

Workshop #2
Summary Report

November 29 – December 1, 2004

San Francisco, CA

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INTRODUCTION

Corporation 2020 is a new, multi-stakeholder initiative to develop and advocate for corporate designs that sustain social purpose. The initiative is rooted in the premise that societal expectations and needs in the 21st century demand a major elevation in corporate contributions to urgent global imperatives—economic, environmental, and social. In the face of both peril and promise for global futures, it is no longer enough to ask, “What is the business case for social responsibility?” The question, instead, must be, “What is the social purpose case for business?”

In the past, the debate surrounding the future of the corporation has been narrowly defined as one between government regulation and free markets. Corporation 2020 posits a third path: system redesign. It is a path that recognizes the historical and legitimate public role in corporate design; the necessity of respecting universal values while recognizing the drawbacks of unnecessarily intrusive

government; and the ingenuity but inherent shortcomings of voluntarism and unfettered markets. Reaching beyond mainstream corporate social responsibility (CSR), Corporation 2020 will chart a path that embeds social purpose in the corporate “DNA” while helping to catalyze and fortify durable, high-performing organizations.

“A transformation is trying to happen. It's our job to envision the form that will allow that transformation to flow into the right place.”

Corporation 2020 has moved forward in many and diverse ways since participants first convened in Boston in May 2004. Highlights of the initiative’s progress include: the launch of a website, www.Corporation2020.org; lively e-dialogues on critical corporate design issues; preparation of Issue Briefs; and the addition of many new, outstanding participants from business, advocacy, labor, law, journalism and academia. All of these activities contributed to the momentum leading up to the second workshop in San Francisco in November 2004.

SUMMARY OF DISCUSSIONS

The agenda for the San Francisco workshop (Annex A) was structured around key design elements, with the objective of deepening participants’ collective understanding of each as well as the linkages among them. The discussions continued to make progress toward integrated visions of how future corporations can best embed social purpose over the long-term. The agenda included segments that began this integration process and charted Corporation 2020’s priorities and resources for the period 2004-2006. Highlights of each discussion session are presented below.

Introductions

On Monday evening participants gathered for an informal dinner and introductory session. As participants shared their passions and perspectives, several themes emerged. First, there was an impressive **range and depth of expertise** among the participating theorists, practitioners, and activists. Participants were eager to be part of a learning community focused on corporate futures that enables cross-fertilization of their diverse disciplines and experiences. Second, there was a shared sense of **urgency** for solving pressing global problems, as well as the belief that this was an opportune moment to envision and begin advocating for integrated and plausible corporate forms built on social purpose. Along with this urgency, however, participants recognized the need for patience and a long-term view. Third, there was a shared desire to **address core systemic problems** instead of continually putting out fires on a piecemeal, fragmented, and reactive basis that has characterized the corporate reform movement to date.

“This group is not about problem solving, but more about visioning and creating the future we want to have.”

Principles of Corporate Design

Building on discussions from the May workshop in Boston, participants continued exploring corporate design principles based on the understanding that the future corporation should be built on a foundation of universal values. Participants found helpful the analogy of the overarching, operational, and rights-based framework of the US Constitution. Accordingly, if the overarching principle of the corporate form is “to create public value”, then operational principles would include compensation structures, corporate charters, and other mechanisms to achieve that goal.

“Principles, at the end of the day, are like cornerstones. If you don't get them right, you're doomed. Once we're on firm footing, we can start imagining things. We can apply these principles to each aspect of corporate design to create coherence and integration.”

Participants discussed the relationships among international norms, state laws, and internal corporate codes. One participant presented the case for decentralization of principles, while another argued for “freedom within a framework,” i.e., using international norms as a baseline to which all businesses must adhere, while encouraging companies to go beyond that base in creative ways by leveraging their core competencies to fulfill social purpose. Applicable universal norms that were mentioned include the *UN Norms on the Responsibilities of Transnational Corporations and Other Business Enterprises with Regard to Human Rights*, and the African concept of Ubuntu, which affirms that “a person is a person through other persons”. There was agreement that underlying values should be minimum standards, not aspirations or goals, and that enforcement mechanisms ultimately are necessary.

The purpose of the corporation – whether to create wealth, goods and services, or public good – was discussed as an important basis for formulating appropriate principles. Participants discussed the division of responsibility for public good between the corporation and other entities, such as the state. Russia and China were mentioned as examples of states that dominate corporations, whereas the US has evolved toward the opposite principle, namely, that the state serves the corporate interest. A suggested Corporation 2020 position is that corporations exist to serve society, and that in democratic states, so does the state.

Next steps include developing a clear “overarching statement” of corporate purpose. Participants will continue to refine the draft principles from the Boston meeting, with the goal of developing an elegant, compelling, and comprehensive set of principles that will be the cornerstone of new corporate forms.

Liability

Limited liability of the corporation, directors and investors is a pillar of the modern corporation. In this session, participants discussed the origin of this concept and its potential for fostering or undermining social purpose. Varied perspectives on the role of limited liability were presented. Some participants believed that, since limited liability allows certain individuals to avoid personal responsibility for their actions, terminating it could be a “silver bullet” for corporate reform. Others believed that it is not a core problem and, in fact, provides some benefits.

