



Contacts

Mark Layton
Global Leader
Governance & Risk Management
Deloitte & Touche LLP
mlayton@deloitte.com

Dan Konigsburg
Director & Global Center Lead
Deloitte LLP
dkonigsburg@deloitte.com

Piti Pramotedham
Co-Chairman, Global Center
Deloitte Singapore
piti@deloitte.com

For further questions, please e-mail
corporategovernance@deloitte.com.

Carol Lambert
Co-Chairman, Global Center
Deloitte France
clambert@deloitte.fr

Michael Rossen
Senior Manager, Global Center
Deloitte LLP
mrossen@deloitte.com

About the Global Center

Deloitte Touche Tohmatsu Ltd.'s Global Center for Corporate Governance brings together the knowledge and experience of Deloitte member firms around the world in the critical area of corporate governance. Its mission is to promote dialogue in the area of corporate governance among member firms, corporations and their boards of directors, investors, the accounting profession, academia and government. The Global Center also coordinates thought leadership on governance issues developed by member firms to advance thinking on corporate governance issues around the world."

© 2010 Deloitte Global Services Limited

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity. Please see www.deloitte.com/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu Limited and its member firms.

This publication contains general information only, and none of Deloitte Touche Tohmatsu Limited, Deloitte Global Services Limited, Deloitte Global Services Holdings Limited, the Deloitte Touche Tohmatsu Verein, any of their member firms, or any of the foregoing's affiliates (collectively the "Deloitte Network") are, by means of this publication, rendering accounting, business, financial, investment, legal, tax, or other professional advice or services. This publication is not a substitute for such professional advice or services, nor should it be used as a basis for any decision or action that may affect your finances or your business. Before making any decision or taking any action that may affect your finances or your business, you should consult a qualified professional adviser. No entity in the Deloitte Network shall be responsible for any loss whatsoever sustained by any person who relies on this publication.



Deloitte Global Center for Corporate Governance



over the coming months and years, and expect the present report to be only the first of many as more countries undertake similar reforms.

The Deloitte Global Center for Corporate Governance is pleased to present an overview of a number of current initiatives around the world, both legal and regulatory, to increase the number of women serving on corporate boards. The topic of boardroom diversity is a long-standing one, and there have been a number of approaches to increase the variety of people serving as executive and non-executive directors over the last decade, from voluntary initiatives, to 'comply or explain' initiatives aligned with local corporate governance codes, to required disclosure about diversity policies, to legal requirements with specific quotas.

From a corporate governance perspective, including more individuals with different backgrounds on boards of directors could improve these boards' functioning; harnessing strength from a variety of backgrounds, experiences, and perspectives allows boards to bring a more diverse perspective to problems. Being a woman is one factor of diversity in this context but background, life experience and cultural differences are other important factors for consideration. It is in this context that the Global Center seeks to understand the state of play in regulation in this area around the world. Each of the following jurisdictions has taken steps – some large, some small – to increase the participation of women in their country's boardrooms. We plan to continue to follow these developments

Australia



Quotas

There are currently no gender quotas for women on boards or in senior management positions.

Other initiatives

The Corporate Governance Code, known as the 'ASX Corporate Governance Council Corporate Governance Principles and Recommendations,' was re-issued on 30 June 2010 by the ASX Corporate Governance Council and now contains a number of new recommendations relating to gender diversity.

From 1 January 2010, companies listed on the Australian Securities Exchange will be required to:

- Adopt and publically disclose a diversity policy
- Establish measurable objectives for achieving gender diversity and assess annually both the objectives and progress towards achieving them
- Disclose in each annual report the measurable objectives for achieving gender diversity and progress towards achieving them
- Disclose in each annual report the proportion of women employees in the whole organisation, in senior executive positions and on the board
- Disclose the mix of skills and diversity for which the board is looking to achieve in membership of the board.

While compliance with the new recommendations is not mandatory, companies who choose not to comply must provide an explanation in each annual report as to why they have not.

