



**RiskMetrics Group**

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## 2008 Catholic Executive Summary

ISS Governance Services

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ISS Governance Services' Social Advisory Service (SAS) division recognizes that religious and other socially responsible investors have dual objectives: financial and social. Socially responsible investors invest for economic gain, as do all investors, but they also require that companies in which they invest to conduct their business in a socially responsible manner. The dual objectives carry through to the proxy voting activity, after the security selection process is completed. In voting their shares, socially responsible institutional shareholders are concerned not only with economic returns to shareholders and good corporate governance, but also with the ethical behavior of corporations and the social and environmental impact of their actions.

SAS has, therefore, developed proxy-voting guidelines for Catholic institutions that are consistent with the objectives of socially responsible shareholders as well as the teachings of the Catholic Church. On matters of social and environment impact, the guidelines seek to reflect a broad consensus of the Catholic socially responsible investing community. Generally, we take as our frame of reference policies and proposals promulgated by the Catholic Bishops' Pastoral on economics published in November 1986, the Socially Responsible Investment Guidelines adopted by the Bishops in 1991 and last amended in November 2003, and members of the Interfaith Center on Corporate Responsibility. On matters of corporate governance, executive compensation, and corporate structure, the Catholic proxy voting guidelines are based on a commitment to create and preserve economic value and to advance principles of good corporate governance and shareholder rights, consistent with responsibilities to society as a whole.

The guidelines provide an overview of SAS' proxy voting policy for Catholic institutions. We note there may be cases in which the final vote recommendation on a particular company varies from the vote guideline due to the fact that we closely examine the merits of each proposal and consider recent and company-specific information in arriving at our decisions. These guidelines are updated on an annual basis to take into account new social issues and the latest trends in corporate governance. The guidelines are divided up into two main sections: management proposals and shareholder proposals.

## **Management Proposals**

### **1. Director-Related Issues: *including director elections, classified boards, cumulative voting, and board size.***

Director elections are one of the most important voting decisions that shareholders make. It is expected that boards will engage in critical self-evaluation of themselves and of individual members. It is preferred that boards be comprised of a majority of independent directors, that key board committees be comprised entirely of independent directors, and that the positions of Chairman and CEO be separate. Votes will be withheld from non-independent directors who sit on key board committees. The election of directors who have failed to attend a minimum of 75 percent of board meetings held during the year without a valid excuse will be opposed. Further, companies are encouraged to address the issue of stock ownership and board diversity. Under the policy, votes will be withheld from boards lacking gender or racial diversity. Shareholders are also asked to vote on a number of other matters regarding the role, structure and composition of the board. The policy supports proposals that seek to implement classified boards and opposes shareholder proposals to declassify boards of directors, consistent with the fact that directors on boards of many Catholic institutions are elected to multiple-year terms. Further, the policy

opposes the adoption of cumulative voting, consistent with the view of many Catholic institutional investors that directors should represent the interests of all shareholders. Catholic policy may withhold from directors at companies where poor pay methodologies are practiced and unresolved options backdating issues remain.

## 2. **Auditors**

While it is recognized that the company is in the best position to evaluate the competence of the outside accountants, we believe that outside accountants must ultimately be accountable to shareholders. Given the rash of accounting irregularities that were not detected by audit panels or auditors, shareholder ratification is an essential step in restoring investor confidence. Audit committees have been the subject of a report released by the Blue Ribbon Commission on Improving the Effectiveness of Corporate Audit Committees in conjunction with the NYSE and the National Association of Securities Dealers. The Blue Ribbon Commission concluded that audit committees must improve their current level of oversight of independent accountants. We will vote against the ratification of the auditor in cases where non-audit fees represent more than 25 percent of the total fees paid to the auditor in the previous year. We support requests asking for the rotation of the audit firm, if the request includes a timetable of five years or more.

## 3. **Proxy Contest Defenses / Tender Offer Defenses: *including shareholder ability to call a special meeting or act by written consent, poison pills, unequal voting rights, fair price provisions, greenmail, supermajority votes, and director and officer liability and indemnification.***

We generally oppose takeover defenses, as they limit shareholder value by eliminating the takeover or control premium for the company. As owners of the company, shareholders should be given the opportunity to decide on the merits of takeover offers. Further, takeover devices can be used to entrench a board that is unresponsive to shareholders on both governance and corporate social responsibility issues.