"Human beings didn't leave the stone age because they ran out of stone. We invented a better technology. If we can invent a better way of organizing our system of economic production, we could revolutionize our treatment of the environment and of our fellow human beings."

Historically, limited liability emerged to counter the “law of partnership”, in which one partner is responsible for the others’ actions. Limited liability allowed for the growth of corporations, economies of scale and efficiency gains. Small investors, with no control over the corporation’s behavior, were able to enter the stock market and take risks without fear of losing their assets beyond the value of their investment. In effect, limited liability created a subsidized insurance policy for business, allowing for economic failure without calamity to individuals.

Given the complex effects of limited liability, participants discussed the prospect of varying the amount of liability according to the size of shareholders and volition of creditors. A key linked question is the appropriate scale of corporations, since removing limited liability could potentially increase the cost of raising capital and thus restrict growth in the absence of significant innovations in and alternatives to capital markets. Though consensus was not reached as to the future role of limited liability in the corporation, participants gained a deeper understanding of its historical context, purpose, and effects. This, in turn, paves the way for continuing exploration of alternative forms of liability that are compatible with driving social purpose.

Ownership

Corporations are owned by an evolving mix of institutional and individual investors, employees and multi-stakeholder arrangements. In this session, participants discussed the strengths and limitations of each in terms of sustaining social purpose, as well as the potential of ownership arrangements yet to be formulated and/or operationalized. Specific company examples were presented in which employee ownership contributed to productivity, worker satisfaction, and a broader distribution of wealth. However, there was consensus that employee ownership is not a panacea. Employee control is often a better predictor of these positive effects.

Participants discussed ownership models in terms of principles of social purpose. The principle of self-government implies that the concept of the employee contract should be revisited, since managers should be accountable to those whom they manage, and employees should not be treated the same as rented machinery or tools. Subsidiarity, the principle that decisions should be made at the lowest level possible, has implications for corporate control. The issue of scale was raised as a key aspect of workplace democracy, since smaller employee-controlled firms may have the benefit of being more innovative and dynamic as well as more sensitive to those who actually generate wealth, namely, the employees.

In terms of the principles of environmental sustainability and intergenerational equity, employee ownership is insufficient in that it potentially replaces individual greed with communal greed. Participants discussed how to embed the concept of the “Commons”, which includes all things we inherit, share and have responsibility to pass on to future generations, into corporate design. The “Trust” concept could be integrated into corporate design in order to manage communal assets and ensure their integrity, longevity, and appropriation for the public benefit. In the Mondragón cooperative model, half of the equity is retained in the corporation, which allows for the preservation of common capital.

Capital

“The creation of wealth and its maintenance over time is not a trivial accomplishment.”

The session on Capital began with a consideration of the unprecedented broad ownership of capital, including large institutional holdings, that characterizes this moment in history. As a result, the line between stakeholders and shareholders is blurred. The paradox of the current market system is that it leads to increasing disparity of wealth as well as increasing proportions of people (at least in the US) with net worth dependent on the stock market. Leveraging broad ownership of capital through social control could be a means to increasing the social purpose of corporations. Democratization of control of capital was a recurring theme in the discussion.

Participants discussed different types of capital – financial/built, human, natural, and social/community. While there was uncertainty about whether non-financial capital should be monetized or reported via ancillary statements to conventional financial reports, it was clear that by not reporting it, its value is effectively considered zero. Socially purposeful corporations should consider the full range of types of return on capital. There was also agreement about the importance of long-term investments, focusing on essential goods and services such as food, housing, transportation and energy. Long-term investments could be encouraged by specifically defining a "long-term" asset class, and by providing incentives for long-term holdings.

"The goal of Corporation 2020 should be to reallocate capital to corporations with social purpose."

Directors

The discussion of directors focused on the wide range of possibilities for changing Board function, composition and structure to achieve responsibility and accountability to strengthen social purpose. Suggested possibilities ranged from terminating Boards as currently conceived, to restructuring them into vessels capable of inserting social value into the decision making process. Participants discussed the strengths and weakness of internal, external and multi-stakeholder boards. Changing directors' duties, along the lines of proposals in California, Minnesota and Maine, could be a way to tackle other issues such as social and environmental reporting and duty of care to stakeholders.

"Accountability is only fair when paired with power and responsibility. If not, it is simply scapegoating."

Breakout Sessions

Participants separated into three breakout groups in order to work on details of Integrating Visions, Alliances, and Workplan, respectively (participants in each breakout group are presented in Annex D). The Visions group defined the necessary questions and steps for beginning to integrate the design principles and elements into coherent corporate forms. The Alliances group began to address the questions of when and if Corporation 2020 alliances should be cultivated, what such alliances would entail, and which individuals, groups and organizations should be approached (see Annex E for notes from this discussion). The Workplan group prioritized and elaborated Corporation 2020's planned activities for the next one to two years.

Integrated Visions

After the breakout sessions, participants reconvened to begin integrating design principles and elements into coherent visions as a group. It was clear that, in order to redesign corporations, it is necessary to consider their entire social, economic, and institutional context. Accordingly, participants framed the discussion by considering the broader development vision that Corporation 2020 aims to fulfill. Next steps, in order to

move toward coherent visions of the future corporation, are to clearly articulate the problem statement, underlying values, and alternative corporate forms compatible with such values. Participants expressed the need to seek diverse perspectives throughout this process, including international approaches to corporate reform. Consensus will eventually be reached through a process of identifying areas of convergence, while working to reduce areas of divergence. The long-term goal is to allow for a plurality of solutions based on shared principles and values.