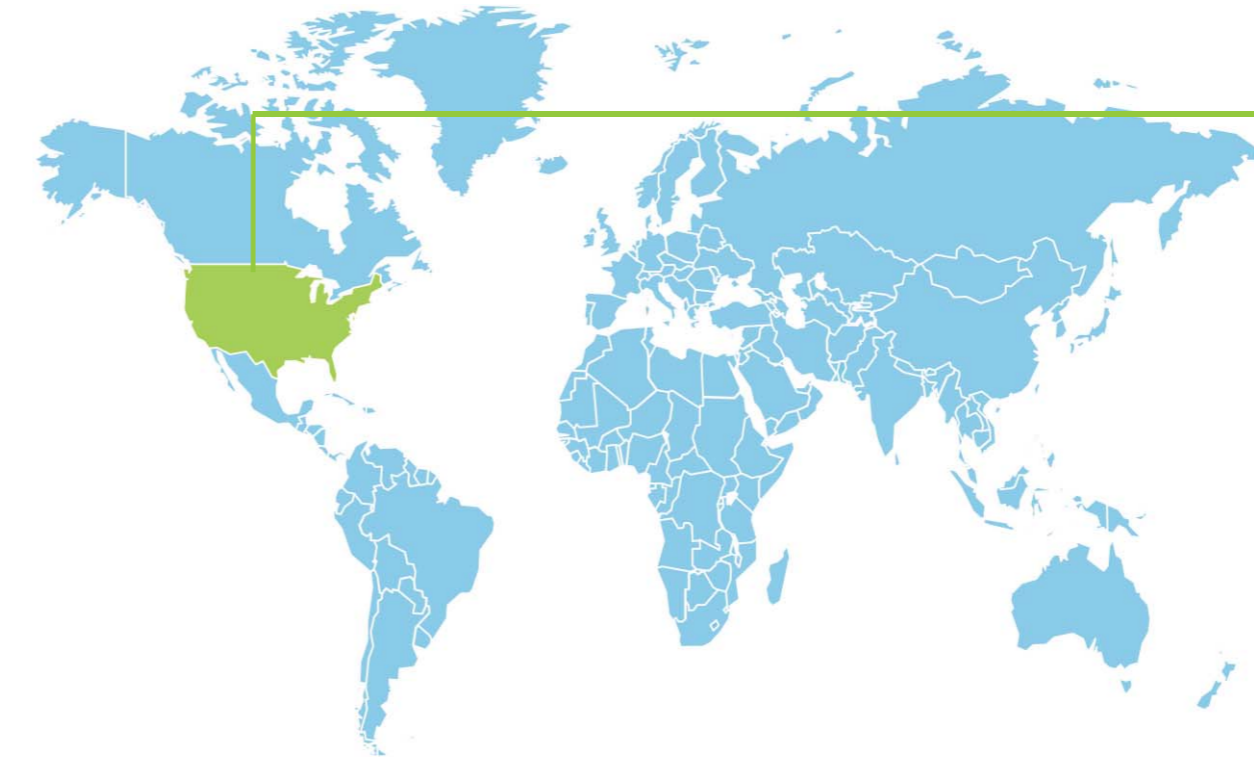
Other initiatives being undertaken to promote greater gender diversity in corporate Australia include the establishment of the ASX 200 Chairmen's Mentoring Program by the Australian Institute of Company Directors, which is aimed at helping women achieve their goals of becoming company directors and also improving the retention of talented senior executive women.

The Numbers

Average proportion of women on boards: **8.3 percent***

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 200 listed companies.

United States



Quotas

There are currently no quotas for women on boards or in senior management positions.

Initiatives

In December 2009, the SEC approved a rule that would require disclosure of whether, and if so how, a nominating committee considers diversity in identifying nominees for director. If the nominating committee or the board has a policy with regard to the consideration of diversity in identifying director nominees, the final rules require disclosure of how this policy is implemented and how the nominating committee or the board assesses the effectiveness of its policy.

The new rules were effective from 28 February 2010.

The Numbers

Women serving on Fortune 500 company boards: **15.2 percent***

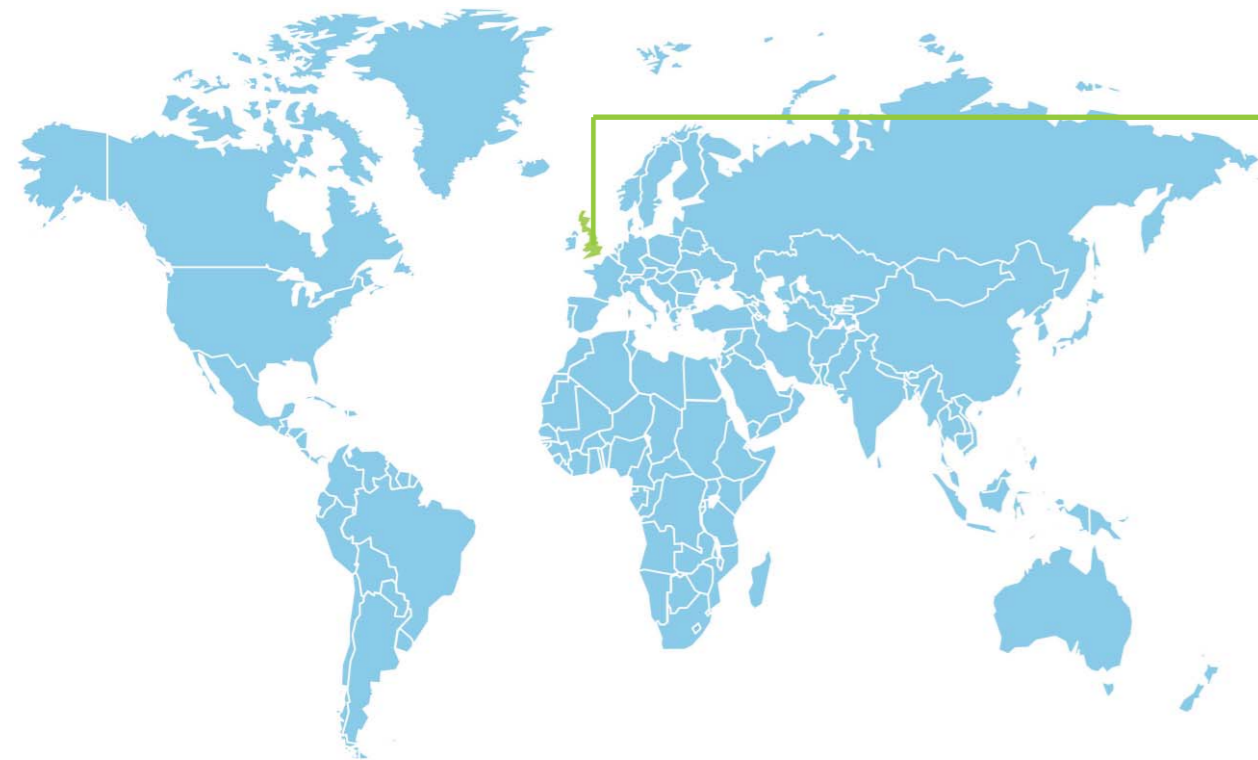
Women serving on a larger sample of over 1700 boards : **12:2 percent****