## 4. **Miscellaneous Governance Provisions: *including confidential voting, adjourn meeting, and bundled proposals.***

We evaluate proposals that concern governance issues on a case-by-case basis, taking into account the impact on shareholder rights. We believe that good corporate governance can have an impact on a company and its ability to maximize shareholder value.

## 5. **Capital Structures: *including increase authorized stock, stock splits and reverse stock splits, blank check preferred stock, debt restructurings, and share repurchase plans.***

We support a one-share, one-vote policy and oppose mechanisms that skew voting rights. We support capital requests that provide companies with adequate financing flexibility while protecting shareholders from excessive dilution of their economic and voting interests. Proposals to increase common stock are evaluated on a case-by-case basis, taking into account the company's past use of share authorizations and comparison with a peer group.

**6. Executive and Director Compensation: *including stock-based incentive plans, employee stock purchase plans, outside director option plans, and cash and cash & stock based awards.***

As executive pay levels continue to soar, non-salary compensation remains one of the most sensitive and visible corporate governance issues. Although shareholders have little say about how much the CEO is paid in salary and bonus, they do have a major voice in approving stock option and incentive plans. Without a doubt, stock option plans transfer significant amounts of wealth from shareholders to employees, and in particular to executives and directors. Rightly, the cost of these plans must be in line with the anticipated benefits to shareholders. Executive and director compensation proposals are evaluated on a case-by-base basis using a binomial pricing model that estimates the cost of a company's stock-based incentive programs. Plan features and any recent controversies surrounding a company's pay practices are also factored into the analysis of compensation proposals. Shareholder proposals calling for additional disclosure on compensation issues are supported, while shareholder proposals calling for changes in a company's compensation policies are reviewed on a case-by-case basis.

**7. Mergers and Corporate Restructurings**

Mergers, acquisitions, spinoffs, reincorporations, and other corporate restructuring plans are evaluated on a case-by-case basis, given the potential for significant impact on shareholder value and on shareholders' economic interest. In addition, these corporate actions can have important effects on community stakeholders and workforce including impact on stakeholders, such as job loss, community lending, equal opportunity, and impact on environment.

**8. Mutual Fund Proxies: *including election of trustees, investment advisory agreements, and distribution agreements.***

There are a number of proposals that are specific to mutual fund proxies. We evaluate these proposals in conjunction with recent trends and best practices at other mutual funds.

**Shareholder Proposals**

**9. Shareholder Proposals on Corporate Governance and Executive Compensation: *including shareholder meetings/housekeeping issues, board-related issues, shareholder rights & board accountability issues, compensation issues, and strategic issues.***

Each year shareholders file numerous proposals that address key issues regarding corporate governance and executive compensation. We evaluate these proposals from the perspective that good corporate governance can have positive implications for a company and its shareholders. Proposals that seek to improve a board's accountability to its shareholders and other stakeholders are supported. We support initiatives that seek to strengthen the link between executive pay and performance, including performance issues related to corporate social responsibility.

**10. Shareholder Proposals on Social and Environmental Proposals: *including diversity and workplace issues, codes of conduct, labor standards & human rights, environment and energy, weapons, and consumer issues & public safety.***

Socially responsible shareholder resolutions are receiving a great deal more attention from institutional shareholders today than in the past. In addition to moral and ethical considerations intrinsic to many of these proposals, there is a growing recognition of their potential impact on the economic performance of the company. In general, we vote for shareholder social, workforce, and environmental proposals that create good corporate citizens while enhancing long-term shareholder and stakeholder value. We will vote for disclosure reports that seek additional information particularly when it appears companies have not adequately addressed shareholders' social, workforce, and environmental concerns. We will closely evaluate proposals that ask the company to cease certain actions that the proponent believes are harmful to society or some segment of society with special attention to the company's legal and ethical obligations, its ability to remain profitable, and potential negative publicity if the company fails to honor the request. We support shareholder proposals that improve the company's public image, and reduced exposure to liabilities.

