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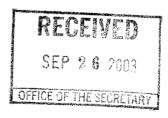
American Federation of State, County and Municipal Employees, AFL-CIO

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September 24,2003

57-14-03

William H. Donaldson, Chairman Securities and Exchange Commission 450 Fifth Street, NW Washington, DC **28549** 



the states

Dear Mr. Donaldson:

I would **like** to take this opportunity to commend the Securities and Exchange Commission for all of its work to date on the development of rules that would give shareholder nominees access to registrant proxy statements and cards. Since the submission of shareholder proposals on proxy access the AFSCME Employees Pension Plan filed fast proxy season, the Commission has taken a fair-minded and well-seasoned approach to dealing with the complex question reforming the director election process. The Division of Corporation Finance has done a particularly outstanding job of soliciting the views and concerns about director elections from institutional investors like ourselves who have formed opinions about the proxy access rule.

We share the Commission's belief that understanding how individual investors vote in current director elections and determining their views on proxy access for shareholder nominees would enhance the process of access rulemaking. Earlier this month, **AFSCME** commissioned Harris Interactive to undertake a public opinion poll of individual investors on these subjects, The key findings of the survey of more than 1.(00 individual investors by Harris Interactive show:

- Eighty percent think there should be a process to allow shareholders to nominate candidates for boards of directors;
- Ninety percent agree that corporate misconduct has weakened investor confidence in the stock market;
- More than half of the shareholders agree that corporate management is not in the best position to decide who should be nominated to the board of directors.

The full results reveal a number of important details about individual investors' proxy voting patterns, such as the reasons why shareholdersvote against board nominees, and under what conditions they think proxy access should be utilized.

We have enclosed a copy of the poll results for you use,

Very Sincerely,

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GERALD W. McENTE International President

GWMcE:rfc Enclosure

cc: Paul S. Atkins, Commissioner
Roel C. Campos, Commissioner
Cynthia A. Glassman, Commissioner
Harvey J. Goldschmid, Commissioner
Alan L. Beller, Director, Division of Corporation Finance
Martin Dunn, Deputy Director, Division of Corporation Finance
Jonathan G. Katz, Secretary



MARKET RESEARCH

The Harris Poll<sup>®</sup> PEOPLE

## Views of Corporate Governance

**Conducted For:** 

### The American Federation of State, **County and Municipal Employees** (AFSCME)

September 23, 2003

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### Introduction

- The Views of Corporate Governance Study was conducted by Harris Interactive on behalf the American Federation of State, County and Municipal Employees (AFSCME).
- The primary objective of this survey was to explore the attitudes and behavior of individual investors on important corporate governance issues. More specifically, the survey focused on:
- Shareholders' voting behavior;
- Attitudes towards the current board member nomination process; and
- Attitudes toward proposals to reform the current process.
- The study was conducted online among 1,030 adults, 18 or older who own between August 29 and September 2, 2003; and averaged 12 minutes in individual shares of public corporations. Interviews were conducted length.

6 Harris Interactive





## **Major Findings**

Overall, investors have concerns with the current nomination process and many think it is important that shareholders have more choice among board member candidates. Investors express a strong preference for a system where all qualified candidates, whether nominated by shareholders or corporate management, are listed on the proxy ballots.

Large majorities believe shareholders should have access to corporate proxy materials to nominate board member candidates rather then leaving this decision solely in the hands of corporate management. Further supporting these beliefs, large proportions of individual investors agree that corporations should have a more open nominating process and should disclose more information about the nominating process. A greater openness and participatory spirit would increase investor confidence. 

(SEC) proposal which would make it easier for shareholders or groups of shareholders to nominate As a result, investors show strong support for an anticipated Securities and Exchange Commission board members.

