. and the conversion of our then-outstanding units into classes of our capital stock. All of the common stock that was sold in the initial public offering was sold by the Sponsor Investors;

"Kinder Morgan Holdco LLC" refers to the Delaware limited liability company from which we were converted in connection with our initial public offering;

"KMGP" means Kinder Morgan G.P., Inc., the general partner of KMP;

"KMP" means Kinder Morgan Energy Partners, L.P., a Delaware limited partnership, with its common units formerly traded on the NYSE under the symbol "KMP." On November 26, 2014, we acquired all of the outstanding common units of KMP that we and our subsidiaries did not already own;

"KMR" means Kinder Morgan Management, LLC, a Delaware limited liability company, with its shares formerly traded on the NYSE under the symbol "KMR." On November 26, 2014, we acquired all of the outstanding common shares of KMR that we and our subsidiaries did not already own;

"NYSE" means the New York Stock Exchange; and

"Securities Act" means the Securities Act of 1933, as amended.

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CORPORATE GOVERNANCE

The Board of Directors is responsible to our stockholders for the oversight of the company and recognizes that effective corporate governance is critical to achieving our performance goals while maintaining the trust and confidence of investors, employees, business partners and regulatory agencies. The Board of Directors has adopted a set of Governance Guidelines that address the role, composition and functioning of the Board which are posted on our website at www.kindermorgan.com in the "Corporate Governance" sub-section of the section entitled "Investors."

Independence of Board Members

Our Board has affirmatively determined that, based on a consideration of all relevant facts and circumstances, each of the following directors has no material relationship with us and is independent, as that term is used in the NYSE Listed Company Manual and as described in our Governance Guidelines: Ms. Macdonald and Messrs. Gardner, Hall, Hultquist, Kuehn, Miller, Morgan, Reichstetter, Sarofim, Smith, Staff, Vagt and Waughtal. In addition, our Board has determined that each member of our Audit Committee, Compensation Committee and Nominating and Governance Committee is independent for purposes of membership on such committees.

In making its independence determinations, the Board considered the following relationships among our directors and found that they were not material and, thus, did not impair the affected directors' independence from us: Mr. Morgan is chairman and chief executive officer of Triangle Peak Partners, LP, a registered investment advisor and fund manager which manages investments for clients, including for Messrs. Kinder, Sarofim and Shaper. The amounts invested with Triangle Peak Partners by Messrs. Kinder, Sarofim and Shaper represent, in each case, insignificant percentages of their personal wealth.

Board Leadership Structure and Lead Director

Richard D. Kinder has served as both Chairman of the Board and Chief Executive Officer of Kinder Morgan and its predecessors since his election in 1999. As previously announced, effective June 1, 2015, Steven J. Kean, currently our President and Chief Operating Officer, will become our Chief Executive Officer, and Mr. Kinder will become Executive Chairman of our Board of Directors.

The Board maintains the freedom to choose whether the roles of Chairman and Chief Executive Officer should be combined or separated, based on what it believes is best for Kinder Morgan and its stockholders at a given point in time. We currently combine the offices of Chairman of the Board and Chief Executive Officer. We believe that this leadership structure has proven effective for us and served our interests and those of our stockholders during Mr. Kinder's tenure as Chief Executive Officer for the following reasons:

Mr. Kinder's experience as our Chairman of the Board and Chief Executive Officer since 1999 provides him with a familiarity with our strategy, operations and finances;

In his dual role, Mr. Kinder may act as a bridge between the Board of Directors and management so that they act with a common purpose on strategic and tactical matters; and

Mr. Kinder's significant equity ownership in us aligns his economic interests with those of our other stockholders.

Notwithstanding the above, on June 1, 2015, Mr. Kean will commence his service as our Chief Executive Officer. Mr. Kinder will step down as our Chief Executive Officer at that time. The three-member Office of the Chairman, occupied by Mr. Kinder, Mr. Kean and our Chief Financial Officer, Kimberly A. Dang, will remain unchanged. Mr. Kinder will continue to serve in the Office of the Chairman, as Executive Chairman.