*Provided by Catalyst, from the *2009 Catalyst Census: Fortune 500 Women Board Directors*.

**Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 1754 listed companies.



United Kingdom



Quotas

There are currently no quotas for women on boards or in senior management positions.

Initiatives

The UK Financial Reporting Council's UK Corporate Governance Code was re-issued in May 2010 and is applicable to entities with a premium listing in the UK for accounting periods commencing on or after 29 June 2010. The revised code includes a new provision stating that "The search for board candidates should be conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the board, including gender." As with all UK Corporate Governance Code provisions, companies are able to comply with a provision or to provide an explanation as to why they have not complied with the provision. Companies are required to provide disclosure of any provisions they have not complied with during the period.

Additionally, the Equality Act 2010 gives the government the power to make regulations requiring disclosure of gender pay gap, defined as the size of the difference between men's and women's pay expressed as a percentage. This power will only be used if voluntary arrangements do not work. The Government's aim is for employers regularly to publish such information on a voluntary basis. To give voluntary arrangement time to work, the Government does not intend to make regulations under this power before April 2013. The power would then be used only if sufficient progress on reporting had not been made by that time.

Prior to the recent Parliamentary elections, the Conservative party (which now leads a coalition government) issued a 'Contract for equalities'. In this contract the party made the following promise: 'A Conservative government would bring change to Britain's corporate boardrooms, introducing new rules to increase the proportion of female directors, and creating new opportunities for women to rise to the top. We will require the long list for directorship appointments to include 50 per cent female candidates.'

The Numbers

Women serving on FTSE 100 company boards: **12.2 percent***

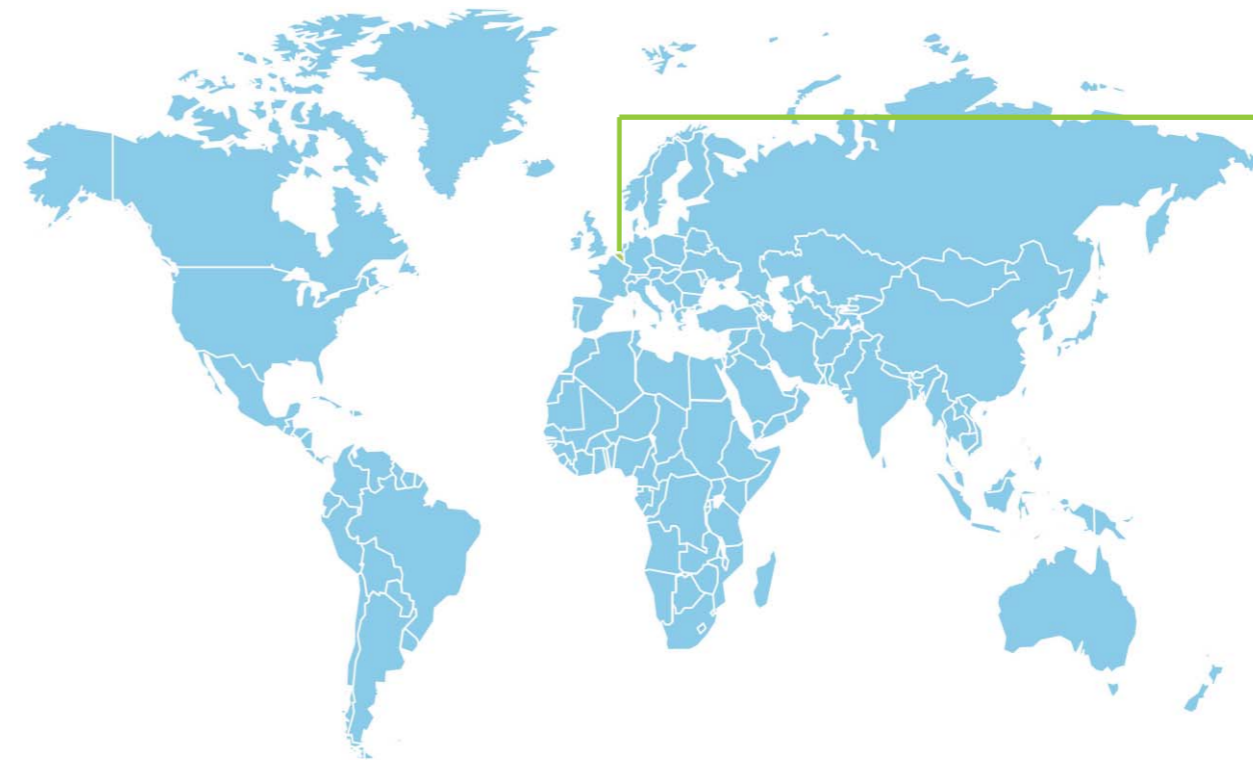
Women serving on largest 400 company boards: **8.5 percent****