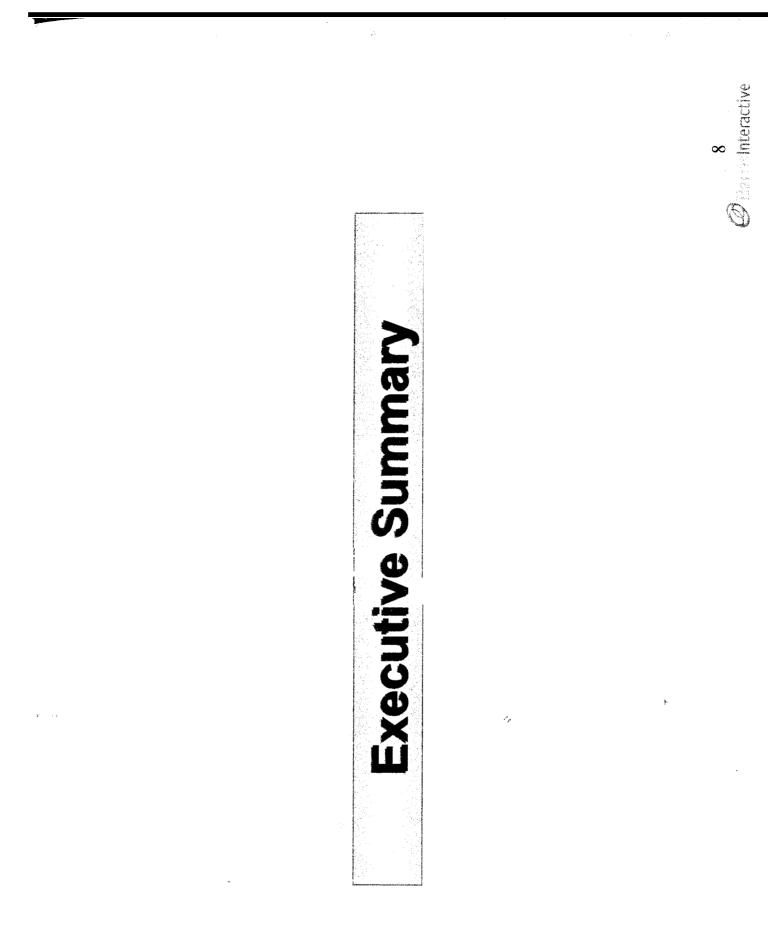
greater access to the proxy ballot as soon as the next annual meeting. Support of these proposals indicates that shareholders want corporations to be accountable for their actions and more open to In addition, shareholders are supportive of several proposed reforms that would provide them with greater shareholder participation.

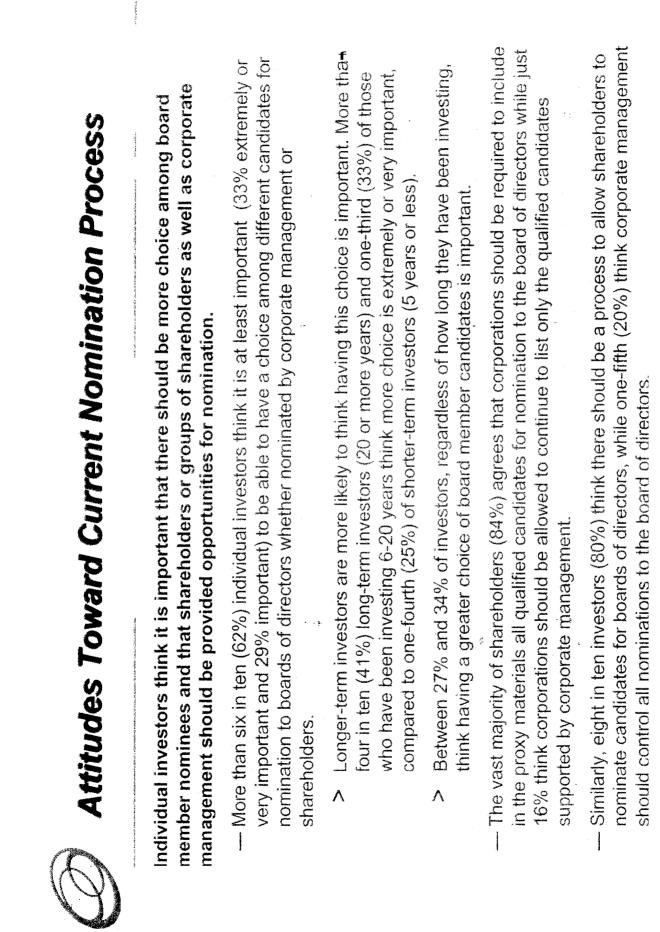


- As to their specific voting behavior, the vast majority of shareholders has voted in favor of corporate management proposals though substantial majorities have voted against proposals or for and against proposals on the same ballot.
- More specifically, investors most commonly vote in favor of board member nominees and against salary and compensation packages for top executives or board members.