Proposal Description	Catholic Vote Recommendation
Add Women and Minorities to Board/Adopt Charter Language	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that ask the company to take steps to nominate more women and minorities to the board.</li> <li>• Vote <b>for</b> shareholder proposals asking for reports on board diversity.</li> <li>• Vote <b>for</b> shareholder proposals asking companies to adopt nomination charters board or to amend existing nominating charter language to include provisions for diversity.</li> </ul>
Prepare Report/Promote EEOC-Related Activities	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that ask the company to report on its diversity and/or affirmative action programs.</li> <li>• Vote <b>for</b> shareholder proposals calling for legal and regulatory compliance and public reporting related to non-discrimination, affirmative action, workplace health and safety, and labor policies and practices that effect long-term corporate performance.</li> <li>• Vote <b>for</b> shareholder proposals requesting nondiscrimination in salary, wages and all benefits.</li> <li>• Vote <b>for</b> shareholder proposals calling for action on equal employment opportunity and antidiscrimination.</li> </ul>
Report on Progress Toward Glass Ceiling Commission Recommendations	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that ask the company to report on its progress against the Glass Ceiling Commission's recommendations.</li> <li>• Vote <b>for</b> shareholder proposals seeking to eliminate "glass ceiling" for women and minority employees.</li> </ul>
Prohibit Discrimination on the Basis of Sexual Orientation	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to include language in EEO statements specifically barring discrimination on the basis of sexual orientation.</li> <li>• Vote <b>for</b> shareholder proposals seeking reports on a company's initiatives to create a workplace free of discrimination on the basis of sexual orientation.</li> <li>• Vote <b>against</b> shareholder proposals that seek to eliminate protection already afforded to gay and</li> </ul>

	lesbian employees.
Distribution of Stock Options by Gender and Race	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals asking companies to report on the distribution of stock options by race and gender of the recipient.</li> </ul>
Report on/Eliminate Use of Racial Stereotypes in Advertising	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking more careful consideration of using racial stereotypes in advertising campaigns, including preparation of a report.</li> </ul>
Codes of Conduct and Vendor Standards	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to implement human rights standards and workplace codes of conduct.</li> <li>• Vote <b>for</b> shareholder proposals calling for the implementation and reporting on ILO codes of conduct, SA 8000 Standards, or the Global Sullivan Principles.</li> <li>• Vote <b>for</b> shareholder proposals that call for the adoption of principles or codes of conduct relating to company investment in countries with patterns of human rights abuses (Northern Ireland, Burma, and China).</li> <li>• Vote <b>for</b> shareholder proposals that call for independent monitoring programs in conjunction with local and respected religious and human rights groups to monitor supplier and licensee compliance with codes.</li> <li>• Vote <b>for</b> shareholder proposals that seek publication of a "Code of Conduct" to the company's foreign suppliers and licensees, requiring they satisfy all applicable standards and laws protecting employees' wages, benefits, working conditions, freedom of association, and other rights.</li> <li>• Vote <b>for</b> shareholder proposals seeking reports on, or the adoption of, vendor standards including: reporting on incentives to encourage suppliers to raise standards rather than terminate contracts and providing public disclosure of contract supplier reviews on a regular basis.</li> <li>• Vote <b>for</b> shareholder proposals to adopt labor standards for foreign and domestic suppliers to ensure that the company will not do business with foreign suppliers that manufacture products for sale in the U.S. using forced labor, child labor, or that fail to comply with applicable laws protecting employee's wages and working conditions.</li> </ul>
Prepare Report on Operations in Burma/Myanmar	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to adopt labor standards in connection with involvement in Burma.</li> <li>• Vote <b>for</b> shareholder proposals seeking reports on Burmese operations and reports on costs of continued involvement in the country.</li> <li>• Vote shareholder proposals to pull out of Burma on a <b>case-by-case</b> basis.</li> </ul>
Adopt/Report on MacBride Principles	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to report on or to implement the MacBride Principles.</li> </ul>
Adopt/Report on China Principles	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals requesting more disclosure on a company's involvement in China</li> <li>• Vote on a <b>case-by-base</b> basis shareholder proposals that ask a company to terminate a project or</li> </ul>

