

Director Nominees

Two of our independent directors joined the Board in the last three years, and this year's Board nominees include one new director — Nikki Haley, former U.S. Permanent Representative to the United Nations. These new additions reflect our ongoing Board refreshment strategy and our commitment to further strengthening and diversifying the skills and experiences of the Board. Each director nominee is listed below, and you can find additional information under "Election of Directors (Item 1)" beginning on page 4.

Name	Age	Director Since	Professional Background	Board Committees
Robert A. Bradway	56	2016	Chairman & CEO, Amgen	Audit, Finance
David L. Calhoun	61	2009	Senior Managing Director, Blackstone Group; Former Chairman & CEO, Nielsen	Compensation, GON
Arthur D. Collins Jr.	71	2007	Senior Advisor, Oak Hill Capital Partners; Former Chairman & CEO, Medtronic	Compensation, GON
Edmund P. Giambastiani Jr.	70	2009	Seventh Vice Chairman of the U.S. Joint Chiefs of Staff; Former NATO Supreme Allied Commander Transformation and Former Commander, U.S. Joint Forces Command	Audit, Finance, Special Programs
Lynn J. Good	59	2015	Chairman, President & CEO, Duke Energy	Audit, Finance
Nikki R. Haley	47	—	Former U.S. Permanent Representative to the United Nations	—
Lawrence W. Kellner	60	2011	President, Emerald Creek Group; Former Chairman & CEO, Continental Airlines	Audit, Finance
Caroline B. Kennedy	61	2017	Former U.S. Ambassador to Japan	Audit, Finance
Edward M. Liddy	73	2010	Former Chairman & CEO, Allstate	Compensation, GON
Dennis A. Muilenburg	55	2015	Chairman, President & CEO, Boeing	Special Programs
Susan C. Schwab	63	2010	Professor, University of Maryland School of Public Policy; Former U.S. Trade Representative	Audit, Finance
Ronald A. Williams	69	2010	Former Chairman & CEO, Aetna	Audit, Finance, Special Programs
Mike S. Zafirovski	65	2004	Executive Advisor, Blackstone Group; Former President & CEO, Nortel	Compensation, GON

2018 Director Compensation Table

The following table sets forth 2018 compensation for each nonemployee director.

Director	Fees Earned or Paid in Cash (\$) (6)	Stock Awards (\$) (7)	All Other Compensation (\$) (8)	Total (\$)
Robert A. Bradway	135,000	180,000	31,000	346,000
David L. Calhoun (1)	175,110	180,000	—	355,110
Arthur D. Collins Jr. (2)	155,000	180,000	31,000	366,000
Kenneth M. Duberstein (3)	144,890	180,000	31,000	355,890
Edmund P. Giambastiani Jr.	135,000	180,000	10,630	325,630
Lynn J. Good	135,000	180,000	—	315,000
Lawrence W. Kellner (4)	160,000	180,000	31,000	371,000
Caroline Kennedy	135,000	180,000	28,000	343,000
Edward M. Liddy	135,000	180,000	—	315,000
Susan C. Schwab	135,000	180,000	31,000	346,000
Ronald A. Williams (5)	150,000	180,000	31,000	361,000
Mike S. Zafirovski	135,000	180,000	31,000	346,000

(1) Mr. Calhoun served as Lead Director effective April 30, 2018, and as GON Committee Chair for all of 2018.

(2) Mr. Collins served as Compensation Committee Chair for all of 2018.

(3) Mr. Duberstein served as Lead Director from January 1, 2018 through April 29, 2018.

(4) Mr. Kellner served as Audit Committee Chair for all of 2018.

(5) Mr. Williams served as Finance Committee Chair for all of 2018.

(6) Reflects total cash compensation paid in 2018 and includes amounts deferred at the director's election pursuant to our Deferred Compensation Plan for Directors. Cash compensation for nonemployee directors is paid in four quarterly installments as of the first business day of each quarter and is pro-rated for directors who join the Board during a quarter.

(7) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 for the retainer stock units awarded to each nonemployee director in 2018. Retainer stock units are awarded in four quarterly installments as of the first business day of each quarter and are pro-rated for directors who join the Board during a quarter. The grant date fair value for these awards is equal to the fair market value of the underlying Boeing stock on the grant date. The "fair market value" for a single trading day is the average of the high and low per share trading prices for Boeing stock as reported by The Wall Street Journal for the New York Stock Exchange Composite Transactions. The following table sets forth the aggregate number of deferred stock units accumulated in each director's account as of December 31, 2018 from deferrals of cash compensation and retainer stock units, including additional deferred stock units credited as a result of dividend equivalents earned with respect to the deferred stock units.

Director	Accumulated Deferred Stock Units
Robert A. Bradway	2,922
David L. Calhoun	24,278
Arthur D. Collins Jr.	40,938
Kenneth M. Duberstein	59,094
Edmund P. Giambastiani Jr.	15,266
Lynn J. Good	3,821
Lawrence W. Kellner	10,142
Caroline Kennedy	836
Edward M. Liddy	21,445
Susan C. Schwab	14,154
Ronald A. Williams	16,647
Mike S. Zafirovski	48,116

(8) Consists of gift matching of charitable contributions under the Board Member Leadership Gift Match Program. Directors derive no financial benefit from these charitable contributions.