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The company is committed to the highest standards of corporate governance, and the Board of Directors has put in place the following measures to ensure that the company maintains these standards:

Thirteen of our sixteen directors are independent, as described above;

Mr. Morgan, one of our independent directors, has been appointed by the Board as lead director. In his role as lead director, Mr. Morgan is responsible for moderating executive sessions of the Board's non-management directors, acting as principal liaison between the non-management directors and the Executive Chairman on matters dealt with in such sessions, and evaluating, along with the other independent directors, the Chief Executive Officer's performance and presenting such evaluation to the Chief Executive Officer;

Our Audit Committee, Compensation Committee and Nominating and Governance Committee are composed of and chaired by non-management directors who meet the independence requirements of the NYSE and our Governance Guidelines;

The Compensation Committee annually reviews the Chief Executive Officer's performance and determines his compensation;

The Nominating and Governance Committee is responsible for succession planning for senior management, including for the Chief Executive Officer;

Non-management directors meet regularly, without the participation of the company's senior management, to review matters concerning the relationship of the Board with members of the company's management and such other matters as the lead director and participating directors may deem appropriate; and

Each year, the Nominating and Governance Committee conducts an annual review and evaluation of the conduct and performance of the Board and its committees based upon completion by each director of an evaluation form, or upon such interviews of directors or other methods as the Nominating and Governance Committee believes appropriate and suitable for eliciting the relevant information.

The Board's Role in Risk Oversight

The Board has oversight responsibility with regard to assessment of the major risks inherent in the business of the company and measures to address and mitigate such risks. While the Board is ultimately responsible for risk oversight at our company, the committees of the Board assist the Board in fulfilling its oversight responsibilities by considering the risks within their respective areas of expertise. For example, the Audit Committee assists the Board in fulfilling its risk oversight responsibilities relating to the company's risk management policies and procedures. As part of this process, the Audit Committee meets periodically with management to review, discuss and provide oversight with respect to the processes and controls established by the company to assess, monitor, manage and mitigate any potential significant risk exposures of the company. In providing such oversight, the Audit Committee may also discuss such processes and controls with the company's internal and independent auditors. The Compensation Committee likewise assists the Board in fulfilling its risk oversight responsibilities with respect to the management of risks associated with compensation program design by reviewing whether there are risks arising from our compensation programs and practices that are reasonably likely to have a material adverse effect on the company. The Nominating and Governance Committee assists the Board in fulfilling its risk oversight responsibilities relating to the management of risks associated with corporate governance, Board organization and membership, and policies governing conflicts of interest.

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Stockholder Communications with Our Board of Directors

Interested parties may contact our lead director, Mr. Morgan, the chairpersons of any of the Board's committees, the independent directors as a group or the full Board by mail to Kinder Morgan, Inc., 1001 Louisiana Street, Suite 1000, Houston, Texas 77002, Attention: Corporate Secretary, or by e-mail to our investor relations department within the "Contact Us" section of our Internet website, at www.kindermorgan.com. Any communication should specify the intended recipient.

All communications received in accordance with these procedures will be reviewed initially by our investor relations department. Our investor relations department will relay all such communications to the appropriate director or directors unless our investor relations department determines that the communication:

does not relate to our business or affairs or the functioning or Governance Guidelines of our Board of Directors or the functioning or charter of any of its committees;

relates to routine or insignificant matters that do not warrant the attention of our Board of Directors;

is an advertisement or other commercial solicitation or communication;

is frivolous or offensive; or

is otherwise not appropriate for delivery to directors.

The director or directors who receive any such communication will have discretion to determine whether the subject matter of the communication should be brought to the attention of the full Board of Directors or one or more of its committees and whether any response to the person sending the communication is appropriate. Any such response will be made through our investor relations department and only in accordance with our policies and procedures and applicable law and regulations relating to the disclosure of information. Our investor relations department will retain copies of all recommendations received pursuant to these procedures for a period of at least one year. The Nominating and Governance Committee will review the effectiveness of these procedures from time to time and, if appropriate, recommend changes.