"We can't just go after one aspect. We have to do it all."

Way Forward

The Workplan breakout group focused on concrete actions and required resources for the next two years. Participants indicated that six months was an appropriate interval between workshops. Before the next workshop, then, potentially four working groups – Principles, the Economic System, the Commons, and Social Enterprise – may convene to continue making progress toward integrated visions (see Annex F for initial expressions of interest). Participants expressed a desire to integrate inductive (on-the-ground, real-world) learning into the mostly deductive (theoretical, conceptual) approach employed thus far. Accordingly, the next workshop may include a site visit or case study of a business demonstrating adherence to Corporation 2020 principles and concepts.

A summary of specific activities is as follows [*note: the list includes some ideas generated after workshop adjourned*]:

- **Dialogue.** In-person events every six months. Working groups focused on specific issues. Continued e-dialogue.
- **Surveys.** Focused on specific Corporation 2020 constituencies, such as CFOs, Human Resource Directors, legislators, labor leaders, activists, and journalists.
- **Working groups.** To intensify and focus discussions of critical design issues. Tentatively four during first half of 2005 (see Annex F for topics), each with a facilitator and each charged with producing a “working paper” for distribution to all participants and for further vetting at next in-person event.
- **Issue Briefs.** Continue to build the family of documents, with the next wave focused on issues that cut across specific topics, e.g. “checks and balances,” “risk and reward”, and “sovereignty”.
- **CEO outreach.** Continue efforts to engage CEO community, with priority on retirees and those dismissed owing to missing near-term financial targets.
- **Communications.** Revamp/update “Overview” document; enhance website, prepare constituency-specific information material; guides to implementing Corporation 2020 principles and concepts; case studies of Corporation 2020 “at work”; develop overall communications strategy with special attention to “framing” Corporation 2020 to resonate with a broad base of constituents.
- **Laboratories.** Experiments in implementing 2020 principles/concepts at the company, sector, government and trade union levels, conducted in alliance with partners as mutual learning experiences to hone 2020 thinking and products.

- **Recruitment.** Gradual expansion of participants primarily through word-of-mouth and recommendations from existing participants, e.g. request five nominees per participant.
- **Governance.** Steering Committee to ensure accountability and credibility.
- **Resources.** Secure minimum 250k/year for period 2005-2006, with target in range of \$5 million by Year 5. Business model may include foundation and individual donors, memberships and fee-for-service offerings.

"We need to have the persistence and dedication of the cathedral builders in the Middle Ages. How will we as a group build this inquiry so that it is truly a vehicle for the long haul, one that will be enduring enough to achieve success?"

ANNEX A: AGENDA

Corporation 2020 Workshop #2
November 29 – December 1, 2004
Marine's Memorial Club and Hotel
San Francisco, CA

Purpose: To deepen understanding of key elements of corporate design, building on the May 2004 Boston meeting, while strengthening and enlarging the participant base of Corporation 2020.

Objectives:

- To continue progress toward consensus on design principles and integrated visions of the future corporation
- To explore in detail four key design elements
- To discuss future strategy and work program for Corporation 2020 aimed at strengthening its legitimacy, reach and impact

DAY 1: MONDAY, NOVEMBER 29

6:00 Informal buffet dinner

7:00 Welcome and introductions

John Weiser, Facilitator

8:45 Workshop Overview

Allen White and Marjorie Kelly, Co-Founders

9:00 Adjourn

DAY 2: TUESDAY, NOVEMBER 30

8:00 Breakfast

9:00 Welcome

9:15 Principles and norms of corporate design

Building on Boston discussions, we continue exploring corporate design principles and norms from two perspectives: one internal to the corporation, the other external, drawing from international NGO norms. How can the two work together?

John Abrams, South Mountain Company

Barbara Waugh, HP

Mort Winston, Amnesty USA

10:30 Break

Following the break, we will begin a series of facilitated dialogues on elements of corporate design. For each dialogue, "conversation starters" will provide brief, 8-10 minute comments, followed by plenary discussion. Relevant Issue Briefs appear in workshop folders and on <http://forums.seib.org/corporation2020/default.asp?action=57>. Please review this material before the workshop. Breakout sessions Wednesday morning will provide time for more in-depth exploration of each topic.

11:00 Dialogue 1: Liability

Limited liability of the corporation, its directors and investors is a pillar of the modern corporation. What is the origin of this concept, and are there viable alternatives that will foster social purpose?

Jonathan Frieman, Center for Corporate Policy
Kent Greenfield, Boston College Law School
Damon Silvers, AFL-CIO

12:15 Lunch

1:00 Dialogue 2: Ownership

Ownership of corporations is an evolving mix of institutional and individual investors, employees and cooperative arrangements. What are the strengths and limitations of each in terms of sustaining social purpose, and are there ownership arrangements yet to be formulated?