	investment in China.
Prepare Report on Company Activities Affecting Indigenous Peoples' Rights	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to prepare reports on a company's impact on indigenous communities.</li> </ul>
Environmental/Sustainability Report	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking greater disclosure on the company's environmental practices, and/or environmental risks and liabilities.</li> <li>• Vote <b>for</b> shareholder proposals asking companies to report in accordance with the Global Reporting Initiative (GRI).</li> </ul>
Prepare Report on Global Warming/Greenhouse Gas Emissions	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking disclosure of liabilities or preparation of a report pertaining to global warming.</li> <li>• Vote <b>for</b> shareholder proposals calling for the reduction of greenhouse gas.</li> <li>• Vote <b>for</b> shareholder proposals seeking disclosure of how companies will respond to rising public and regulatory pressures around climate change as well as disclosure of the science behind company policies towards climate change.</li> </ul>
Invest in Clean/Renewable Energy	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking the preparation of a report on a company's activities related to the development of renewable energy sources.</li> <li>• Vote <b>for</b> shareholder proposals seeking increased investment in renewable energy sources unless the terms of the resolution are overly restrictive.</li> </ul>
Environmentally Sensitive Areas / Drilling in the Arctic National Wildlife Refuge / Old-Growth Forests	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals asking companies to prepare a feasibility report or to adopt a policy not to mine, drill, or log in environmentally sensitive areas such as ANWR.</li> <li>• Vote <b>for</b> shareholder proposals seeking to prohibit or reduce the sale of products manufactured from materials extracted from environmentally sensitive areas such as old growth forests.</li> </ul>
Adopt/Implement CERES Principles	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to study or implement the CERES principles.</li> </ul>
Phase Out Chlorine-Based Chemicals	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to prepare a report on the phase-out of chlorine bleaching in paper production.</li> <li>• Vote on a <b>case-by-case</b> basis on shareholder proposals asking companies to cease or phase-out the use of chlorine bleaching.</li> </ul>
Report/Reduce Toxic Emissions and Assess Community Impact	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that seek to prepare a report on the company's procedures for reducing or preventing pollution and/or the impact of the company's pollution on the surrounding communities.</li> <li>• Vote <b>for</b> shareholder proposals calling on the company to establish a plan reduce toxic emissions.</li> </ul>
Adopt a Comprehensive Recycling Policy	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals requesting the preparation of a report on the company's recycling efforts.</li> <li>• Vote <b>for</b> shareholder proposals that ask companies to increase their recycling efforts or to adopt a formal recycling policy.</li> </ul>

Water Use	<ul style="list-style-type: none"> <li>• Vote <b>for</b> proposals asking for the preparation of a report on a company's risks linked to water use.</li> </ul>
Nuclear Energy	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking the preparation of a report on a company's nuclear energy procedures.</li> <li>• Vote <b>for</b> proposals that ask the company to cease the production of nuclear power.</li> </ul>
Kyoto Protocol Compliance	<ul style="list-style-type: none"> <li>• Vote <b>for</b> proposals asking companies to report on how they will meet reduction targets in Kyoto-compliant countries.</li> </ul>
Report on Handgun Safety Initiatives	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals asking the company to report on its efforts to promote handgun safety.</li> <li>• Vote <b>for</b> shareholder proposals asking the company to stop the sale of handguns and accessories.</li> </ul>
Prepare Report to Renounce Future Landmine Production	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking a report or the renouncement of future landmine production.</li> </ul>
Prepare Report on Foreign Military Sales	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to report on foreign military sales or offset agreements.</li> <li>• Vote <b>case-by-case</b> on proposals that call for outright restrictions on foreign military sales.</li> </ul>
Ethical Criteria for Military Contracts	<ul style="list-style-type: none"> <li>• Vote <b>for</b> proposals to review and amend, company codes of conduct and statements of ethical criteria for military production-related contract bids, awards and execution.</li> </ul>
Phase-out or Label Products Containing Genetically Engineered Ingredients	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to label products that contain genetically engineered products.</li> <li>• Vote <b>for</b> shareholder proposals that ask the company to phase out the use of genetically engineered ingredients in their products.</li> <li>• Vote <b>for</b> shareholder proposals that ask the company to report on the use of genetically engineered organisms in their products.</li> <li>• Vote <b>for</b> shareholder proposals asking for reports on the financial, legal, and operational risks posed by the use of genetically engineered organisms.</li> </ul>
Tobacco-related Proposals	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking to limit the sale of tobacco products to children.</li> <li>• Vote <b>for</b> shareholder proposals asking producers of tobacco product components (such as filters, adhesives, flavorings, and paper products) to halt sales to tobacco companies.</li> <li>• Vote <b>for</b> shareholder proposals that ask restaurants to adopt smoke-free policies.</li> <li>• Vote <b>for</b> shareholder proposals seeking a report on a tobacco company's advertising approach.</li> <li>• Vote <b>for</b> shareholder proposals at insurance companies to cease investment in tobacco companies.</li> <li>• Vote <b>for</b> proposals at producers of cigarette components calling for a report outlining the risks and potential liabilities of the production of these components.</li> <li>• Vote <b>for</b> proposals calling for tobacco companies to cease the production of tobacco products.</li> </ul>
Adopt Policy/Report on	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking the development of a policy or preparation of a report to</li> </ul>