* Provided by Cranfield University School of Management, from its 2009 Female FTSE Board Report

**Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 405 listed companies.



Belgium



Quotas

A draft law was filed by members of the Christian-Democratic and Flemish Political Party with the Belgian Chamber of Representations on 16 December 2009 which would require boards of public companies, as well as certain other companies, to have at least a third of its directors' male and a third female. The draft law is still subject to review.

Other initiatives

In May 2009, the Ministry of Equality of Changes of the Flemish Region, along with specific Chambers of Commerce and the Belgian Institute of Directors, established a program to promote the representation of women on company boards and in management positions. The program includes coaching initiatives and the establishment of a public database of male and female director candidates.

The Numbers

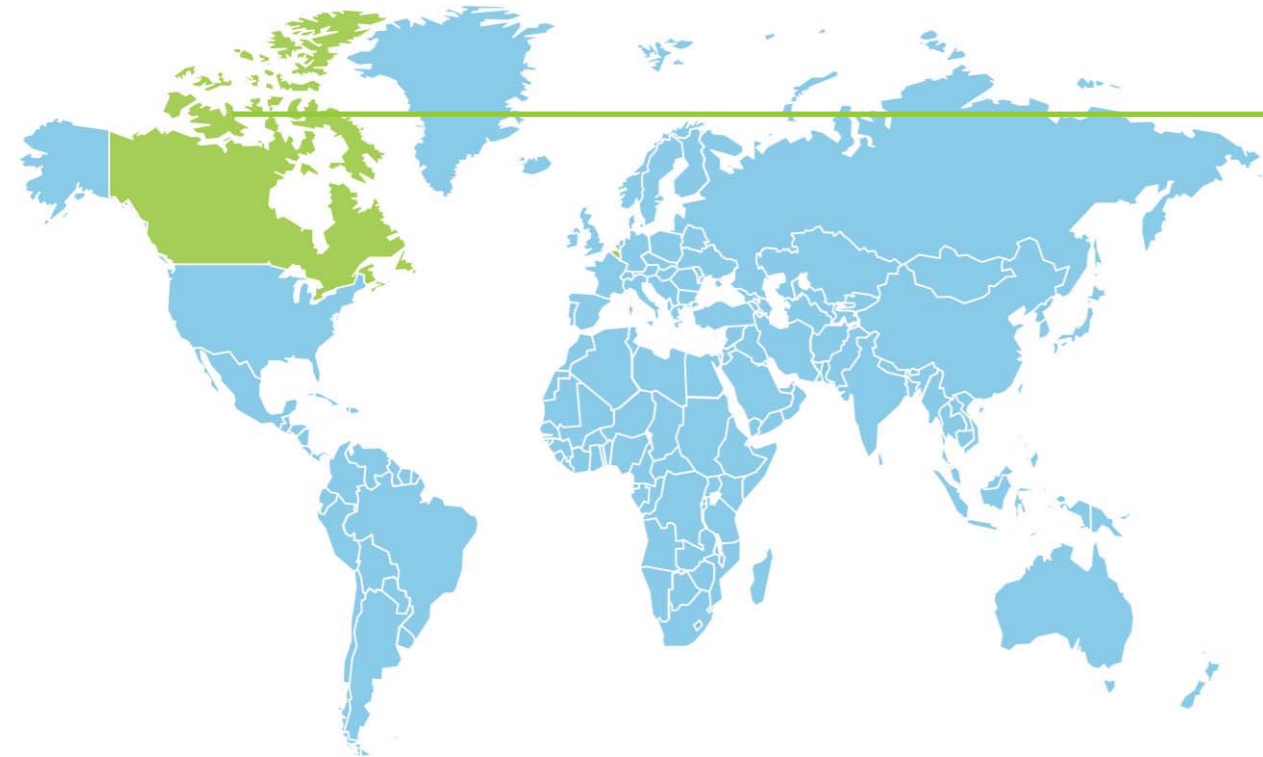
Average proportion of women on boards: **6.8 percent***