Lee Morgan, Antioch Company
David Ellerman, UC Riverside, former World Bank economist
Peter Barnes, Working Assets, Tomales Bay Institute

2:15 Dialogue 3: Capital

Access to affordable capital is essential, regardless of corporate ownership. The conventional public capital market is today the primary liquidity mechanism; how can it be used or adapted to strengthen rather than subvert social purpose? Have returns to investors become excessive? Should maximum capital return be replaced by emerging norms and principles as the standard for corporate conduct?

Leslie Christian, Progressive Investment Management
James Hawley, St. Mary's University, former Wells Fargo

3:30 Break

4:00 Plenary Discussion

5:00 Dialogue 4: Directors

Directors' duties, behavior and performance are under unprecedented scrutiny. Regardless of the corporate form, directors will continue to play a central role in shaping corporate behavior. What approaches to directors' composition and duties are most likely to sustain social purpose?

Larry Mitchell, George Washington University School of Law
Deborah Doane, CORE (UK)
Mike Thomas, Granite Construction

6:00 Wrap-up

6:15 Cocktails – Skyroom Restaurant and Lounge (Marines' Hotel)

7:15 Dinner (participants cover cost)

Keystone Room, Annabelle's Bar & Bistro
68 Fourth Street, 415/777-1200

DAY 3: WEDNESDAY, DECEMBER 1

8:00 Breakfast

8:45 Reflections

9:15 Breakouts on Integrated Visions, Alliances, Workplan

10:45 Break

11:00 Integrated visions

Building on the dialogues and breakouts, we begin the process of meshing design principles and elements into integrated visions of the future corporate form that are inspiring, comprehensive, and plausible.

Rich Rosen, Tellus Institute

Dan Swinney, Center for Labor and Community Research

12:00 Way forward

Corporation 2020's vitality and impact depends on its participants, outputs, and communications. What are our priorities for 2005-2006 and how do we ensure resources to achieve them?

12:45 Wrap-up

1:00 Lunch

2:00 Adjourn

ANNEX B: PARTICIPANTS

NAME	AFFILIATION	EMAIL
John Abrams	South Mountain Company	jabrams@vineyard.net
Maria Armoudian	CA State Senate	Maria.Armoudian@sen.ca.gov
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Peter Barnes	Formerly Working Assets	Peter@Tomales.org
Leslie Christian	Progressive Investment	Leslie@progressiveinvestment.com
Charles Cray	Center for Corporate Policy	ccray@corporatepolicy.org
Deborah Doane	Corporate Responsibility Coalition	mail@deborahdoane.com
David Ellerman	U.C. Riverside; former World Bank	david@ellerman.org
Jonathan Frieman	Center for Corporate Policy	yogi@well.com
Dana Gold	University of Seattle Law School	goldd@seattleu.edu
Kent Greenfield	Boston College Law School	greenfik@bc.edu
Charles Halpern	Formerly Nathan Cummings Foundation	crhalpern@earthlink.net
James Hawley	St. Mary's University	jhawley@stmarys-ca.edu
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Allen White	Tellus Institute	awhite@tellus.org
Mort Winston	Amnesty International	mwinston@tcnj.edu

ANNEX C: BIOGRAPHIES

John Abrams is founder and president of South Mountain Company, an employee owned and controlled cooperative corporation which designs and builds ecologically sensitive houses and neighborhoods. He is currently completing a book about small democratic business called *The Company We Keep*.

Maria Armoudian has worked for the California State Legislature for seven years, developing and managing legislation pertaining to the environment, civil rights, corporate responsibility and government oversight. She also served as the chief legislative staff to two committees, including the Joint Legislative Audit Committee, where her investigations led to important reform for environmental safety for California's public schools among other issues. Prior to working for the Legislature, Armoudian was a journalist and has written for the *New York Times Syndicate*, the *Los Angeles Times Syndicate*, *Salon.com*, *Daily Variety*, *Billboard*, the *Progressive* and *Business Week* among others. In addition to her legislative work, Armoudian currently hosts and produces a weekly drive-time public affairs show on KPFK in Los Angeles and serves on three boards, including KPFK, the Southern California Americans for Democratic Action and the Los Angeles League of Conservation Voters. In her spare time, Armoudian writes and records music.

Stuart Auchincloss is a member of the Corporate Relations Committee and the Shareholder Action Task Force of the Sierra Club and is active in the Club's Corporate Accountability Network. He served two terms as chair of the Atlantic Chapter of the Sierra Club, which includes all of New York State. Before that he served for a year as advisor and special counsel to the Minister of the Environment of Czechoslovakia. While there he prepared a Business Code of Environmental Conduct modeled on the CERES Principles which was promulgated by the Ministry. The Code sparked great interest from the Czech Chamber of Commerce, and it had been accepted by two business associations before the Country split in 1992 and the Ministry was disbanded. After the country split, he served with the Czech Environment Management Center (CEMC) for two more years. CEMC is an organization formed in 1991 by the largest and most polluting Czech companies to import environmental management know-how from the West. CEMC sponsored the first chapter of the World Business Council for Sustainable Development in Central Europe. Stuart holds an advanced degree in environmental law, and for eleven years he had a general business law practice near San Francisco, California. He is also a registered civil engineer in California.

