



FINANCIAL WOMEN'S ASSOCIATION

2012 FWA100[®] Study The Time Has Come



Letter from the President of FWA

Dear FWA Members, Colleagues and Friends:

The Financial Women's Association, a leading advocate for advancing professional women in the financial community across all industries, presents the results of our 2012 FWA100[®] Study. We are publishing this report in our capacity as a member of ION, the InterOrganization Network, representing more than 10,000 women across a wide range of industries.

We are pleased to report that we see positive signs of progress worth highlighting from our fiscal year 2012 data. This is in contrast to last year's FWA100[®], based upon 2011 data, where we expressed disappointment with the lack of progress women had made in attaining positions of note. With the publishing of this report, we have evidence of a gradual increase of women serving on corporate boards and holding senior executive positions.

We applaud these positive movements and trust that U.S. companies continue to note the need for change, especially in light of investor concerns relating to diversity on boards and the steps taken by several European and Pacific countries that have mandated measures to improve board gender diversity. The European Union is attempting to further this progress as the European Parliament and Council consider a legislative proposal issued in November 2012 by the European Commission. This proposal sets an objective for listed European companies, including government owned businesses, to have a minimum of one-third of their board comprised by women by 2015 and forty percent in 2020.

These positive trends will need to continue into the foreseeable future in order to make a meaningful impact on board diversity. The FWA will continue to foster the discussion of the issues surrounding the lack of representation of women in senior management, the C-suite and the Boardroom on a local, national and international level. We encourage CEOs to support and develop substantial measures that will foster achievement of our goal; at least 50%, but certainly no less than 30% of women on American boards.

For decades FWA has supported the development of women throughout their careers including serving on boards. We continue the FWA tradition established in 1956 when eight enterprising women on Wall Street met to share professional experiences and further their knowledge. Our non-profit organization proudly numbers more than 850 members worldwide, along with our twenty major President's Circle corporate supporters.

The FWA continues to live up to its mission of accelerating the success and leadership of women in the financial community across all industries by advancing careers, fostering alliances and preparing the current and next generation of professionals by:

- Furthering knowledge with outstanding programs that explore social concerns, technology, financial and political issues.
- Expanding horizons through international conferences and regular briefings with government officials and industry leaders.
- Contributing to our communities, as is reflected in 30+ years of scholarships and mentoring programs, internships, and community service activities.
- Providing a public forum for examining important contemporary issues in business, finance, governmental policy and civic affairs.

I would like to thank the Chairs of the FWA Directorships & Corporate Governance Committee (DCG), Merrie Frankel and Andrea Esposito, and the members of their committee, assisted by Deloitte LLP, who have collected the data and produced this year's report. I would also like to thank Deloitte for their unwavering support of diversifying the American board.



Very truly yours,
Susan L. Harper
FWA President 2012-2013

Letter from the Chairs of the DCG committee — Measured Steps on the Road to a Diverse Board

While the results of the fifth annual FWA100[®] survey based on 2011 data looked much the same as in the inaugural survey, encouraging improvements have emerged this past year. While women continue to be underrepresented on boards for the largest companies in the Tristate region, the percentage of representation has increased from 16.6% in the 2007 study to 19.0%, based on 2012 findings. Progress is being made, albeit slowly.

Progress, although less steady, has also been observed in other key metrics, such as the number of companies in our data set having no women directors. In our 2007 survey, only nine companies had no women directors. The 2011 study showed the number had increased to ten and in 2012 the number decreased to six.

We continue to believe that increased representation of women in the C-suite will set the stage for the future. There is still progress to be made before women executive officers occupy the all-important corner offices in significant numbers. In our 2012 review, women comprised 16.9% of executive officers disclosed by the FWA100[®], while our 2007 study reflected an executive officer pool of 9.7%. Of those executive officers, a lesser percentage held the top levels (measured by those disclosed as Named Executive Officers in company proxies) viewed as highly desirable in board candidates. In 2012, women held about 12.0% of these positions, compared with 10.3% in 2007.