Women serving on a sample of 19 company boards: **8 percent****

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 26 listed companies.

**Cited in European Commission Employment, Social Affairs and Equal Opportunities Directorate General's Database on Women and Men in Decision-making. Data current as of August, 2009.

Canada



Quotas

There are currently no gender quotas for women on boards or in senior management positions.

Other initiatives

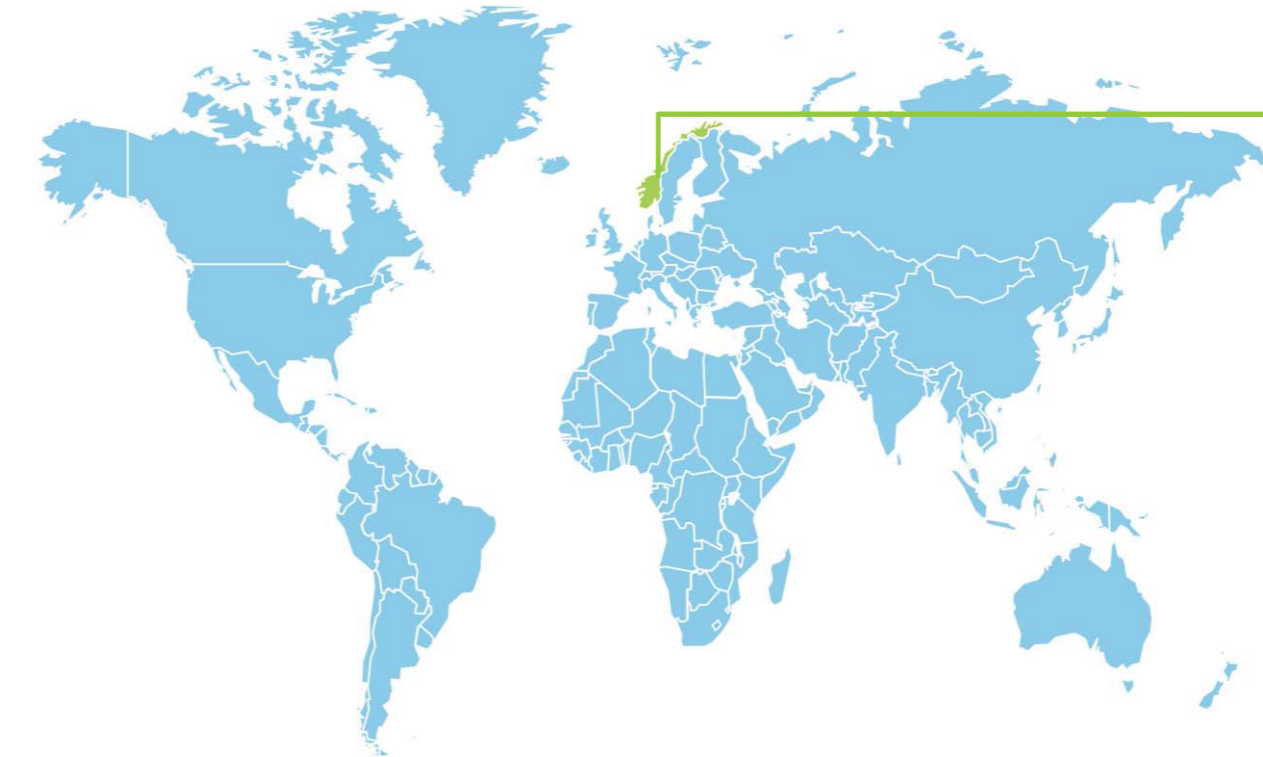
The Canadian Board Diversity Council was launched in November 2009, with the goal of improving the diversity on boards, including in relation to gender, of Financial Post 500 organisations and federal agencies, commissions and crown corporations. Founding Members include organisations that are leaders in diversity and corporate governance in the private, public, and not-for-profit sectors. The Council has also received funding from the Canadian Government.

The Numbers

Women serving on a sample of 136 listed companies: **12.5 percent***

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 136 listed companies.