Peter Barnes is a successful entrepreneur who has started and run several socially responsible businesses. Most recently he was a co-founder and president of Working Assets Long Distance. In 1995 he was named Socially Responsible Entrepreneur of the Year for Northern California. He is also a former journalist who has written for Newsweek, The New Republic, The New York Times and many other publications. He lives with his two sons in San Francisco, California.

Leslie Christian has more than 30 years experience in the investment field including nine years in New York as a Director with Salomon Brothers Inc. In addition to her ongoing responsibilities as President of Progressive, Leslie co-founded Portfolio 21, Progressive's no load mutual fund committed to environmental sustainability, and heads its management team. Leslie received her bachelor's degree from the University of Washington and her MBA in Finance from the University of California, Berkeley. Leslie is a member of the Seattle Financial Analysts Society and the Association for Investment Management and Research. Her volunteer activities have included the Seattle Women's Commission, Leadership Tomorrow, King County Coalition Against Domestic Violence, United Way Planning and Distribution Committee, New City Theater, and the Pride Foundation. Leslie serves on the Boards of the Savory Center for Holistic

Management (Albuquerque, NM) and the Plymouth Housing Group (Seattle, WA) as well as on the Adult Education Board of Plymouth Congregational Church.

Charles Cray Director of the Center for Corporate Policy. The Center for Corporate Policy researches and advocates for policies that hold corporations fundamentally accountable. Much of its work has involved educating members of Congress, the media and activists. Charlie served as director of Citizen Works' campaign for corporate reform, associate editor of Multinational Monitor magazine and Greenpeace campaigner (toxic chemicals). He graduated from Amherst College. He co-authored a book that will be released in November 2004: "The People's Business: Controlling Corporations and Restoring Democracy."

Deborah Doane is an active campaigner in corporate accountability, with expertise in globalisation and sustainable development. She is Chair of the CORE (Corporate Responsibility) Coalition of over 130 NGOs, campaigning for appropriate regulation of business vis-à-vis their social and environmental responsibilities. Deborah is the UK's leading voice on NGOs and activism in the corporate sector, including on the future of ethical business and the ethical consumer. Clients have included KPMG, the Co-operative Bank, Marks and Spencer, Unilever, the European Conference Board, Amnesty International, Comic Relief and Friends of the Earth. She is a frequent lecturer on globalisation and business impacts, including at London Business School and the London School of Economics, and contributes regularly to television, radio and newspapers, both in the UK and internationally. Media contributions and appearances have included for BBC Newsnight, Radio4, the Guardian and Independent on Sunday, amongst others. She is a member of the UK Accountancy Standards Board advisory body on the forthcoming implementation of the "Operating and Financial Review" which requires UK listed companies to report on their social and environmental risks and opportunities, and is on the Stakeholder Council of the Global Reporting Initiative. Previously, Deborah was a Programme Director of Transforming Markets at the New Economics Foundation, and prior to that, head of the International Humanitarian Ombudsman Project, which established the first accountability office for NGOs based in Geneva. She holds an Honours BA in Political Science from Carleton University, Canada and an MSc in Development Studies from the London School of Economics.

David P. Ellerman returned to academia as a visiting scholar at University of California/Riverside having retired from 10 years at the World Bank where he was the Economic Advisor to the Chief Economist (first Joseph Stiglitz and then Nicholas Stern). He worked on transitional economies, labor issues, knowledge management, and strategies of development. For two years prior to joining the World Bank in 1992, Dr. Ellerman was the founder and President of EOS/Ljubljana d.o.o. in Ljubljana, Slovenia, which provided consulting for the valuation, privatization, and restructuring of companies in Eastern Europe with substantial ownership by managers and workers. In his prior academic work, Dr. Ellerman taught over a twenty year period in five disciplines: Economics, Mathematics, Computer Science, Operations Research, and Accounting. He has taught at Tufts University, Boston College School of Management, University of Massachusetts (Boston and Amherst), and Boston University. David P. Ellerman works in economics, legal theory, philosophy, and mathematics. He was educated at M.I.T., and at Boston University where he has two Masters degrees, one in Philosophy and one in Economics, and a doctorate in Mathematics. Dr. Ellerman has published over fifty articles in scholarly journals in economics, mathematics, philosophy, and law. He has just completed a book manuscript on development philosophy and has previously published four books.

Jonathan Frieman is a lawyer and nonprofit consultant. He is the co-founder of several public st corporations, including The JoMiJo Foundation and the Center for Corporate Policy.

Dana Gold is the Director of the Seattle University School of Law's Center on Corporations, Law & Society. An adjunct professor of Corporate Governance at Seattle University School of Law, she is the former Director of Operations and staff attorney of the Government Accountability Project (GAP), a national non-profit organization founded in 1977 that promotes government and corporate accountability through advancing occupational free speech and ethical conduct and providing legal and advocacy assistance to whistleblowers. A 1995 Seattle University School of Law *cum laude* graduate, Ms. Gold's former legal practice focused primarily on litigation representing whistleblowers who suffered retaliation for disclosing fraud and serious threats to public health, safety and the environment on the Trans-Alaskan pipeline, at several Superfund sites, and at contractor-operated nuclear facilities such as the Hanford facility in eastern Washington and Rocky Flats near Denver, Colorado. She is a frequent panelist and speaker on whistleblowing and whistleblower protection at Continuing Legal Education programs, law firms, and universities.