What does all this mean? From the data gathered and reviewed we believe this is a demand side issue as boards rarely seek out non-CEO alternative candidates. Qualified “board-ready” women are ample but often times overlooked, given few have a CEO title attached to their otherwise stellar accomplishments. Although it is critically important that we continue to create learning and networking opportunities for “board-ready” women to prepare themselves to join boards, until we see marked improvement in the most senior executive ranks of large companies progress may continue to be slow. Similarly, women’s professional organizations need to be doing more to help boards understand that limiting the board to current and former “chiefs” sub-optimizes the board’s effectiveness. This traditional way of operating a board encourages group-think, limits the technical and professional experiences the board brings to the table, and potentially fosters a “club” atmosphere where issues are not raised in a timely manner. We believe this can change.

We should celebrate the slow and steady progress but need to remember that the measured improvements are small and can be reversed. Following the executive summary below is a list of next steps toward furthering board diversity to consider. We believe that board diversity has become part of the landscape in a more meaningful way. It is through the actions of institutional investors, women’s advocacy groups (including the FWA), and a growing number of women executive officers that we will pave the way for rapid progress.

Chairs, FWA Directorships & Corporate Governance Committee



Merrie S. Frankel



Andrea M. Esposito

With special thanks for contributions from Sara Meyer Davis, FWA’s ION Representative and Marita A. Makinen, Directorship and Corporate Governance Committee Member.

Executive summary

The FWA100[®] has been conducted each year since 2007. The results are combined with results of similar studies in other major U.S. markets to comprise the InterOrganization Network (ION) Annual Census report.

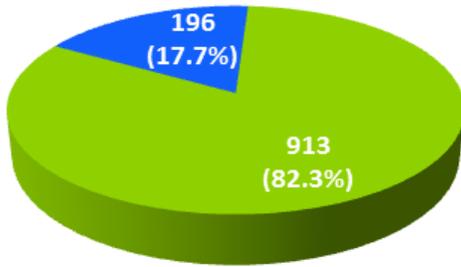
- The results of the FWA100[®] study for 2012 show modest yet positive change in the percentage of board and executive positions held by women.
- On an aggregate basis, the percentage of board seats held by women in the overall population improved to 19.0% (as compared to 17.7% in 2011 and 17.8% in 2009). The number of companies in the sample with no women on their boards decreased to six (as compared to 10 in 2011 and 11 in 2009).
- The composition of the C-suite also improved modestly when measuring the individuals that companies disclosed as their most highly compensated executives (so-called “Named Executive Officers,” or NEOs, per compensation disclosures required by the Securities and Exchange Commission). Women held about 12.0% of these positions in the current study, compared with 10.5% in 2011 and 9.8% in 2009. In 2012, 61 out of the 508 NEOs reported by FWA100[®] companies were women. The number of FWA100[®] companies with no women included among their most highly compensated executives decreased from 65 to 55 over the period from 2009 to 2012.
- When the population of executives is expanded to include other executives named in the company’s filings (but outside of the NEOs representing the highest paid executives), there was a modestly positive turnaround as compared to the results in 2011. There were 163 women in such positions in 2012; 147 in 2011; and 151 in 2009. Consistent with the results for the board and the highly compensated executives the number of FWA100[®] companies with no women executives listed in their filings decreased from 33 to 26 over the period from 2009 to 2012.

Next Steps to Advancing Board Diversity

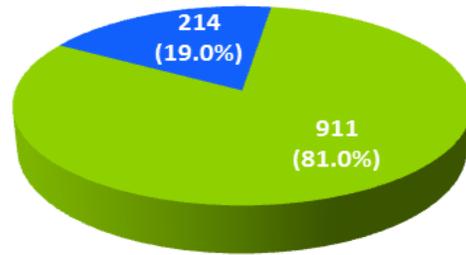
- Nominating committees should take the opportunity during director succession planning, while considering board skill and attribute gaps, how diversity considerations could strengthen the potential selection process. The board should insist that the candidates include diversity candidates, that diversity should not be considered in a vacuum from overall board needs.
- Disclosing publically a board’s recruitment and selection processes so that shareholders, stakeholders and others can adequately measure the progress being made toward the board diversity goal.
- Nominating committees should not overlook qualified “board-ready” highly accomplished women without CEO titles but who otherwise have stellar accomplishments and meet all skill and qualification requirements.
- Companies can improve the internal development of women and minority executives to expand the board selection pool on a macro level.
- Board search consultants should also have the ability to provide diverse candidates to consider.
- The nominating committee should consider tapping organizations that have access to top diversity candidates.