Norway



Quotas

Norway became the first country to introduce board gender quotas in 2005 when the Norwegian Public Limited Liability Companies Act was amended to state:

- If the board of directors has two or three members, both sexes shall be represented
- If the board of directors has four or five members, each sex shall be represented by at least two directors
- If the board of directors has six to eight members, each sex shall be represented by at least three directors
- If the board of directors has nine members, each sex shall be represented by at least four directors
- If the board of directors has more than nine members, each sex shall be represented by at least 40% directors

Public limited companies had until 1 January 2008 to meet the requirements. The final consequences for non-compliance is the dissolving of the company, however no public limited company has been dissolved on account of the gender rules to date.

Disclosure of the state of diversity within the company is also required under the Norwegian Accounting Act.

The Numbers

Women serving on largest ASA company boards: **31.3. percent***

Women serving on a sample of 23 listed companies: **34.3 percent****

* Provided by Cranfield University School of Management, from its 2009 Female FTSE Board Report

**Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 23 listed companies.

New Zealand



Quotas

There are currently no gender quotas for women on boards and in senior management positions.

Other initiatives

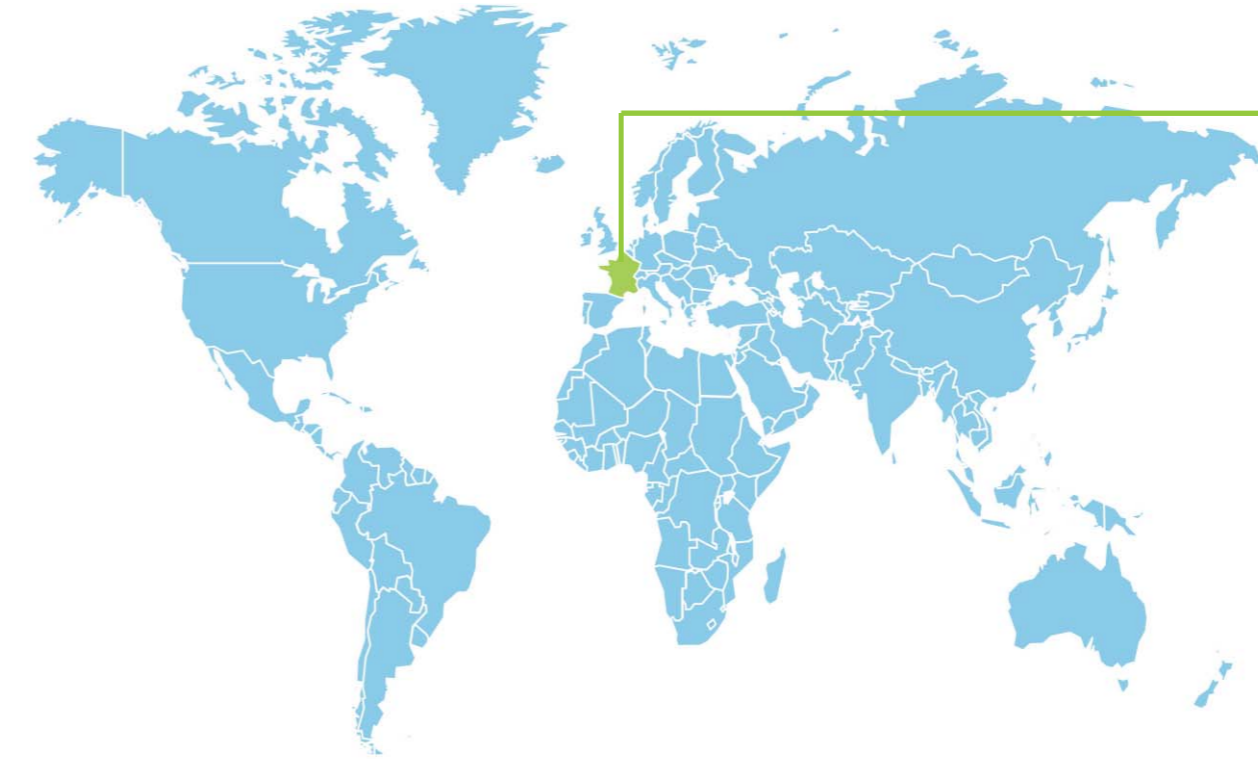
The New Zealand Shareholders' Association announced in mid 2010 that it will make diversity on boards one of its three priorities.

The Numbers

Women serving on a sample of 12 listed companies: **12.1 percent***

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 12 listed companies.

France



Quotas

In July 2008, the French constitution was modified in order to permit the introduction of board gender quotas into French law. Following this, two members of parliament proposed the following quota system in May 2009 with the aim of improving the representation of women on boards of listed companies:

- The proportion of women and men directors of listed companies should not be below 40%.
- Listed companies would have 6 years from the introduction of the law to reach 40%. However, the proportion must be at 20% within the first 3 years.