Kent Greenfield is Professor of Law and Thomas Carney Scholar at Boston College Law School, where he teaches in the areas of corporate law, administrative law, constitutional law, and business theory. Professor Greenfield focuses his writing in the areas of corporate governance and public law. His publications include journal articles in the *Yale Law Journal*, the *Virginia Law Review*, the *Boston College Law Review*, the *George Washington Law Review*, and the *Tulane Law Review*, among others. His articles are widely cited, and he has been called "the leading figure" of the "communitarian" or "stakeholder" school of corporate law scholarship. Over his nine years on the faculty, Greenfield has presented papers or lectured in seventeen states, six countries, and at 38 institutions. He is presently working on a book entitled "The Beginning of History for Corporate Law: Progressive Ideas for Controlling Corporate Power," to be published by the University of Chicago Press. He is the founder and president of the Forum for Academic and Institutional Rights (FAIR), an association of law schools and other academic institutions organized to fight for academic freedom and against discrimination. His work with FAIR has been featured in the *New York Times*, the *Wall Street Journal*, and the *Boston Globe*, among others, and on CNBC and Fox News. Before joining the faculty in 1995, Greenfield served as a law clerk to Justice David H. Souter, of the United States Supreme Court, and to Judge Levin H. Campbell, of the United States Court of Appeals for the First Circuit. He also worked at the law firm of Covington & Burling, in Washington, D.C. Greenfield is a graduate of the University of Chicago Law School, where he graduated with honors and was awarded membership into the honorary society Order of the Coif. He also served as Topics and Comments Editor of the *University of Chicago Law Review*. He received an A.B., with highest honors, from Brown University, where he studied economics and history. Before law school, he traveled extensively in South America and Africa.

Charles Halpern is chair of the boards of the Center for Contemplative Mind in Society and Demos: A Network for Ideas and Action. From 1989-2000, he was the founding president of the Nathan Cummings Foundation. Mr. Halpern was the Founding Dean of the City University of New York Law School at Queens College, a public interest law school with a unique curriculum. Previously, he was a professor at Stanford and Georgetown Law Schools, and was the co-founder of the Center for Law and Social Policy (1969), which undertook important cases in the emerging field of environmental law, including challenges to the domestic use of DDT and the construction of the Trans-Alaska Pipeline. Also, he was co-founder of the Mental Health Law Project (now the Bazelon Center for Law and Mental Health) (1971), and the Council for Public Interest Law (now the Alliance for Justice) (1976).

Jim Hawley is the Transamerica Professor of Business Policy and Strategy, (Graduate Business Programs), School of Economics and Business Administration, and co-director of the Center for

the Study of Fiduciary Capitalism at Saint Mary's College. In the Saint Mary's Graduate Business Programs he teaches courses on business ethics and corporate governance, international business, and business and public policy. He received his BA from the University of Wisconsin, MA from the University of California, Berkeley, and Ph.D. from McGill University in Montreal, Canada. He is the author of two books, the first on international banks and the global monetary system, and the most recent (as a co-author with Professor Andrew T. Williams) on U.S. pension funds and the ownership of U.S. corporations, titled, *The Rise of Fiduciary Capitalism: How Institutional Investors can make Corporations more Democratic*, published by the University of Pennsylvania Press in 2000. Additionally, he is the author (or co-author) of over 15 articles on a variety of topics, including corporate governance, the international monetary and financial system, and environmental issues, and numerous papers and reports. He has been at Saint Mary's for since 1986. Prior to that he worked at Wells Fargo Bank as a country risk analyst, and previously was a professor at the University of California, Davis. He has recently been an invited guest professor at the Université de Paris, and at the Université de Montpellier, in France, and at St. Gallen University in Switzerland. He was also a guest scholar at the Judge Institute at the Cambridge University, U.K. He has recently been quoted on corporate governance in a variety of newspapers, radio and magazines, among which are: *Contra Costa Times*, *Fortune Magazine*, *Investor* (American Funds magazine), *San Francisco Chronicle*, *Sacramento Bee*, and *Reuters*. He is a member of the Academic Advisory Board of the Institute for Responsible Investing.

Bill Hilty is a Representative working in the Minnesota State Legislature. He is currently leading a group of legislators that are strategizing around several possible bills to change corporate purpose through directors' duties.

