



September 15, 2009



The Honorable Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, N.E.
Room 10900
Washington, D.C. 20549-1090

Ref: File Number S7-13-09

Dear Secretary Murphy:

We represent a diverse alliance of business organizations collectively focused on increasing diversity in the boardrooms of America’s leading corporations. Our member organizations include Catalyst, The Executive Leadership Council, the Hispanic Association on Corporate Responsibility (HACR), Leadership Education for Asian Pacifics, Inc. (LEAP) and the executive search firm The Prout Group.

Founded in 1962, Catalyst is the leading non-profit organization working with businesses and the professions to build inclusive workplaces and expand opportunities for women and business. The Executive Leadership Council, founded in 1986, is the preeminent organization that recognizes the strengths, success, contributions, and impact of African-American corporate business leaders. Also founded in 1986 is HACR, one of the most influential advocacy organizations in the nation representing 13 national Hispanic organizations in the United States and Puerto Rico, working to advance the inclusion of Hispanics in Corporate America. LEAP, founded in 1982, is a national non-profit organization committed to growing leaders. Its mission is to achieve full participation and equality for Asian Pacific Americans in all major sectors of the economy including Corporate America. The Prout Group was founded by a team of executive search professionals from one of the premier firms in the world who have successfully conducted over 200 national searches for clients in 29 cities across the United States.

The Alliance for Board Diversity (ABD) believes that in a global economy where women, blacks, Hispanics, Asian Americans and indigenous people are playing increasing consumer and leadership roles, their participation on boards can contribute to a competitive advantage for American business.

Through research, public efforts and the initiatives of our organizations, we have sought to increase awareness and understanding of the need for more diverse representation on the boards of companies regulated by your agency. Yet, over the past five years, corporate boards of directors in the *Fortune* 100 have remained predominantly white and male, according to a recent Alliance for Board Diversity study.¹

¹ Catalyst, The Prout Group, The Executive Leadership Council and the Hispanic Association on Corporate Responsibility, “*Women and Minorities on Fortune 100 Boards*” (2008).

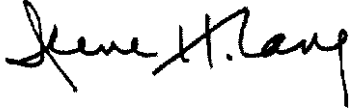
In a nation where women constitute close to half the labor force² and control or influence close to 75 percent of total household consumption³, where people of color represent a rapidly growing emerging market, fewer than 30 percent of corporate board seats in the *Fortune* 100 are occupied by women and minority men.⁴

We are aware of two instances where SEC Commissioners have taken a stand on the issue, in remarks by Commissioner Cynthia A. Glassman before the 2005 Colloquium for Women Directors in New York in November 2005 and this year's remarks by Commissioner Luis A. Aguilar in a statement issued at a SEC Open Meeting this past July. We encourage the United States Securities and Exchange Commission to promote strongly the real value of diversity in the boardroom and insist on full disclosure of a company's board diversity.

Considering the market turmoil which has taken place over the past eighteen months, the shake-ups in corporate boards and the increasing focus on the fiduciary and legal responsibilities of board members, there has never been a better time for companies to embrace and benefit from different perspectives and experiences a diverse team brings to board governance. Companies have an opportunity to restore and build trust in the institution of business and its regulators.

Most companies continue to be reluctant to change the selection process for board members. We respectfully urge the SEC to take the regulatory steps necessary to prevail upon companies to nominate qualified board members who are women and minorities.

Respectfully yours,



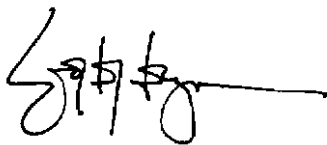
Ilene H. Lang
President & CEO
Catalyst



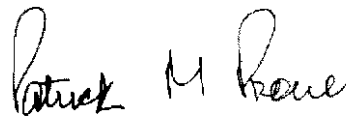
Carl Brooks
President & CEO
The Executive Leadership Council



Carlos F. Orta
President & CEO
HACR



J.D. Hokoyama
President & CEO
LEAP



Patrick M. Prout
President & CEO
The Prout Group

² Current Population Survey, Annual Averages, 2008

³ Michael J. Silverstein, Kate Sayre, and John Butman, *Women Want More: How to Capture Your Share of the World's Largest, Fastest-Growing Market* (New York: HarperCollins, 2009). Copyright Boston Consulting Group.

⁴ Catalyst, The Prout Group, The Executive Leadership Council and the Hispanic Association on Corporate Responsibility, *"Women and Minorities on Fortune 100 Boards"* (2008).

cc: Mary L. Shapiro, Chairman
Luis A. Aguilar, Commissioner
Kathleen L. Casey, Commissioner
Troy A. Paredes, Commissioner
Elise B. Walter, Commissioner