- **FWA100® Directors**

■ **Women**
■ **Men**

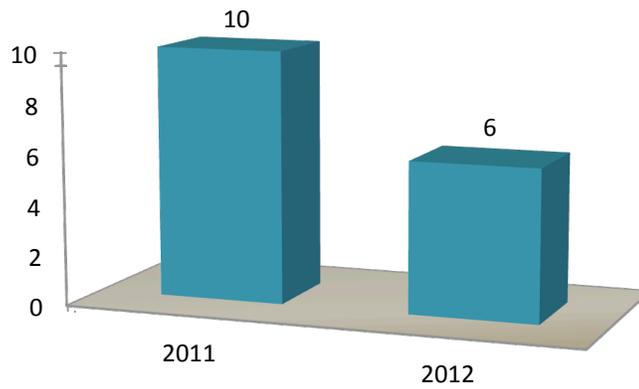


2011



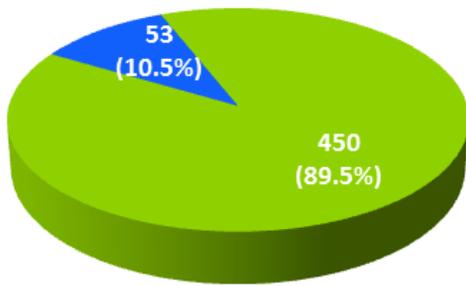
2012

FWA100® Companies with No Women Directors

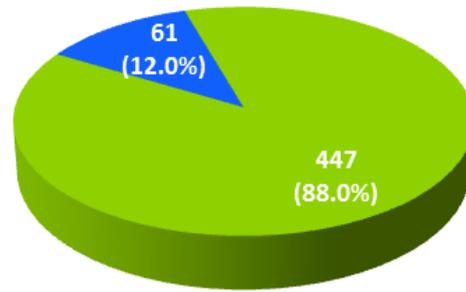


FWA100® Highly Compensated Executive Officers

■ Women
■ Men

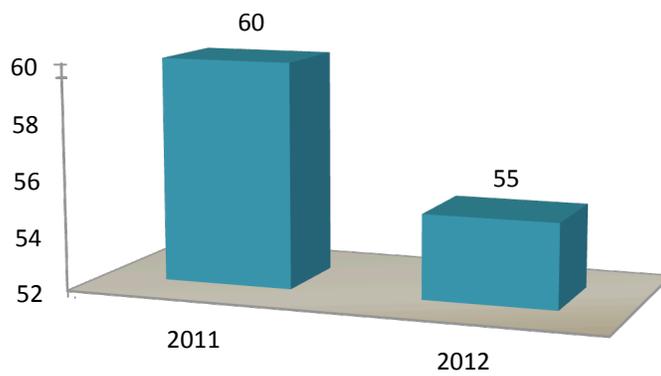


2011



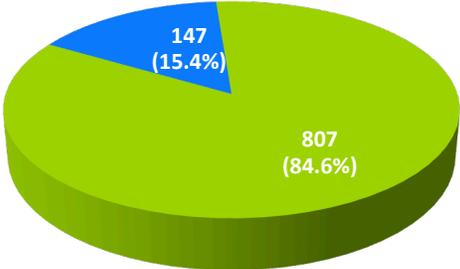
2012

FWA100® Companies with No Highly Compensated Executive Women

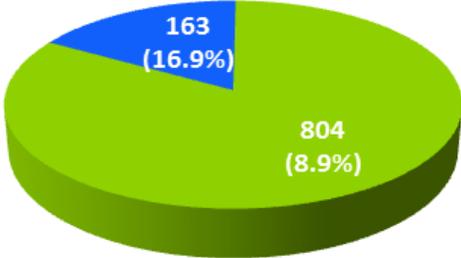


FWA100® Executive Officers

■ Women
■ Men

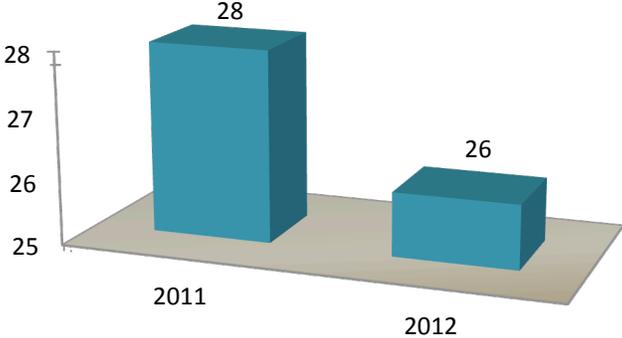


2011



2012

FWA100® Companies with No Women Executive Officers



**The FWA100® Companies –
2012 (1)**

ABM Industries Inc.
Aéropostale Inc.
Alcoa Inc.
American Express Co.
American International Group Inc.
Ann Inc.
Annaly Capital Management Inc.
AOL Inc.
Assurant Inc.
Automatic Data Processing Inc.
Avon Products Inc.
Bank of New York Mellon Corp.
Barnes & Noble Inc.
Becton Dickinson & Co.
Bed Bath & Beyond Inc.
BlackRock Inc.
Blackstone Group
Bristol-Myers Squibb Co.
Broadridge Financial Solutions Inc.
C.R. Bard Inc.
CA Inc.
Cablevision Systems Corp.
CBS Corp.
Celgene Corp.
CIT Group Inc.
Citigroup Inc.
Coach Inc.
Cognizant Technology Solutions Corp.
Colgate-Palmolive Co.
Consolidated Edison Inc.
E*Trade Financial Corp.
Emcor Group

Estée Lauder Cos.
Foot Locker Inc.
Forest Laboratories Inc.
Frontier Communications
General Electric
Goldman Sachs Group Inc.
Harbinger Group Inc.
Henry Schein Inc.
Hertz Global Holdings Inc.
Hess Corp.
Hudson City Bancorp Inc.
IAC/Interactive Corp.
Icahn Enterprises
International Business Machines Corp.
International Flavors & Fragrances Inc.
Interpublic Group of Companies Inc.
ITT Corp.
J.P. Morgan Chase & Co.
Jarden Corp.
Jefferies Group Inc.
JetBlue Airways Corp.
Jones Apparel Group Inc.
KKR & Co.
L-3 Communications Holdings Inc.
Loews Corp.
Marsh & McLennan Cos.
MasterCard Inc.
McGraw-Hill Cos.
MetLife Inc.
MF Global Holdings
Moody's Corp
Morgan Stanley
MSC Industrial Direct Co.
Nasdaq OMX Group Inc.