Marjorie Kelly is the co-founder and editor of *Business Ethics*, a national publication on corporate social responsibility launched in 1987 and read by opinion leaders in business, academia, social investing, and civil society. It is known for its annual listing of the "100 Best Corporate Citizens," ranking major corporations on service to stakeholders (stockholders, community, environment, employees, etc.), which last year received more than three dozen press mentions. Kelly has put together special sections like "The New Fiduciary Duty: Institutional Investors and SRI," "Federalizing Corporate Charters," "Employee Governance: The Light at the End of the Enron Tunnel?" and "Next Step for CSR: Economic Democracy." For 15 years the publication has given out Annual Business Ethics Awards, hosting dinners sponsored by companies like Sears and the MONY Group, with the master of ceremonies role filled one year by the senior vice president for environment from General Motors. Corporate sponsors of the magazine include companies like Starbucks, Hewlett-Packard, Procter & Gamble, Intel, Ford, and dozens more. Kelly is author of the book *The Divine Right of Capital*, published by Berrett-Koehler in hardcover in 2001, in paperback with new material on Enron in 2003. The book offers an analysis of the design of the corporate form, and finds that social dysfunction traces to a single source: shareholder primacy, which means serving a financial elite above all others. The book offers ideas on creating a more democratically responsive corporate design. *Library Journal* named it one of the best business books of the year. Economist David Ellerman of the World Bank praised its "clarity and sophistication." David Korten, author of *When Corporations Rule the World*, called Kelly "our Thomas Paine for the new millennium." The book is being translated into Chinese, German, and Korean for international editions. An opinion piece from the book, "The Incredibly Unproductive Shareholder," appeared in *Harvard Business Review*. Within months after Kelly's book came out in fall 2001, the Enron scandal broke. Kelly's unique analysis made her a sought-after speaker and interview subject, leading to dozens of interviews for radio, newspapers, and TV. Kelly appeared on CNN, PBS, and CNBC. She was interviewed numerous times on NPR and other radio stations. Kelly is on the advisory boards of the International Institute for Corporate Governance and Accountability at George Washington

University Law School, the Capital Ownership Group, and the Business Alliance for Local Living Economies. She is part of the Citizen Works Corporate Reform Commission, which is publishing a reform agenda. *Business Ethics* sponsored a Legacy Project meeting in 2003 on preserving social mission when firms are sold or founders leave. Kelly has consulted on directors' duties legislation with California Sen. Richard Alarcon and Minnesota Rep. Bill Hilty. She helped form a grassroots group in Minnesota working to promote the Code for Corporate Responsibility, and testified at a February 2004 Senate hearing on the bill. She has also spoken about corporate reform to the Midwest Progressive Elected Officials Network. Kelly holds a Master's degree in Magazine Journalism from the University of Missouri, where she won the Penney-Missouri Award for most promising young magazine journalist. She holds a bachelor's in English, cum laude, also from the University of Missouri.

Sanjeev Khagram, Assistant Professor of Public Policy at the Kennedy School of Government at Harvard University, is affiliated with the Center for International Affairs, the Center for International Development, the Center for Business and Government, the Carr Center for Human Rights Policy, and the Hauser Center for Nonprofit Organizations. He has been a Senior Advisor at the World Commission on Dams, an independent, multi-stakeholder initiative in global governance. His current work is on the political economy of, and rights/risks-based approaches to, comprehensive security, sustainable development, good governance, leadership, and management at the global, national, and subnational levels, with a focus on Brazil, India, and South Africa. He coedited *Restructuring World Politics: The Power of Transnational Social Movements, Networks and Norms* and is currently completing his book manuscript titled *Development, Democracy and Dams: Transnational Struggles for Power and Water*. He holds an interdisciplinary undergraduate degree in development studies/engineering, as well as advanced graduate degrees in economics and political science all from Stanford University. Of Asian-Indian descent, Khagram was born in and was a refugee of Idi Amin's Uganda.

Steven Lydenberg is Chief Investment Officer for Domini Social Investments LLC. He has spent over 27 years in the social investment and corporate social accountability worlds. For 12 years, from 1975 through 1987, he worked with the Council on Economic Priorities, where he researched and wrote numerous studies on corporate social accountability, including reports on the role of corporate financing in ballot question campaigns, the filing of shareholder resolutions, and corporate initiatives in the areas of child care and minority banking. In his capacity as Director of Corporate Accountability Research with CEP, he was coauthor of *Rating America's Corporate Conscience* (1986), the first systematic rating of the overall corporate social accountability records of major U.S. corporations. In 1987, he joined Franklin Research and Development Corporation (now Trillium Asset Management) where he worked as an investment analyst, contributing to the company's *Insight* newsletter. FRDC was the first U.S. money management firm to specialize exclusively in serving socially responsible investors. In 1990, he became a founder of Kinder, Lydenberg, Domini & Co., where he served for 11 years as Research Director. During that time he was instrumental in the creation and maintenance of the Domini Social Index, the first socially screened equity index in the U.S. He also played a key role in the development of the company's Socrates Database, currently a major resource tool for the socially responsible investment community. With his partners, Amy Domini and Peter Kinder, he was co-editor of *The Social Investment Almanac* (1992) and co-author of *Investing for Good* (1993). Most recently, his article "Envisioning Socially Responsible Investing: A Model for 2006" appeared in the Autumn 2002 issue of *The Journal of Corporate Citizenship*. Mr. Lydenberg serves on the Advisory Board of CANICCOR, a nonprofit devoted to analysis of the lending records of major U.S. banks. He has served as a judge for the *Business Ethics Magazine* Corporate Awards from 1999 through 2002 and on the judging panel for Social Accountability

International's Corporate Conscience Awards in 2002 and 2003. He holds degrees from Columbia College and Cornell University and is a Chartered Financial Analyst (CFA).