The proposed law has been adopted by the lower body of the French Parliament ("Assemblée Nationale") and has been sent to the upper house, or Sénat, for consideration. No date for public debate has been officially planned.

In light of this legislative move, the Corporate Governance Code, issued by AFEP-MEDEF and applicable to companies whose securities are admitted to trading on a regulated market, was amended in April 2010 to reflect the proposed quota system discussed above. Compliance with the recommendations is not mandatory; however reasons for non-compliance must be explained.

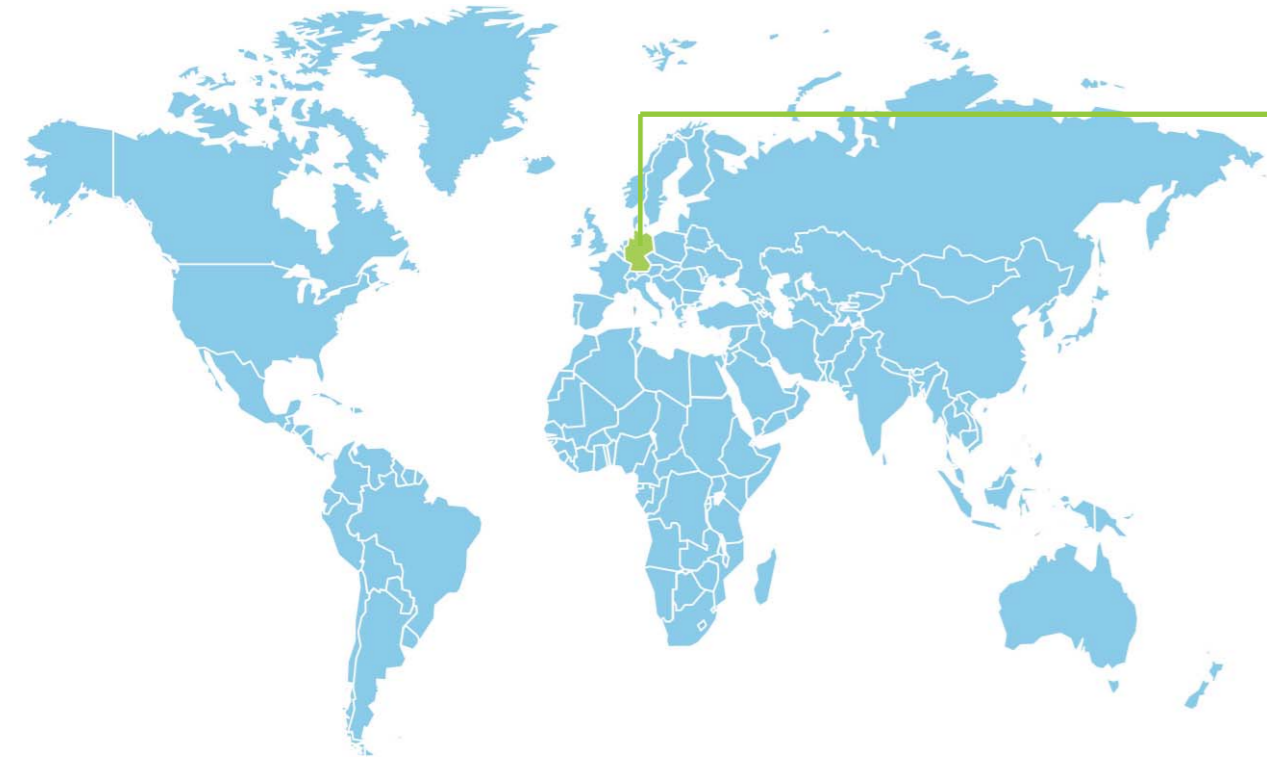
The Numbers

Women serving on CAC 40 listed companies: **15 percent***

Women serving on a sample of 103 listed companies: **9.5 percent****

*Cited in French securities regulator's (AMF) 2010 annual report.

**Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 103 listed companies.



Quotas

There are currently no gender quotas for women on supervisory or management boards.

Other initiatives

The German Corporate Governance Code, which applies to listed companies, was updated in 2010 and now contains recommendations aimed at promoting greater female representation on Supervisory and Management Boards. Specifically, the code states that:

- The Management Board shall take diversity into consideration when filling managerial positions and, in particular, aim for an appropriate consideration of women.
- The Supervisory Board shall respect diversity and, in particular, shall aim for an appropriate consideration of women when appointing the Management Board.
- The Supervisory Board shall specify concrete objectives regarding its composition which shall, in particular, stipulate an appropriate degree of female representation.

While compliance with the recommendations is not mandatory, non-compliance must be disclosed annually.

In March 2010, Deutsche Telekom AG became the first DAX 30 company to introduce its own gender quotas, requiring 30 percent of management positions worldwide to be filled by women by the end of 2015.

