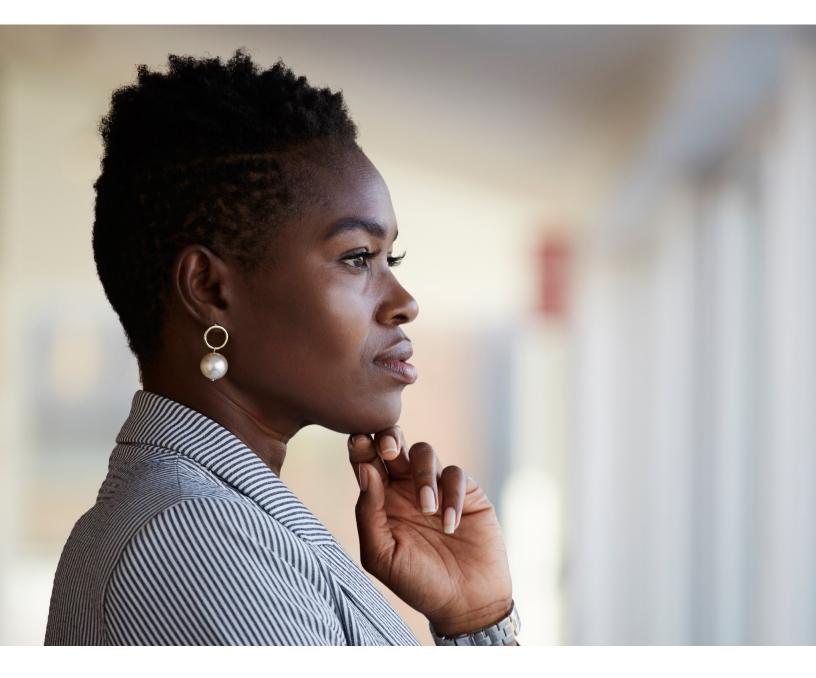
Diligent Institute



Gender and Leadership in the Boardroom: Progress in a Tumultuous Year

About Diligent Institute

Diligent Institute seeks to help corporate leaders be more effective by providing cutting-edge insights on corporate governance, by amplifying the voices of diverse corporate leaders, and by sharing broadly all that we are learning about modern governance practices.

Founded in 2018, Diligent Institute serves as the global corporate governance research arm and think tank of Diligent Corporation, the largest SaaS software company in the Governance, Risk and Compliance (GRC) space. We produce original research both on our own and in collaboration with partners, including institutions of higher education and thought leaders in the corporate governance space. We produce over a dozen reports each year, ranging from our monthly Director Confidence Index, which measures how corporate directors are feeling about the economy, to in-depth reviews of issues such as ESG (environment, social, governance) practices, to our Al-powered <u>Corporate Sentiment Tracker</u> that analyzes data from thousands of public sources to discern what's on the minds of corporate leaders. Diligent Institute is funded solely by Diligent Corporation.

Learn more at <u>diligentinstitute.com</u>.

Diligent Institute

About Diligent

Diligent is the largest governance, risk and compliance (GRC) SaaS provider, serving more than one million users from over 25,000 organizations around the globe. Our modern GRC platform ensures boards, executives and other leaders have a holistic, integrated view of audit, risk, information security, ethics and compliance across the organization.

Diligent brings technology, insights and confidence to leaders so they can build more effective, equitable and successful organizations. We empower 79% of the Fortune 500, 90% of the FTSE 100 and 83% of the ASX 200 to improve their bottom line, to keep pace with stakeholder expectations and to create a lasting, positive impact on the world.

Learn more at diligent.com.



Women in Board Leadership: What Changed During 2021?

The number of women serving on listed company boards has been slowly but steadily increasing over the last decade, yet more progress is needed to ensure women are fully included in board leadership.