Long-term investors (6 or more years) are more likely to vote. Their voting behavior suggests that they read the proxy materials carefully as they are more likely than shorter-term (5 years or less) investors to vote for or against corporate management proposals. Support for corporate management nominees is also mixed with majorities of shareholders having withheld support from a management nominee. Those who think having a wider choice of nominees is extremely or very important are even more likely to have withheld support from a nominee.

C Kara Interactive





when examining the length of time investors have owned individual company stock. - Interestingly, this is consistent across all groups. There is not much variation in these views

# Attitudes Toward Current Nomination Process (Cont'd)

- Large majorities of shareholders agree that corporations should be required to have a more open nomination process which allows candidates to be nominated by shareholders or groups of shareholders as well as by corporate management. Recent corporate scandals have weakened overall investor confidence and fewer than half believe that management is best situated to make important corporate governance decisions on their own. 177
- Nine in ten shareholders (90%) agree and 60% strongly agree that corporate misconduct in the w nited States has weakened investor confidence in the stock market
- information about the process for nominating directors to serve on boards (50% strongly agree The same proportion (90%) agrees that corporations should be required to disclose more and 40% somewhat agree).
- shareholders can use corporate proxy materials to nominate board members, would increase A smaller but still large majority (85%) agrees (38% strongly agree) that shareholders should be able to use corporate proxy materials to nominate candidates for election to the boards of directors, and 80% strongly (24%) or somewhat agree (56%) that open elections, in which investor confidence.
- Slightly over half of investors (55%) agree that the reason individual shareholders do not vote is because corporate management has the exclusive right to use proxy materials to nominate board of director candidates (10% strongly agree and 45% somewhat agree)
- Fewer than half (49%) of shareholders strongly (5%) or somewhat agree (44%) that corporate 10 directors and 44% think that individual shareholders do not vote because they have faith in management to make the best decision (6% strongly agree and 38% somewhat agree). management is in the best position to decide who should be nominated to the board of

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## **Attitudes Toward Reform Proposals**

- There is a great deal of support among individual investors to reform the current system in timely, open process in which they are more involved in nominating director candidates. which the corporation has exclusive access to proxy materials. Shareholders favor a
- --- Nearly two-thirds of investors (67%) favor a Securities and Exchange Commission (SEC) shareholders, to nominate candidates for corporate boards of directors in non-takeover proposal that would make it easier for major, long-term shareholders or groups of situations.
- investing 5 years or less, 66% among those investing 6-20 years and 68% among This view is held more strongly among those investing longer (58% among those those investing for 20 or more years). ٨
- shareholders should be able to nominate board of director candidates all the time, more than Virtually all shareholders (95%) believe that they should have the right to nominate board of half (52%) of investors think they should be able to nominate director candidates in some director candidates in at least some situations. More than four in ten (44%) think situations and just 5% report that shareholders should never have this right.
- The longer an investor has owned individual company stocks, the more likely they are among long-term investors vs. 36% of those investing for 5 years or less and 44% of to think shareholders should be entitled to nominate candidates all the time (53% those investing for between 6 and 20 years). ٨
- --- Nearly nine in ten respondents (87%) believe shareholders should have access to the corporate proxy materials to nominate candidates at the next annual meeting if one of several events occurs, including shareholder request or corporate scandal.

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## Attitudes Toward Reform Proposals (Cont'd)

- There is strong support for various proposals which would enable shareholders to be able to nominate board of director candidates using the corporation's proxy materials. Support for these proposals suggests that shareholders want corporations to be held accountable for their actions and more open to greater shareholder participation.
- majority of shareholders (81%) favors a proposal which would provide shareholders greater Perhaps not surprising, given the scandals at Enron, Worldcom and ImClone but a large access to proxy materials if there has been a major corporate scandal.
- Nearly the same proportion (80%) agrees that if the corporation fails to act on a shareholder proposal that received a majority vote, shareholders should receive the right to nominate Eight in ten (81%) believe shareholders should have access to the ballot at their request. board of director candidates.
- compared to other corporations in the same industry (72%) or if the Securities and Exchange corporation's proxy materials if the corporation's financial performance declines significantly Seven in ten would favor shareholders nominating board member candidates using the Commission has required the corporation to revise its financial statements (71%)
- corporate board election, where a candidate nominated by corporate management does not receive significant shareholder support.

