

Nonqualified Deferred Compensation

Overview

A nonqualified deferred compensation plan represents an unsecured promise by an employer to pay compensation to an employee at a future date. Such a plan is not subject to the complex rules under ERISA that are applicable to tax-qualified retirement plans (regarding eligibility, nondiscrimination, funding, trust requirements, etc.). This gives employers significant flexibility in designing nonqualified deferred compensation plans to meet specific objectives.

Who is covered under a nonqualified deferred compensation plan?

The scope of coverage under a nonqualified deferred compensation plan varies widely and often depends on the nature of the plan. However, as a general matter, nonqualified deferred compensation plans are not broad-based in nature due to certain legal restrictions. Generally, these plans are limited to senior management, but may cover employees who are in middle management.

What are the types of nonqualified deferred compensation plans?

The most prevalent types of nonqualified deferred compensation plans are: (i) elective deferral arrangements; (ii) restoration plans; and (iii) supplemental executive retirement plans. A nonqualified deferred compensation plan may reflect only one of the foregoing types of plans or all three types. An overview of each type of nonqualified deferred compensation arrangement follows:

- **Elective deferral arrangement.** An elective deferral arrangement allows a participant to defer the payment of all or some portion of his or her compensation to a later date. Compensation eligible for deferral may be limited to base salary or include annual and long-term incentive compensation.

Amounts deferred are credited to a bookkeeping account in the name of each plan participant. These amounts may earn a stated rate of interest or may be notionally invested at the direction of the employee.

Any earnings on amounts credited to an employee's account accumulate on a tax-deferred basis. The employee's benefit is equal to the aggregate amount credited to the bookkeeping account. Typically, an employee is permitted to elect the time (e.g., upon separation from service, specified date) that the account balance is distributed and the form of distribution (e.g., lump sum, installments).

- **Restoration plan.** A restoration plan is designed to "restore" benefits or contributions that are cut back or limited under a tax-qualified retirement plan due to Internal Revenue Code limits. Restoration plans are common and generally do not result in negative attention from shareholders.

A restoration plan may be in the form of a defined contribution plan or defined benefit plan, each discussed below.

- **Defined contribution restoration plan.** A 401(k) restoration plan is the most common type of defined contribution restoration plan. Under a tax-qualified 401(k) plan, a participant's elective deferrals are limited to \$18,000 per year (indexed to inflation). Any employer matching contribution on elective deferrals is necessarily limited by this cap on elective deferrals (as well as certain other tax rules). However, under a 401(k) restoration plan, a covered employee may make elective deferrals without

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Taxation and Funding of Nonqualified Deferred Compensation Michael G. Goldstein, Michael A. Swirnoff, William A. Drennan, 1998 *Social Security Tax Treatment of Nonqualified Deferred Compensation* United States. Congress. House.

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