In 2020, Diligent Institute's report, <u>A Few Good</u> <u>Women: Gender Inclusion in Public Company</u>

Board Leadership, investigated this issue. We were particularly interested to learn more about women's inclusion in board leadership roles by exploring the following questions:

- What are the rates of participation in committees for female board directors?
- How frequently are women asked to assume leadership positions upon joining the board?
- How well represented are women in board leadership roles overall?
- How does the rate of women's participation in board leadership compare to that of men?

The results showed progress being made with ample room for growth, and we published the report in early March 2020 with the prediction that progress on board diversity would accelerate in the coming year.

For 2021, we wanted to look back over the past year and see if our prediction was correct. Given all that happened in 2020 – a global pandemic, lockdowns, economic tumult, political and social unrest, a reckoning on racism, natural disasters and accelerating climate change – what changed regarding women's participation in corporate board leadership? This report provides an update on the findings from last year's report and on analysis of visible trends.

Key Findings

Women Gain Ground in Board Leadership

Despite a year of crisis and turmoil, there has been a global increase in the number of women serving on boards: globally, 27% of directors are female, up five percentage points from last year.



Key Findings

More Women Are Leading Committees this Year

Female directors also made progress on board committees last year. Compared to 2020, female representation in committees has risen three percentage points, from 24% to 27%, and women's representation in board committee chair roles rose by the same margin, from 21% to 24%.



Female Board Committee Chairs 21% female in 2020 3% point increase

Audit committees saw the largest increase in female representation last year: from 25% in 2020 to 32% in 2021. The number of female audit committee chairs meanwhile increased by 9 percentage points, from 21% to 30%.

Remuneration and nomination committees both increased female representation by 3 percentage points, from 24% to 27%. Female remuneration chairs increased 2 percentage points, from 23% to 25%. Nomination chairs who are female also increased by 2 percent, from 19% in 2020 to 21% in 2021. Women's Participation in Committees

2020	Audit	Remuneration	Nomination
Overall Committee Member	25%	24%	24%
Committee Chair	21%	23%	19%

2021	Audit	Remuneration	Nomination
Overall Committee Member	32%	27 %	27 %
Committee Chair	30%	25%	21 %

Audit Member: **7% point increase** Audit Chair: **9% point increase** Remuneration Member: **3% point increase** Remuneration Chair: **2% point increase** Nomination Member: **3% point increase** Nomination Chair: **2% point increase**

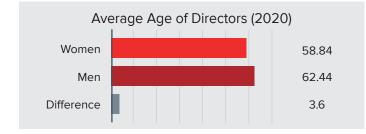
Key Findings

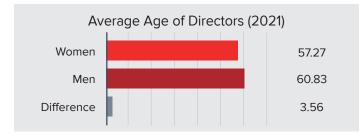
Female Directors are Younger and have Shorter Tenure

Length of tenure also differs between men and women. While male directors have an average board tenure at 6.35 years, this number is about 1.54 years lower for women at 4.81.



The age differences between male and female board members is roughly the same as it was in 2020 at about 3.6 years, with female directors tending to be younger on average. However, ages of board directors overall dropped last year: average age dropped 1.37 years for male directors, at 60.83 years, and 1.61 years for females, at 57.27 years.







As more boards seek female directors, a commonly voiced concern is that a relatively small pool of female candidates will be asked to serve on multiple boards and risk becoming "over-boarded." However, our data indicates that this was not the case last year: globally, 55.5% of the male directors in our dataset held more than one position, and that number was only slightly higher for female directors at 56.6%.