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- both by the length of time they have owned individual company stock and the that stocks are a long-term investment. Investor experience is demonstrated Individual shareholder's experiences investing in companies reflects a belief number of companies in which they own shares.
- individual stocks for more than 5 years, with more than half investing in stocks Nearly three-quarters of individual investors (73%) have been investing in for more than 10 years. The typical investor has invested in individual companies for 12 years.
- typical investor owns stocks in 5 different companies and this number rises the Most investors (81%) are currently investing in more than one company. The longer one has been investing.
- than five years typically owns shares in 2 companies, those investing between 6 The shorter-term investor, who has owned individual company shares for less and 20 years typically own shares of 5 different companies and long-term investors (those investing for 20 or more years) own stocks in 8 different companies.

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<ul> <li>significant proportion of investors' net worth is derived from their ownersh p of individual significant proportion of investors' net worth is derived from their ownersh p of individual company shares the mc<sup>re</sup> money they ocks. The longer an investor has owned individual company shares the mc<sup>re</sup> money they ock.</li> <li>The longer an investor who have owned individual shares for less than 5 years, they typically on investors who have owned individual shares for less than 5 years, they typically is ave an investment of \$5,000 and a net worth of \$101,000. Nearly half (45%) of this youp has less than \$10,000 invested in individual company shares (as compared to 14% of those who have owned this kind of investment between 6 and 20 years and 6% of those who have owned individual shares for 20 years or longer).</li> <li>P. or investors with medium to long-term ownership of individual stock the investments and net worth. The typically have \$42,000 invested in individual companies and \$239,000 in total ne worth. The typical long-term investor has \$102,000 invested in individual stock the investments and net worth also rises the long-term investor has \$102,000 invested in individual stores to owerall net worth of \$657,000.</li> <li>P. To demonstrate, shorter-term (5 years or longer).</li> <li>P. To demonstrate, shorter-term (5 years or long-term (20 years or or individual stock their assets in individual shares whereas mid (6 to 20 years) and long-term (5 years) and long-term (5 years).</li> </ul>
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## Verall Shareholder Voting Behavior

reviewing the materials they receive and voting on issues put befcre them by corporate For the most part, individual investors are paying attention to their investments by management.

- The overwhelming majority of investors (92%) recall receiving proxy materials in the past two years and nearly the same proportion (94%) recall that the proxy materials included a ballot to vote on corporate governance issues or board member candidates.
- Over six in ten (62%) investors have voted at least once on the proxy materials they received. A significant minority (38%) of investors have not voted.
- In addition to or perhaps because they have larger investments, longer-term (6 or more years) individual shareholders are more likely to vote on corporate proposals and board member candidates. Fully eight in ten (83%) long-term investors vote on proxy ballots. In comparison, fewer, but still majorities of mid-term investors (71% of those investing between 6 and 20 years) vote and many (61%) of shorter-term investors vote.

@ Faces Interactive



management proposals. However, their support of corporate management is mixed. While investors' frequently *support* corporate management proposals, majorities have also *voted* Individual investors are using their proxy votes to express their views on corporate against proposals, especially as they relate to compensation issues. 

- Among those who have ever voted, the overwhelming majority (93%) okinvestors has voted in favor of the proposals made by corporate management. Nearly three-quarters (74%) have voted against corporate management proposals, and a slightly smaller proportion (67%) have voted for and against corporate proposals on the same proxy ballot.
- As to specific voting behavior, by far the most common thing individual investors' vote in favor supported board nominees). Majorities have also shown support for general corporate of are board of directors nominees (86% as compared to 52% who have withheld or not governance issues (62%) and changes to by-laws (61%).
- Among the issues most likely to be voted against or not supported by majorities of investors are:
- Salary and compensation packages for top executives (62%); ٨
- Salary and compensation packages for board members (59%); and ٨
- > Individuals nominated to the board of directors (52%).
- long-term individual investors are more likely to vote for and against nearly every kind of major 16 Interestingly and perhaps evidence of the degree to which they watch over their investments, corporate proposal.

