

BOARD DIVERSITY RESOLUTION (9/15/04)

WHEREAS

[Company name] currently has a distinguished board of [specify] persons, all of whom are white males;

We believe that our Board should take every reasonable step to ensure that women and persons from minority racial groups are in the pool from which Board nominees are chosen; therefore be it

RESOLVED that the shareholders request the Board:

1. In connection with its search for suitable Board candidates, to ensure that women and persons from minority racial groups are among those it considers for nomination to the Board.

2. To publicly commit itself to a policy of board inclusiveness, including steps to be taken and a timeline for implementing that policy.

3. To report to shareholders, at reasonable expense (and omitting proprietary information) by September 2005:

a. On its efforts to encourage diversified representation on the board;

b. Whether, in the nominating committee's charter or its procedures, diversity is included as a criterion in selecting the total membership of the Board.

SUPPORTING STATEMENT

We believe that it is necessary for corporations to aggressively seek diversity by gender, age and race among their board candidates. As companies seek new board members to meet the new independence standards, there is a unique opportunity to enhance diversity on the board. Several corporations (including MorganChase, Coke, Johnson & Johnson, Pfizer, Proctor and Gamble and TimeWarner) have included their commitment to board diversity (by gender and race) in the charter for their nominating committee (both NYSE and NASDAQ now require committee charters). We believe that the judgment and perspectives offered from deliberations of a diverse board of directors improve the quality of their decision making and will enhance business performance by enabling a company to respond more effectively to the needs of customers worldwide. And we believe that boards that look more like the companies' workforces, customers, and communities can help dispel negative stereotypes and catalyze efforts to recruit, retain, and promote the best people, including women and minorities.

We note that only a relatively small number of S&P 500 companies have all white male boards. We believe that many publicly held corporations have benefited from the perspectives brought by many well-qualified board members who are women or minority group members. For that reason, some institutional investors are pressuring companies to diversify their boards. For example, the 2003 corporate governance guidelines of America's largest institutional investor (TIAA -CREF) calls for diversity of directors by experience, sex, age and race.

Similarly, in 2002 the \$20 billion Connecticut Retirement and Trust Funds launched a "board diversity initiative". "My first priority as treasurer is the bottom line" said Connecticut State Treasurer, Denise Nappier, "Greater diversity leads to better corporate governance, which is good for Connecticut's investments. I regard diversity as key to the functioning of an effective board. In a complex global market you need to pick from the largest pool of talent available to you," said Ms. Nappier.

We urge the Board to enlarge its search for qualified members by casting a wider net.