Directors Serving on Multiple Boards

55.5%

male directors serve on more than one public company board

&

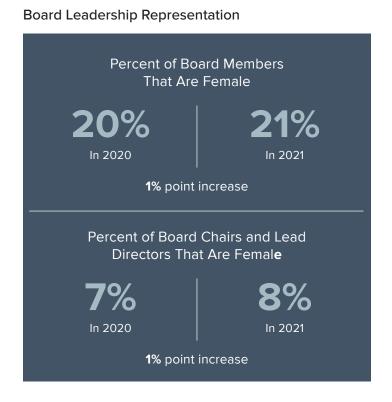
56.6%

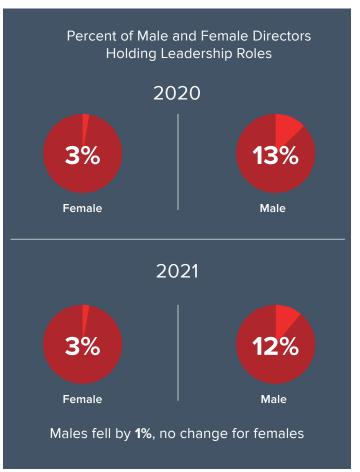
female directors serve on more than one public company board

Closer Look: United States

This is the gender diversity and inclusion story in the United States. While governance is increasingly global, strong regional differences remain. United States companies made up over half of our global sample, so it's worth providing United States-specific numbers for all the global data points shared in the report.

Overview





Board Leadership and Committee Chair Experience

2020

2020		20	20		
Average Female Board Member	Average Male Board Member	20% of Board	17%		
 Has held 0.2 board leadership positions 	 Has held 0.66 board leadership positions 	Committee Seats	Committee Chairs		
 Has held 1 committee chair position 	 Has held 1.2 committee chair positions 	2021			
		21% of Board	18%		
2021		Committee Seats	Committee Chairs		
👗 Average Female 💦 Average Male		Increase of 1% f	Increase of 1% for both groups		
Board Member	Board Member	Leadership Momentum			
 Has held 0.29 board leadership positions 	 Has held 0.78 board leadership positions 	BOARD CHAIRS & LEAD DIRECTORS WHO JOINED IN THAT ROLE			
 Has held 1.01 committee chair position 	 Has held 1.21 committee chair positions 	2020	2021		
		45% of Men 42% of Women	37% of Men 33% of Women		
• Women have gained g experience by .09 posi		3% difference	4% difference		
 Men have also gained ground in leadership experience by .12 positions 		 Gap between men and women has risen by a percentage point 			
 Male and female committee members' average chair experience has increased by .01 		 Percentage of men has fallen by 8 percentage points 			
		 Percentage of women has fallen by 9 percentage points 			
AVERAG	E PACE FOR PROMOTION	NS TO BOARD LEADERSHI	P ROLES		
RFor MenR9.72 Year		For Men 9.6 Years	For Women 7.6 Years		
	ears' difference	2 years' differ	ence		
 Gap between male and female has shrunk by 2 years Pace of female promotion has increased by .08 years 					
.2 years		increased by .vo years			

Women's Participation in

Board Committees

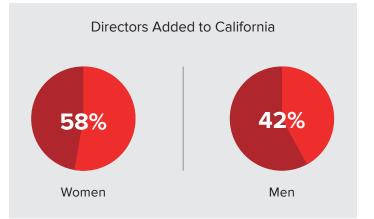
• Pace of male promotion has **decreased by .12 years**

Spotlight: California

In 2019 and 2020 California passed landmark legislation on public company boardroom diversity. We took a closer look at California to see the effect these laws have had on gender diversity so far. Overall, 21.3% of board seats in California were held by women in 2020, and this number is up 2.5 percentage points to 23.8% this year. Compared to the U.S. in 2021, California has a higher percentage of women on boards, at 23.8% to 21.4% for the US as a whole.



Of the 475 California companies included in our dataset, 106 of them added a single individual to their boards in the last year. Of these, 58% were women.



Board Committees (USA)

21.4%

In 2021

California is 2.4% points above the national average

Closer Look: Europe

This "Closer Look" report highlights improvements made across Europe in terms of female representation and inclusion on corporate boards. Within this breakdown, we have included a spotlight on Ireland, which currently lags behind the rest of Europe in female representation at the board level.