O Exercis Interactive



## **Overall Shareholder Voting Behavior (Cont'd)**

- Investor support of corporate management, as it relates specifically to board member nominees is also mixed
- While the vast majority (92%) have ever voted for a nominee supported by corporate management, nearly six in ten (59%) have withheld support from a nominee and over half (55%) have both shown support and disapproval of board member nominees on the same proxy ballot.
- Investors who think it is extremely or very important to have a choice of board of director candidates are more likely to have withheld support from a corporate management nominee (78% as compared to 50% of those who think this choice is important and 43% who think it is not important) or both supported and not supported a nominee on the same ballot (68% of those who think choice is extremely or very important vs. 54% of investors who think choice is important and 41% who think this choice is not important).

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### Voted For/Against Corporate Proposals

			9	
	Total	5 Years or Less	6-20 Years	20 Years or More
Base:	724	102	322	300
	Ø	%	%	Q
Have ever <i>voted for</i> the proposals made by corporate management	93	87	95	96
Have ever <i>voted against</i> the proposals made by corporate management	74	72	77	70
Have ever <i>voted for and against</i> proposals made by corporate management <b>on the</b> same proxy ballot	67	65	69	65

% Yes

Q516: In the proxy materials, corporate management states their position on issues coming before shareholders for a vote. Have you ever voted for the proposals made by corporate management? Base: Ever vote in shareholder elections

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### Issues Voted For/Against

### Voting Behavior on Various Corporate Governance Issues

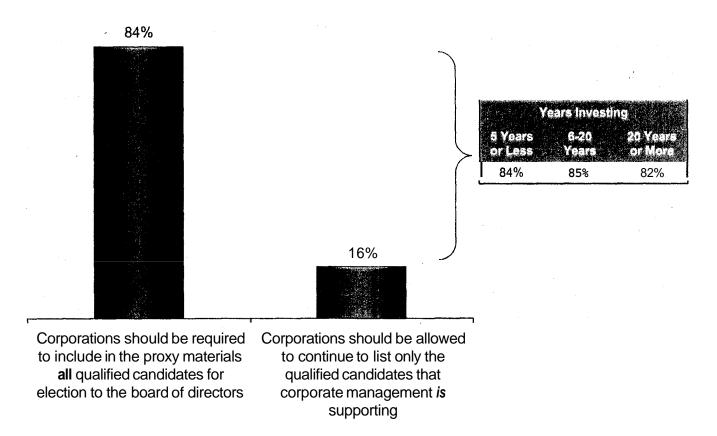
					Years In	nvesting		
			Voted For			Voted Against		
	Total Voted For	Total Voted Against	5 Years or Less	6-20 Years	20 Years or More	5 Years or Less	6-20 Years	20 Years or More
Base:	703	577	96	314	293	83	259	235
	YO	%	YO	%	%	¥О	%	%
Individuals nominated to board of directors	86	52	75	86	92	41	53	58
General corporate governance issues	62	36	51	61	70	39	33	38
Changes to by-laws	61	41	51	59	70	39	38	47
Mergers or acquisitions	45	30	37	44	, 52	25	29	37
Salary and compensation packages for top executives	38	62	33	31	51	48	60	73
Salary and compensation packages for board members	38	59	32	34	48	54	59	63
Other	17	8	16	17	17	11	9	7

Q517/Q520: On what kinds of issues have you voted for/against proposals made by corporate management? Base: Ever vote for/against corporate proposals in shareholder elections

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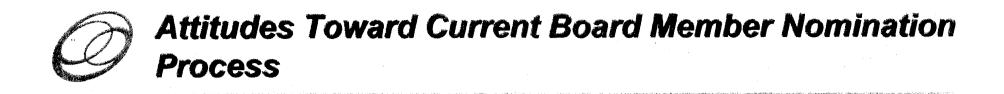