New York Community Bancorp Inc.
New York Times Co.
News Corp.
NYSE Euronext Inc.
Omnicom Group Inc.

Pall Corp.
PepsiCo Inc.
Pfizer Inc.
Philip Morris International
Phillips-Van Heusen Corp.
Pitney Bowes
Polo Ralph Lauren Corp.
Praxair
Prudential Financial Inc.
Public Service Enterprise Group Inc.
Saks Inc.
Sealed Air Corp.
Sirius Satellite Radio Inc.
Starwood Hotels & Resorts Worldwide Inc.
Systemax Inc.
Terex
Tiffany & Co.
Time Warner Cable Inc.
Time Warner Inc.
Towers Watson & Co.
Travelers Cos.
Universal American Corp.
Verizon Communications Inc.
Viacom Inc.
Vornado Realty Trust
W.R. Berkley
Warnaco Group Inc.
Xerox
Xylem Inc.

Research Parameters

(1) The FWA100[®] company list is intended to reflect the largest public companies (ranked by 2010 and 2011 revenues) in the metropolitan New York area. The list originated with the Crain's New York Business (Crain's 250 list), which included companies in all five boroughs of New York City, Nassau, Suffolk, and Westchester counties in New York State, and certain counties in northern New Jersey. This list was modified to include public companies in Fairfield County, Connecticut using revenue data obtained from the 2012 Fortune 500 list.

Proxy statements (DEF 14/A) and/or annual reports (Form 10-K) filed with the Securities and Exchange Committee from July 1, 2011 to July 1, 2012 were examined to obtain information regarding the composition of each FWA100[®] company's board and executive team. Board members were identified as those directors nominated for election in the proxy statement. Where the director listing or proxy statement was not available, directors were obtained from the company's Form 10-K or its Web site. The highly compensated executives were those disclosed in each company's proxy statement or Form 10-K as NEOs per SEC compensation disclosure requirements. Where additional executive officers (in addition to the NEOs) were listed in the company's Form 10-K and/or proxy statements, the additional executives were included in the executive officer data.