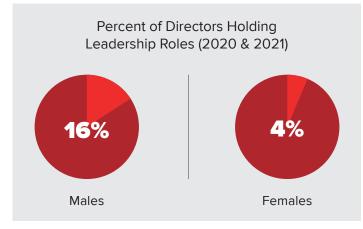
Across Europe, modest gains have taken place:

- The percentage of women on corporate boards has increased three percentage points in the last year, from 27% in 2020 to 30% in 2021.
- The percentage of female board chairs and lead directors increased by a similar margin of two percentage points, from 8% in 2020 to 10% in 2021.

Meanwhile, leadership momentum is changing for both men and women. The percentage of board chairs and lead directors who joined the board in that role is down by 6 percentage points for men and 7 percentage points for women, indicating that more companies are promoting leaders from within the company.

Board Representation: Overview





Board Leadership and Committee Chair Experience

2020

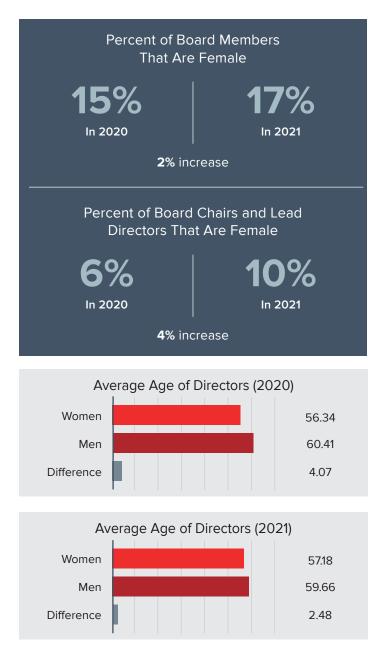
2020		2020		
Average Female Board Member	Average Male Board Member	30% of Board	25% of Board	
 Has held 0.38 board leadership positions 	 Has held 1.26 board leadership positions 	Committee Seats	Committee Chairs	
 Has held 1.1 committee chair positions 	 Has held 1.37 committee chair positions 	202	21	
		32% of Board 8	29% of Board	
2021		Committee Seats	Committee Chairs	
		Increase of 1% for both groups		
Average Female Board Member	Average Male Board Member	Leadership Momentum BOARD CHAIRS & LEAD DIRECTORS WHO JOINED IN THAT ROLE		
 Has held 0.44 board leadership positions 	 Has held 1.28 board leadership positions 			
 Has held 1.23 committee chair positions 	 Has held 1.39 committee chair positions 	2020	2021	
		46% of Men 42% of Women	40% of Men 35% of Women	
• Women have gained ground in leadership experience by .06 positions		4 % difference	5% difference	
 Men have also gained ground in leadership experience by .02 positions 		 Gap between men and women has risen by a percentage point 		
 Female committee chair representation has increased by .13 positions 		 Percentage of men has fallen by 8 percentage points 		
 Male committee chair representation has increased by .02 positions 		 Percentage of women has fallen by 9 percentage points 		
AVERAGE	E PACE FOR PROMOTION	S TO BOARD LEADERSHII	P ROLES	
For Men 5.65 Years	s 5.01 Years	For Men 5.28 Years	For Women 4.51 Years	
	ars' difference	.77 years' differ	rence	
 Gap between male and feight by .13 years 	emale has increased	 Pace of female promotion by .5 years 	has decreased	

- Pace of male promotion has **decreased by .37 years** ٠
- by .5 years

Women's Participation in Board

Committees

Spotlight: Ireland



- Average age for males has fallen by .75 years
- Average age for females has crept up by .84 years
- Gap between males and females has shrunk to 1.59 years



by .77 yearsMale tenure has increased by .3, female tenure

Women's Participation in Board Committees

has decreased by .47

٠

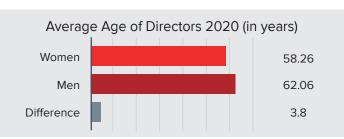


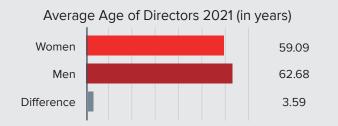
Closer Look: Australia

The ASX corporate governance principles suggest that all listed boards strive to have at least 30% female directors. We took a closer look at Australia to see the effect these governance principals have had on gender diversity so far.