### **Including all Candidates in Proxy Materials**

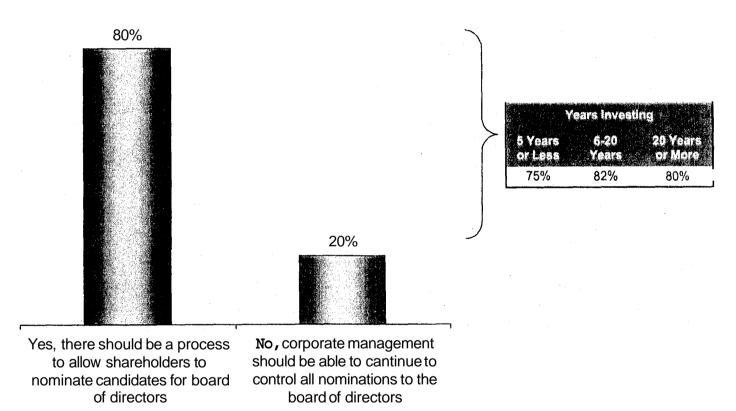


Q6 10: Currently, shareholders do not nominate board of director candidates in non-takeover situations because they do not have access to the corporations proxy materials. Which of the following statements best describes your opinion? Base: All respondents

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### **Shareholder Access to Nominate Board Members**

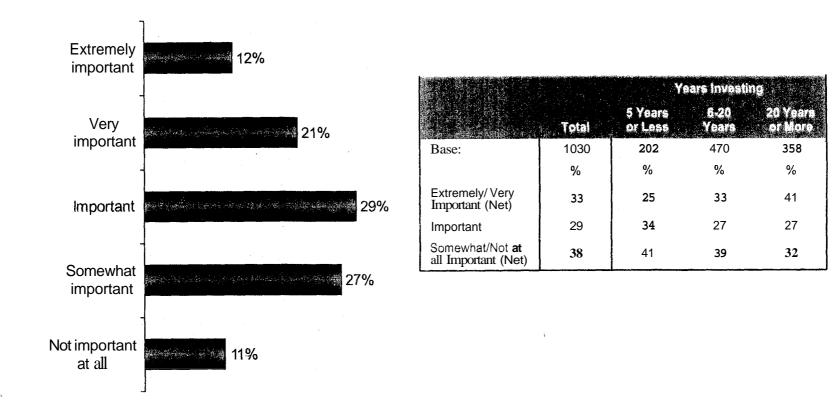


Q615: In a non-takeover situation, should there also be a process in which shareholders can nominate one or more candidates for election to the boards of directors and place those names in the proxy materials that are mailed to all shareholders? Base: All respondents

22 HarmsInteractive



### Importance of Having a Choice



Q620: In a non-takeover situation, how important is it to you to be able to have a choice among different candidates for election to boards of directors whether nominated by corporate management or shareholders? Base: All respondents

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### **Overall Shareholder Attitudes Toward Current Nomination Process**

		General	Attitudes Towa	Ľ(d. en r.)	re _		
		Strongly/ Somewhat Agree	Somewhat/ Strongly Disagree	Strongly Agree	Somewhat Agree	Somewhat Disagree	Strongly Disagree
Corporate misconduct in the United States has weakened investor confidence in the stock market	%	90	10	60	30	7	3
Corporations should be required to disclose more information about the process for nominating directors to serve on the boards	%	90	10	50	40	8	2
Shareholders are the owners of public corporations in which they own stock, so shareholders should be able to use proxy materials <b>to</b> nominate candidates for election to the boards of directors	%	85	15	38	47	12	4
Open elections, in which shareholders can use the proxy materials to nominate qualified candidates to serve on corporate boards would increase investor confidence in how those companies are managed	%	80	20	24	56	16	4
Individual shareholders do not vote because corporate management has the exclusive right to use proxy materials to nominate board of director candidates	%	55	45	10	45	31	14
Corporate management is in the best position to decide who should be nominated to the corporation's board of directors	%	49	51	5	44	37	15
Individual shareholders do not vote because they have faith in corporate management to make the best decision for the company	%	<b>44</b>	22	6	38	34	22 ato 24

Q626: Please indicate which actions you have ever taken with regard to voting for a director candidate who was nominated by corporate 24 management.

