

John P. Reddy



Adena Friedman, President and CEO
Nasdaq
One Liberty Plaza
165 Broadway
New York, NY 10006

Re: Board Diversity Proposal

Dear Ms. Friedman,

I am writing to strenuously object to your egregious proposal to mandate board diversity as you define it and the associated annual disclosure as a condition of listing on your exchange. I am the retired CFO of a Fortune 80 corporation and a director of public and private companies, so I have some direct experience with this. The people I serve with do not wish to be characterized by their ethnicity, gender, or sexual orientation. They do not wish to be thought of as a “check the box” board member. Instead, they want to be recognized for their considerable personal and professional achievements. They are not a Black director, a woman director or a LGBTQ director.

You are not an elected body. You are not a religious institution. You are a stock exchange. For an investor who is concerned with board diversity, all that is required is to open a company’s recent proxy filing and look at the director photos. Granted, a photo may not express a director’s gender identity but that is irrelevant to good corporate governance in any event. As an investor, I don’t care which personal pronoun a director chooses to identify with. This form of “identity” association is insidious. It divides society into smaller and smaller groups. It does not serve to unite us.

Public company directors are required to complete an annual questionnaire aimed at disclosing conflicts of interest, inappropriate compensation arrangements, bankruptcies, criminal convictions, and the like. There is not a section on ethnicity or gender identification. It would never occur to me to ask that of a fellow director and I would be offended if someone asked me. It’s nobody’s business.

America’s corporations don’t need Nasdaq to arrogate a role in driving social change. It is overbearing and pretentious to think so.

Sincerely,

A handwritten signature in cursive script that reads "John P. Reddy".