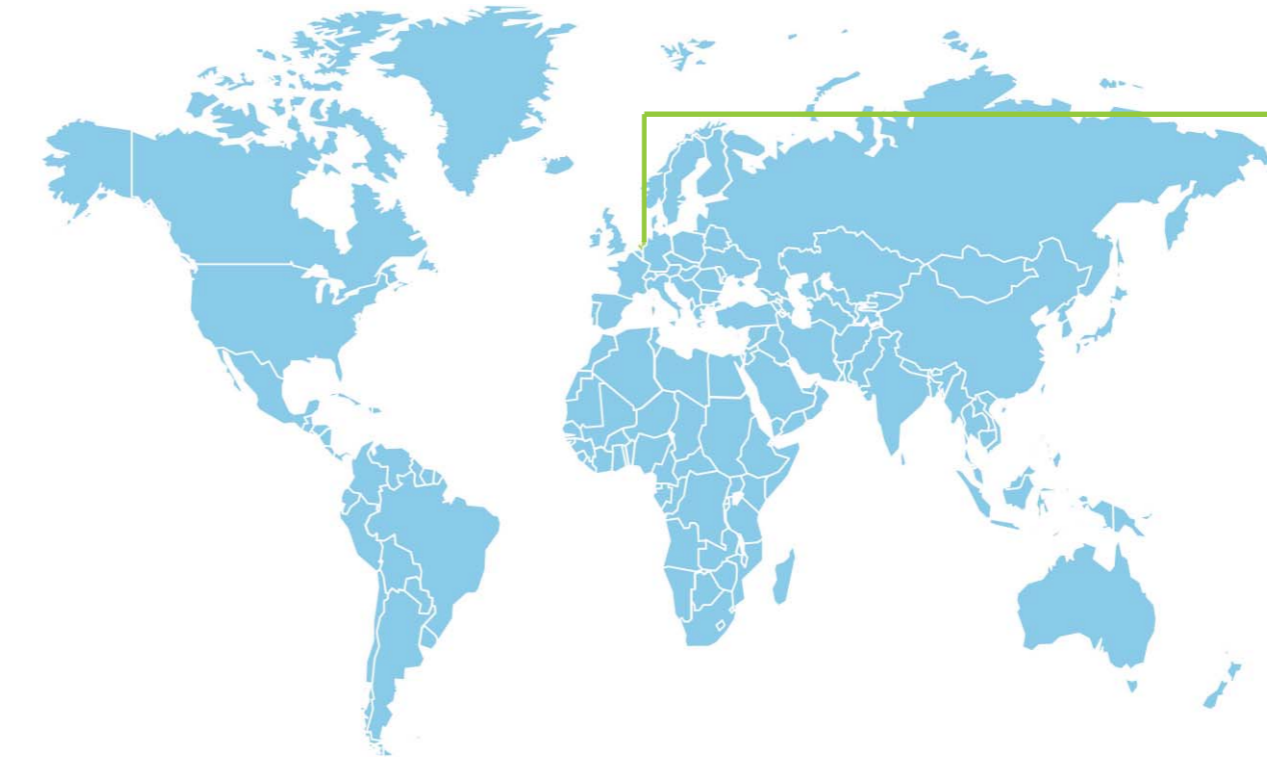
The Numbers

Women serving on a sample of 90 listed companies: **10.5 percent***

Women serving on a sample of over 600 listed companies: **8.2 percent****

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 90 listed companies.

**Provided by Institut für Unternehmensführung, University of Karlsruhe. From the 2008 study *Women in Management Positions; Status Quo in German Business*.



Quotas

A legislative amendment requiring gender quotas for executive and supervisory board members received government approval in December 2009.

Under the amendment, which is yet to be enshrined in legislation, at least 30% of board members must be male and female by 2015, with the appointment of the remaining 40% at the discretion of the company.

The requirement is not mandatory; rather, the 'comply or explain' principle holds. The requirement will apply to listed companies, and non-listed companies that do not meet certain financial and employee number criteria.

Initiatives

The Dutch Corporate Governance Code requires the Supervisory Board of listed companies to prepare a profile of its size and composition, taking into account, among other things, the expertise and background of board members. The code further requires that the profile specify the specific objectives pursued by the board in relation to diversity. Companies must make the profile publicly available.

While compliance with the recommendations is not mandatory, reasons for non-compliance must be disclosed by the company each year in its annual report.

The Numbers

Women serving on a sample of 30 listed companies: **13.7 percent***

Women serving on a sample of 99 listed companies: **4.02 percent***

*Provided by GovernanceMetrics International, from *Women on Boards: A Statistical Review, March, 2010*. Based on 30 listed companies.

**Cited in *Women on Board and Firm Performance*, Mijntje Lückerath-Rovers, Erasmus University Rotterdam, April 2010.