



February 7, 2024

Vanessa Countryman
Secretary Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Via electronic mail

Re: Corporate Board Diversity RIN: 3235-AL91

Dear Ms. Countryman:

The [Women's Power Gap](#) (WPG), an initiative of the [Eos Foundation](#), respectfully submits this letter to the U.S. Securities and Exchange Commission ("SEC") to comment on its consideration of a rule proposal related to corporate board diversity.

WPG is a member of the Thirty Percent Coalition, a group of institutional investors who represent over \$8 trillion AUM.

Research has shown that diversity in its broadest sense helps groups make better decisions and avoid group-think. For years, research has also illustrated that corporations with diverse leadership teams that are inclusive of gender, race, and ethnicity outperform their peers.¹

There is clearly a pervasive, enduring demand among investors for data and disclosure on board composition, as evidenced by the preponderance of institutional investors, both large and small, that factor corporate board diversity into proxy voting decisions.

Despite broad consensus that board diversity data is decision-useful to investors and widespread demand among investors for such information, the current disclosure framework does not address investor needs and is best characterized as disorderly and inefficient. There is no formal, standardized source of racial/ethnic, LGBTQ+ or disability data regarding board composition among U.S. listed companies, and so gathering this information requires investors to spend crucial time, effort, and money to attempt to locate this data.

¹ <https://www.mckinsey.com/featured-insights/diversity-and-inclusion/diversity-matters-even-more-the-case-for-holistic-impact>

Given the objectives of the SEC to protect investors and maintain fair, orderly and efficient markets, we respectfully request that the SEC require all companies that trade on U.S. exchanges to disclose diversity metrics in the proxy statement or, if there is no proxy filing, in another appropriate document filed with the SEC.

Additionally, we request that such a rule include provisions to advance transparency, such as:

- Disclosure based on voluntary self-identification; and
- Reporting that disaggregates data by the categories in the Nasdaq Rule and supplemented with disability disclosure, in a format like that required by the Nasdaq Rule (i.e. “Board Matrix”). This enables investors to clearly ascertain the level of diversity among directors and facilitates comparability across companies.

The WPG/Eos Foundation appreciates the SEC’s consideration of these comments and would be pleased to discuss them in greater detail. If you have any questions or need any additional information, please contact Mary Hickey at hickey@eosfoundation.org

Sincerely,

The Women’s Power Gap/Eos Foundation

cc by email: Chair Gary Gensler
Commissioner Hester Peirce
Commissioner Caroline Crenshaw
Commissioner Jaime Lizarraga
Commissioner Mark Uyeda