Predatory Lending Practices	guard against predatory lending practices.
Disclosure on Credit in Developing Countries (LDCs) or Forgive LDC Debt	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals asking for disclosure on lending practices in developing countries, unless the company has demonstrated a clear proactive record on the issue.</li> <li>• Vote <b>against</b> shareholder proposals asking banks to forgive loans outright.</li> <li>• Vote <b>case-by-case</b> on shareholder proposals asking for loan forgiveness at banks that have failed to make reasonable provisions for non-performing loans.</li> <li>• Vote <b>for</b> proposals to restructure and extend the terms of non-performing loans.</li> </ul>
Adopt Policy/Report on Drug Pricing	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals to prepare a report on drug pricing.</li> <li>• Vote <b>for</b> shareholder proposals to adopt a formal policy on drug pricing.</li> <li>• Vote <b>for</b> shareholder proposals that call on companies to develop a policy to provide affordable HIV, AIDS, TB and Malaria drugs in third-world nations.</li> <li>• Vote <b>for</b> proposals seeking reports on health pandemic impacts on company business operations.</li> </ul>
Adult Entertainment	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that seek a review of the company's involvement with pornography.</li> <li>• Vote <b>for</b> proposals that seek to review policies related to the sale of mature-rated video games.</li> </ul>
Abortion/Right to Life Issues	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals on abortion and right to life issues in a manner consistent with the Catholic Church's teachings on these issues.</li> </ul>
Animal Rights	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals that seek to limit unnecessary animal testing where alternative testing methods are feasible or not required by law.</li> <li>• Vote <b>for</b> shareholder proposals that ask companies to adopt or/and report on company animal welfare standards.</li> <li>• Vote <b>for</b> shareholder proposals asking companies to report on the operational costs and liabilities associated with selling animals.</li> </ul>
Disclosure on Plant Closings	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals seeking greater disclosure on plant closing criteria if such information has not been provided by the company.</li> </ul>
Control over Charitable Contributions	<ul style="list-style-type: none"> <li>• Vote <b>against</b> shareholder proposals giving criteria or to require shareholder ratification of grants.</li> </ul>
Land Procurement	<ul style="list-style-type: none"> <li>• Vote <b>for</b> requests to review/amend policies for land procurement, incorporating social and environmental factors.</li> </ul>
Disclosure on Prior Government Service	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals calling for the disclosure of prior government service of the company's key executives.</li> </ul>
Outsourcing	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals calling for reports identifying the risks of outsourcing and off-shoring.</li> </ul>
Lobbying Efforts	<ul style="list-style-type: none"> <li>• Vote <b>for</b> shareholder proposals asking companies to review and report on how companies utilize lobbying efforts to challenge scientific research and governmental legislation.</li> </ul>

Product Sales to Repressive Regimes	<ul style="list-style-type: none"><li>• Vote <b>case-by-case</b> on shareholder proposals requesting that companies cease product sales to repressive regimes that can be used to violate human rights.</li><li>• Vote <b>for</b> proposals to report on company efforts to reduce the likelihood of product abuses in this manner.</li></ul>
Anti-Social Proposals	<ul style="list-style-type: none"><li>• Vote <b>against</b> shareholder proposals that do not seek to ultimately advance the goals of the social investment community.</li><li>• Vote <b>against</b> anti-social shareholder proposals seeking a review or report on the company's charitable contributions.</li></ul>