Biographical information or photographs were used to determine the gender of the board member or executive officer. If such information was not included in the proxy statement or Form 10-K, the company's Web site or articles and biographical information obtained via Google were reviewed.

All reasonable steps have been taken to confirm each company's data and ensure accuracy.

Appendix A — Detailed findings

Board Seats Held by Women

# of director seats filled by women	% of director seats filled by women	# of director seats filled by women in Fortune 500	% of director seats filled by women in Fortune 500
214	19.0%	142	19.3%

Companies with NO Women Directors

# of cos. in total sample with NO women directors	% of cos. in total sample with NO women directors	# of cos. in Fortune 500 with NO women directors	% of cos. in Fortune 500 with NO women directors
6	6.0%	4	6.5%

Women among the Highest Compensated Executive Officers

Total # of women among the top compensated executives	% of top compensated executives who are women	% of companies with women among the top compensated	# of companies with NO women among the top compensated executives	% of companies with NO women among the top compensated executives
61	12.0%	45.0%	55	55.0%

Women Executive Officers

# of women executive officers	% of executive officers who are women	# of companies with NO women executive officers	% of companies with NO women executive officers	# of CEOs who are women	% of CEOs who are women
163	16.9%	26	26.0%	9	8.9%

The Financial Women's Association www.fwa.org

The **Financial Women's Association (FWA)** is a 56 year-old, non-profit professional organization for high achieving women and men with special emphasis on the role of women and the development of future leaders. The FWA's mission is to accelerate the success and leadership of women in the financial community across all industries by advancing careers, fostering alliances and preparing the current and next generation of professionals. High achieving professionals from every sector of the financial world meet in more than 100 FWA-sponsored public forums each year to examine important contemporary issues in business, finance, governmental policy and civic affairs. Members attend international conferences and regular briefings with government officials and industry leaders. The **FWA Directorships & Corporate Governance Committee**, the sponsor of the annual FWA100® study, pursues opportunities for qualified members to join public company boards and provides members and guests updates on governance issues affecting public companies. The FWA is active in the community providing 20+ years of scholarships and mentoring programs, internships, and community service activities. The FWA enjoys the financial support of major companies in the region; welcoming the participation of industry leaders, executives and top firms looking to develop talent, retain key employees, and recruit high potential staff.

ION the Interorganization Network www.ionwomen.org

ION is an alliance of 16 women's business organizations across the United States that combine energies to advance women to positions of power in the business world, primarily to boards of directors and executive suites. ION gives its geographically dispersed members a national voice, a network to broaden advocacy efforts, an expanded pool of qualified candidates to recommend to companies, and the ability to leverage resources to achieve the common goal. More information about ION is available on its website: ionwomen.org

ION member organizations are:

CABLE, Tennessee (www.nashvillecable.org)
Central Exchange, Missouri (www.centralexchange.org)
Financial Women's Association, New York (www.fwa.org)
Inforum, Michigan (www.inforummichigan.org)
Milwaukee Women, Inc., Wisconsin (www.milwaukeewomeninc.org)
Minnesota Women's Economic Roundtable, Minnesota (www.stkate.edu/mn_census/09/index.html)
Network 2000, Maryland (www.network2000md.org)
OnBoard, Georgia (www.onboardnow.org)
The Board Connection, Texas (www.theboardconnection.org)
The Boston Club, Massachusetts (www.thebostonclub.com)
The Forum of Executive Women, Pennsylvania (www.foew.com)
Watermark, California (www.wearewatermark.org)
Women Executive Leadership, Florida (www.womenexecutiveleadership.com)
Women for Economic and Leadership Development, Ohio (www.weldoh.org)
Women's Economic Development Council, Alabama (www.wedc-online.com)
Women's Leadership Foundation, Colorado (www.womensleadershipfoundation.org)



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215 Park Avenue South, Suite 1712
New York, New York 10003
Tel: +1 212 533 2141 Fax: +1 212 982 3008
www.fwa.org