Base: All respondents

### Shareholder Attitudes Toward Current Nomination Process By Years Investing

### % Strongly/Somewhat Agree

	Years Investing				
	Total	5 Years or Less	6-20 Years	20 Years or More	
Base:	1030	202	470	358	
	%	%	%	%	
Corporate misconduct in the United States has weakened investor confidence in the stock market.	90	88. <sup>1</sup>	91	91	
Corporations should be required to disclose more information about the process for nominating directors to serve on the boards.	90	89	90	91	
Shareholders are the owners of public corporations in which they own stock, so shareholders should be able to use proxy materials to nominate candidates for election to the boards of directors.	85	87	86	80	
Open elections, in which shareholders can use the proxy materials to nominate qualified candidates to serve on corporate boards would increase investor confidence in how those companies are managed.	80	85	79	79	
Individual shareholders do not vote because corporate management has the exclusive right to use proxy materials to nominate board of director candidates.	55	59	52	57	
Corporate management is in the best position to decide $who$ should be nominated to the corporation's board of directors.	49	51	45	52	
Individual shareholders <b>do</b> not vote because they have faith in corporate management to make the best decision for the company.	44	48	40	48	

Q626: For each of *the* following statements, please indicate how much you agree or disagree. Base: All respondents



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### Shareholder Attitudes Toward Current Nomination Process By Frequency of Shareholders Nominating Candidates

% Strongly/Somewhat Agree

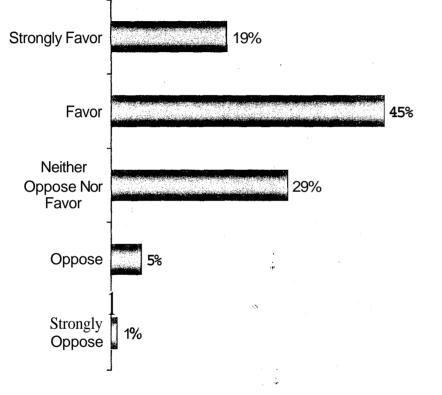
		en Entitled to N Candidate			
	Total	Never	In Some Situations	All the Time	
Base:	1030	46	469	515	
	%	YO	YO	%	
Corporate misconduct in the United States has weakened investor confidence, in the stock market.	90	72	91	91	
Corporations should be required to disclose more information about the process for nominating directors to serve on the boards.	90	53	88	96	
Shareholders are the owners of public corporations in which they own stock, so shareholders should be able to use proxy materials to nominate candidates for election to the boards of directors.	85	26	82	94	
Open elections, in which shareholders can use the proxy materials to nominate qualified candidates to serve on corporate boards would increase investor confidence in how those companies are managed,	80	35	75	91	
Individual shareholders <b>do</b> not vote because corporate management has the exclusive right to use proxy materials to nominate board of director candidates.	55	38	<b></b>	56	
Corporate management is in the <b>best</b> position to decide who should be nominated to the corporation's board of directors.	49	76	59	34	
Individual shareholders do not vote because they have faith in corporate management to make the best decision for the company.	44	68	50	34	
Q626: For each of the following statements, please indicate how much you agree o	r disagree.			26	

Q626: For each of the following statements, please indicate how much you agree or disagree. Base: All respondents 26 Ø BacrisInteractive



### Support of SEC Reform Proposal

% Favor or Oppose SEC Reform



	Total	5 Years	ears investin 6-20 Years	20 Years
Base:	1030	202	470	358
	%	%	%	%
Strongly Favor/ Favor (Net)	65	58	66.	68
Neither Oppose nor favor	29	36	29	24
Oppose/Strongly Oppose (Net)	6	6	5	8

Q630: Please indicate how much you would favor or oppose a proposal the Securities arid Exchange Commission is considering that would make it easier for major, long-term shareholders or groups of shareholders, in non-takeover situations, to nominate candidates for corporate boards of directors.

Rase: All respondents

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### **Frequency and Timing of When Shareholders Should Be Able to Nominate Candidates**

<u>Fre</u>	quency			•
		Ye	ars Investin	9
	Total	5 Years or Less	6-20 Years	20 Years or More
Base:	1030	202	470	358
	%	%,	YO	ΥO
Ever (Net)	95	96	97	92
All the time	44	36	44	53
In some situations	52	61	53	39
Never	5	4	3	8
Timing	of Nomina	tion		
		Ye	ars Investin	9
	Total	5 Years or Less	6-20 Years	20 Years or More
Base:	1030	202	470	358
	%	%	%	%
At the next annual meeting	87	87	88	85
Beyond the next annual meeting	13	13	12	15

Q635: Please indicate how often you think shareholders should be able to nominate board of director candidates using the corporation's proxy materials?