Material Legal Proceedings

There are no material legal proceedings to which any director, officer or affiliate of ours or any record or beneficial owner of more than five percent of our common stock is a party adverse to us or any subsidiary of ours or has an interest adverse to us or any subsidiary of ours.

Contributions to Charitable Organizations

In none of the last three fiscal years have we made payments to or received payments from any tax-exempt organization of which any of our independent directors is an employee, or an immediate family member of such director is an executive officer, that exceeded the greater of \$1 million or two percent of such tax-exempt organization's consolidated gross revenue.

Annual Meeting Attendance

Although we have no formal policy with respect to our directors' attendance at annual meetings of stockholders, we invite them to attend. Three of our directors attended the 2014 annual meeting.

Additional Corporate Governance Information

We make available free of charge, on our website at www.kindermorgan.com in the "Corporate Governance" sub-section of the section entitled "Investors," the Governance Guidelines, the charters of

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the Audit Committee, Compensation Committee and Nominating and Governance Committee, and our Code of Business Conduct and Ethics (which applies to senior financial and accounting officers and the chief executive officer, among others). We intend to disclose any amendments to our Code of Business Conduct and Ethics that would otherwise be disclosed on Form 8-K and any waiver from a provision of that code granted to our executive officers or directors that would otherwise be disclosed on Form 8-K on our Internet website within four business days following such amendment or waiver. The information contained on or connected to our Internet website is not incorporated by reference into this proxy statement and should not be considered part of this or any other report that we file with or furnish to the SEC.

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

Each person listed below served on our Board of Directors in 2014 and is nominated to stand for re-election to the Board until our 2016 annual meeting. For information about the experience and qualifications of each of the director nominees, please see "Item 1 Election of Directors."

Name	Age	Title
Richard D. Kinder	70	Director and Chief Executive Officer
Steven J. Kean	53	Director, President and Chief Operating Officer
Ted A. Gardner	57	Director
Anthony W. Hall, Jr.	70	Director
Gary L. Hultquist	71	Director
Ronald L. Kuehn, Jr.	79	Director
Deborah A. Macdonald	63	Director
Michael J. Miller	56	Director
Michael C. Morgan	46	Director
Arthur Reichstetter	68	Director
Fayez Sarofim	86	Director
C. Park Shaper	46	Director
William A. Smith	70	Director
Joel V. Staff	71	Director
Robert F. Vagt	67	Director
Perry M. Waughtal	79	Director

The Board has established standing committees to assist the Board in carrying out its duties, and we describe the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, their respective membership during 2014 and their principal responsibilities below. The following directors are currently members of the Audit, Compensation and/or Nominating and Governance Committees as indicated.

Name	Audit Committee	Compensation Committee	Nominating and Governance Committee
Mr. Gardner(1)			*
Mr. Hall.			*
Mr. Hultquist(1)		*	
Mr. Kuehn(1)			*
Ms. Macdonald	*	**	
Mr. Miller			**
Mr. Reichstetter(1)	*		
Mr. Sarofim		*	*
Mr. Smith(1)		*	
Mr. Staff	**	*	
Mr. Vagt	*		
Mr. Waughtal(1)	*		

*
Member

**
Chair

(1)
Appointed in January 2015.

Compensation Committee

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Our Board of Directors' Compensation Committee is currently composed of five directors, each of whom our Board of Directors has determined to be independent under the relevant standards. The

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Compensation Committee has a written charter adopted by our Board of Directors which is posted on our website at www.kindermorgan.com in the "Corporate Governance" sub-section of the section entitled "Investors." The Compensation Committee met three times during 2014.

The Compensation Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Board desires to provide a compensatory program for officers and key management personnel pursuant to which they are effectively compensated in terms of salaries, supplemental compensation and other benefits on a basis that is internally equitable and externally competitive. Therefore, the committee's primary purposes include to:

review and recommend to our Board, or determine, as the case may be, the annual salary, bonus, stock awards and other benefits, direct and indirect, to be received by our Chief Executive Officer and other elected members of senior management;