



**UNITED STATES  
COMMISSION ON  
CIVIL RIGHTS**

624 Ninth Street, N.W.  
Washington, D.C. 20425

January 25, 2010

Mary L. Schapiro  
Chairman, Securities and Exchange Commission  
100 F Street NE  
Washington, D.C., 20549

Dear Ms. Schapiro:

The U.S. Commission on Civil Rights (the “Commission”) is charged, among other things, with assessing the laws and policies of the federal government with respect to discrimination based on race, color, sex, and national origin. To execute that responsibility, the Commission may conduct hearings and other investigatory projects and report its findings and recommendations to the President, the Congress, and the American people. Pursuant to 42 U.S.C. § 1975(b), “all federal agencies shall cooperate fully with the Commission to the end that it may effectively carry out its function and duties.”

On January 15, 2010, the U.S. Commission on Civil Rights voted to send this letter to gather relevant information regarding the Securities and Exchange Commission (“SEC”)’s new regulations requiring disclosure of corporate boards’ diversity policies.<sup>1</sup> Specifically, we refer to language recently added to 17 C.F.R. § 229.407(c)(2)(vi), which appeared in a final rule published in the Federal Register on December 23, 2009. The regulation now reads:

...whether, and if so how, the nominating committee (or the board) considers diversity in identifying nominees for director. If the nominating committee (or the board) has a policy with regard to the consideration of diversity in identifying director nominees, describe how this policy is implemented, as well as how the nominating committee (or the board) assesses the effectiveness of this policy.

The Commission requests the following documents subject to any valid exemption under federal law. Any document that is withheld as exempt must be identified by date, author, recipient, and page-length, with a brief statement of the kind of exemption asserted.

1. Any and all memoranda, notes, policy directives, guidance, intra-office correspondence or other internal documents concerning the issue of diversity on

---

<sup>1</sup> At a public meeting of the U.S. Commission on Civil Rights held on January 15, 2010, the Commission voted 4-3-1 to send this letter. Commissioners Melendez, Yaki, and Thornstrom voted against the decision to send the letter, and Commissioner Taylor abstained.



**UNITED STATES  
COMMISSION ON  
CIVIL RIGHTS**

624 Ninth Street, N.W.  
Washington, D.C. 20425

corporate boards dated on or after June 1, 2008.

2. Any and all e-mails, notes, letters or other correspondence (together with any attachments) from or to the SEC or any of its employees concerning the issue of diversity on corporate boards dated on or after June 1, 2008.

3. Any and all memoranda, notes, policy directives, guidance, intra-office correspondence or other internal documents concerning the revisions (including draft revisions) to 17 C.F.R. § 229.407 (c)(2)(vi).

4. Any and all e-mails, notes, letters, or other correspondence (together with any attachments) from or to the SEC or any of its employees concerning the revisions (including draft revisions) to 17 C.F.R. § 229.407(c)(2)(vi).

In making these requests, we recognize that there will be overlap among these categories. We also recognize that there may be issues of confidentiality involved with disclosing certain information. We will work with you to accommodate any legitimate concerns.

The Commission looks forward to receiving your cooperation in this matter and in ensuring that the requested information may be provided with minimal disruption. Please feel free to contact Dominique Ludvigson, Special Assistant and Counsel to the Chair, with any questions that you might have about this request. She may be reached at (202)346-7626 or at [dludvigson@usccr.gov](mailto:dludvigson@usccr.gov). We would appreciate a response to this letter by March 1, 2010.

Sincerely,

Handwritten signature of Gerald A. Reynolds in black ink.

Gerald A. Reynolds  
Chairman

Handwritten signature of Gail Heriot in black ink.

Gail Heriot  
Commissioner

Handwritten signature of Peter Kirsanow in black ink.

Peter Kirsanow  
Commissioner

Handwritten signature of Todd Gaziano in black ink.

Todd Gaziano  
Commissioner