Q645: If one of these events occurs, how soon should shareholders have access to the proxy ballot to nominate candidates to the board of directors? Base: All respondents

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### **Overall Support for Reform Proposals**

### **Attitudes Toward Reform Proposals**

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		Strongly Favor/ Favor	Oppose/ Strongly Oppose	Strongly Favor	Favor	Neither Oppose nor Favor	Оррове	Strongly Oppose
At the request of a maioritv cf shareholders	%	81	3	35	46	16	3	
If there has been a major corporation scandal	%	81	4	54	28	14	3	2
If the corporation fails to act on a shareholder proposal that received a majority vote	%	80	4	41	39	17	2	1
If the corporation's financial performance declines significantly compared to other corporations in the same industry	"%	72	7	30	42	21	6	1
If the Securities and Exchange Commission has required the corporation to revise its financial statements	%	71	5	32	39	24	4	1
Following a corporate board election, where a corporate nominated candidate does not receive significant shareholder support	%	67	6	22	45	27	5	1

Q641 Please indicate how much you favor or oppose the following proposals which would allow shareholders to be able to nominate board of directors candidates using the corporation's proxy materials 29

Base. Ail respondents

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### Support For Nomination Process Reform Proposals

### % Strongly Favor/Favor

		Years Investing				
	Total	5 Years or Less	6-20 Years	20 Years or More		
Raea.	1030	202	470	358		
	%	%	%	%		
If there has been a major corporate scandal	81	78	83	83		
At the request of a majority of shareholders.	81	73	84	83		
If the corporation fails to act on a shareholder proposal that received a majority vote	80	73	82	81		
f the corporation's financial performance leclines significantly compared to other corporations in the <b>same</b> industry	72	61	77	73		
If the Securities and Exchange Commission has required the corporation to revise its inancial <b>s</b> tatements	71	70	70	73		
Following a corporate board election, where a corporate nominated candidate does not receive significant shareholder support	67	67 ,	67	68		

Q641: Please indicate how much you favor or oppose the following proposals which would allow shareholders to be able to nominate board director candidates using the corporation's proxy materials.

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### Methodology

are 18 years of age or older and who own individual stocks of public corporations. United States, from August 29 to September 2, 2003, among 1,030 adults who The Views of Corporate Governance study was conducted online within the

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## **Online Sample Selection**

Sample for the Harris Poll Online (HPOL) surveys is drawn from the HPOL multimillion member database of households who are registered as participants in Harris' online database.

## **Control of the Online Sample**

In order to maintain the reliability and integrity in the sample, a password protection procedure is used. Each invitation contains a password that is uniquely assigned to that e-mail address. A respondent is required to enter the password at the beginning sures that a respondent completes the survey only one time and that any other non-invited of the survey in order to gain access to the survey. Password protection respondent cannot use the URL

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Methodogy Methodogy Anis Interviewing Procedures - Harris Interactive, Inc. uses a unique capability and proprietary technology when conducting online surveys. More specifically, Harris' online interviewing utilizes: - The Harris Poll Online (HPOL) multi-million member database of cooperative respondents who have opted in to receive invitations to take part in online surveys; - Harris' proprietary technology for emailing to large groups of respondents and enabling large numbers of respondents to simultaneously complete the survey online; and - Advanced survey interviewing techniques, adapted to the online environment, including password protection, skip patterns, and visually appealing fonts and	<ul> <li>Interviews are conducted using a self-administered, online questionnaire, via Harris' proprietary, web-assisted interviewing software. The Harris Online interviewing system permits online data entry of interviews by the respondents.</li> </ul>
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### Methodology

### Weighting the Data

Figures for age, sex, race, education, region and household income were weighted where online "Propensity score" weighting was also used to adjust for respondents' propensity to be necessary to bring them into line with their actual proportions in the population.

## **Reliability of Survey Percentages**

- In theory, one can expect that 95% of surveys with probability samples of this size would if the entire population had been polled using the same methods produce results that were within plus or minus 3 percentage points of what they would be
- impossible to quantify the errors that may result from these factors. interviewer bias, weighting by demographic control data and screening. It is difficult or are probably more serious than theoretical calculations of sampling error. They include Unfortunately, there are several other possible sources of error in all polls or surveys that refusals to be interviewed (non-response), question wording and question order,