Overall, 26% of board seats in Australia were held by women in 2020, and this number increased 3 percentage points to 29% in 2021. Compared to the global average, Australia has a 2 percentage point advantage: 29% of Australia's directors are women, compared with 27% globally.







Directors' Average Age: 2021 vs. 2020

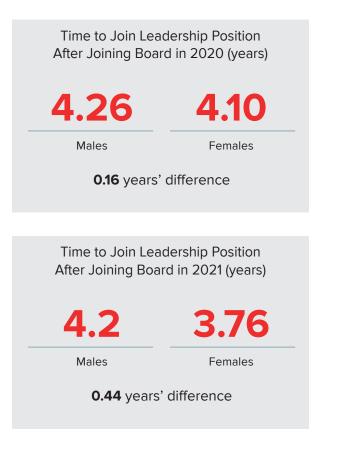




The age difference between men and women has decreased by **0.21** years



• The average leadership positions for **men rose by 0.15,** and the average leadership positions for **women rose by 0.14.**

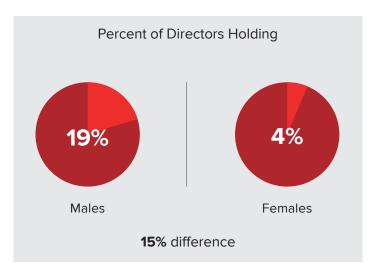


- Women hold a slight advantage and continue to join leadership positions more quickly than men once on a board.
- Length of time for men to join leadership decreased by .06, length of time for women decreased by .34.

Women's Participation in Board Committees

	2020	2021
Overall Committee Member	28%	29%
Committee Chair	30%	30%

• **1% point increase** in committees overall, no



Appendix

Companies Listed by Country (By Primary Listing)

Companies Listed by Sector (By 2-digit GICS)

Australia	5.62%	Consumer Discretionary	11.69%
Austria	0.50%	Financials	25.60%
Belgium	0.41%	Information Technology	10.44%
Canada	4.65%	Materials	7.43%
Denmark	0.43%	Utilities	2.94%
Finland	0.46%	Industrials	14.47%
France	2.43%	Communication Services	4.80%
Germany	2.51%	Health Care	12.17%
Ireland	0.94%	Consumer Staples	4.73%
Italy	2.02%	Energy	5.72%
Japan	4.08%		
Luxembourg	0.17%		
Netherlands	2.31%		
Norway	0.75%		
Poland	0.46%		
Portugal	0.48%		
Russia	0.99%		
Spain	2.38%		
Sweden	0.55%		
Switzerland	0.84%		
United Kingdom	12.10%		
US	54.94%		

Note: The data and analytics in this report were provided by CGLytics, and included the boards of 5,852 public companies. For companies with a 2-tier structure the Supervisory Board was used for this report. For Japanese companies the "Audit & Supervisory Board" was used. For more information please visit <u>cglytics.com</u>.

Acknowledgements

Diligent Institute Advisory Board

RAHUL K. BHARDWAJ

SUSAN FORRESTER

PETER GLEASON

TK KERSETTER

SUSAN KILSBY

DR. DAVID LARCKER

ANIEL HAHABIER

LOTHAR SCHRÖDER

BRIAN STAFFORD

ANDDRIA CLACK-ROGERS VARNADO

Co-Authors:

KIRA CICCARELLI Lead Reearcher, Diligent Institute

DOTTIE SCHINDLINGER Executive Director, Diligent Institute

Data Analyst:

OSCAR LETTINGA

Senior Quantitative Analyst, CGLytics, a Diligent brand

Diligent Institute