

Department of Legislative Services
Maryland General Assembly
2018 Session

FISCAL AND POLICY NOTE
First Reader

House Joint Resolution 2 (Delegate McIntosh, *et al.*)
Rules and Executive Nominations

Increasing Maryland's Competitiveness Through Gender Diversity in Boardrooms

This joint resolution urges that, by December 31, 2021, all nonprofit, privately held, and publicly traded institutions and companies doing business in the State have a minimum of 30% of women directors and also measure their progress toward a goal of equal representation of men and women in leadership positions on an annual basis.

Fiscal Summary

State Effect: The joint resolution does not directly affect State operations or finances.

Local Effect: None.

Small Business Effect: Potential minimal.

Analysis

Current Law/Background: Under the Corporations and Associations Article, the business and affairs of a corporation must be managed by or under the direction of a board of directors. All of the powers of a corporation may be exercised by or under the authority of the board of directors, except as conferred on or reserved to the stockholders by law or by the charter or bylaws of the corporation. Each corporation must have at least one director. A corporation's charter must specify the number of directors for the corporation. The bylaws of a corporation may alter the number of directors set by the charter and authorize the majority of the entire board of directors to alter, within specified time limits, the number of directors set by the charter or bylaws; such action may not affect the tenure of office of any director. Each director, and each nominee for a director position, must

meet the qualifications required in the charter or bylaws of the corporation. A director does not need to be a stockholder of the corporation (unless the charter or bylaws so specify).

A national campaign seeking improved female representation on corporate boards, entitled “2020 Women on Boards,” launched in Boston in 2010 and expanded nationally in 2011. The campaign seeks to increase the percentage of women on U.S. company boards to 20% or greater by 2020. According to its 2017 Gender Diversity Index Report, for the 801 active gender diversity index companies analyzed (those listed on the 2010 *Fortune 1000* list of companies), women hold 20.8% of board seats (an increase from 19.7% in 2016 and 14.6% in 2011). Additionally, Maryland was 1 of 13 states that exceeded the target 20% representation.

Additional Information

Prior Introductions: None.

Cross File: SJ 4 (Senator Klausmeier, *et al.*) - Judicial Proceedings.

Information Source(s): State Department of Assessments and Taxation; *2020 Women on Boards*; Department of Legislative Services

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md/kdm

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