Michael Marx has a doctorate from the University of Wisconsin-Madison, where he taught organizational behavior in the business school. He was the president of Selection Sciences, Inc. a San Francisco based management consulting firm for 10 years. His clients included Hewlett-Packard, Memorex, Fireman's Fund, Transamerica, Pacific Bell, American Express, Riggs Bank, and other Fortune 1000 companies. He was formerly a consultant to and later on the Board of Directors for the Rainforest Action Network. He designed and directed the International Boycott Mitsubishi Campaign for the Rainforest Action Network for four years. He then became the executive director of the Coastal Rainforest Coalition (CRC), which at the time had two staff and budget of \$200,000 to coordinate campaign efforts of five organizations (Greenpeace, Rainforest Action Network, American Lands Alliance, Natural Resources Defense Council, and Sierra Club) engaged in the Great Bear Rainforest Campaign. At the successful conclusion of the campaign, the coalition dissolved and he transformed CRC into ForestEthics, which led successful campaigns to green Staples' paper procurement policies and the logging practices of the two largest forest products companies in Chile. At the time of his departure ForestEthics had grown to a staff of 18 and annual budget of \$1.4 million within three years. For the past year Michael has been involved in developing a network of marketplace campaign organizations with the goal of improving their corporate campaign skills and collaboration.

Erica Mintzer, Research Analyst at Tellus Institute, provides research, organizational, and analytical support for projects in the Solid Waste and Environmental Health programs within the Sustainable Communities Group, as well as corporate environmental and sustainability reporting efforts in the Business and Sustainability Group. Her recent project experience includes: an evaluation of resource conservation benefits resulting from EPA waste reduction programs, research and administrative support to the Scientific Knowledge and Public Policy project, and research on the relationship between affluence and well-being. Ms. Mintzer received her B.A. in Spanish from Dartmouth College.

Larry Mitchell joined George Washington University Law School faculty in 1991 after having taught at Albany Law School since 1987. In the spring 1999 semester he was a visiting professor at Georgetown University Law Center. For six years before entering academia, Professor Mitchell practiced corporate law in New York City. His teaching and scholarly interests include corporate law and finance, and jurisprudence. Professor Mitchell has had articles on corporate law published in the Cornell, Pennsylvania, NYU, Duke, Vanderbilt, Texas, and Toronto law reviews, among others. He is the editor of *Progressive Corporate Law* (1995), and co-authored the casebook, *Corporate Finance and Governance*, with Lawrence Cunningham. His book *Stacked Deck: A Story of Selfishness in America* was published by Temple University Press in 1998 and was submitted for the Pulitzer Prize in general non-fiction. In 2002, Yale University Press published his most recent book, *Corporate Irresponsibility: America's Newest Export*, which was also submitted by the publisher for a Pulitzer Prize. Professor Mitchell recently has done substantial work using economic sociology to address corporate law issues, and currently is at work on his next book, a history of the development of American corporate capitalism from the late nineteenth century to the present. His new casebook, *Corporations: A Contemporary Approach* (co-authored with Michael Diamond) will be published this fall. Professor Mitchell is director of the Sloan Program for the Study of Business in Society and the International Institute for Corporate Governance and Accountability.

Lee Morgan is a native of Yellow Springs, Ohio where he was raised, educated and now works as President and CEO of The Antioch Company, the parent company of Creative Memories and

Our Own Image, both direct selling divisions of the company, as well as Antioch Publishing. Lee's father founded Antioch Bookplate in Yellow Springs in 1926. Lee began work at the company in 1968 when there were about 30 employees and revenues were about \$300,000 per year. Now the Antioch Company employs over 1,100 people in five locations in the US, and has offices in nine countries with sales in excess of \$370 million per year. The Company is an employee owned company through an Employee Stock Ownership Plan that Lee began in 1979. In addition to his role as Chairperson of The Antioch Company, Lee serves on the boards of The Direct Selling Association and Yellow Springs Instruments, Inc., another employee owned company. Prior work experience includes stints as a traveling salesman, a department store Santa Claus, a volunteer for two years in Rural South India, a government bureaucrat, and a stint as a volunteer with UNICEF in Thailand. For fun, Lee is a soccer player in an over-50 league, as well as a referee. He enjoys dancing, and has visited every continent except South America and Antarctica. He recently climbed Kilimanjaro and spent two weeks climbing in Bhutan, a small country between China and India. His next climbing quest is Aconcagua in Argentina. Lee's volunteer activities have included managing community recreation programs, serving on the boards of a nursing home, a university, and a public radio station. Lee also enjoys spending time with his family, including his first grandchild, Priya, daughter of Asha Morgan Moran, President of Creative Memories.

Deborah Groban Olson, one of the country's most experienced employee ownership attorneys, conceptualized and helped found the Capital Ownership Group (COG) www.capitalownership.org in 1997. Olson helped COG obtain its funding from the Ford Foundation, the German Marshall Fund of the U.S. and a dozen other funders. She serves as COG's executive director and moderates the COG industrial homestead on-line working group. Her current primary COG project is the development of the "Fair Exchange" policy proposal to help local communities obtain corporate equity for citizens in exchange for tax abatements and other benefits to businesses. See <http://www.esoplw.com/WEBPAGES/Fair%20Exchange%20Summary.htm>. As an attorney, author, dealmaker, and activist, Olson has played an important role in the employee ownership movement since 1981. Since 1981 her primary work has been creating and advising employee-owned companies, equity compensation plans, and cooperatives, representing companies, trusts, unions, and employees. She also advises labor organizations on business transactions. She is board member and past chair of the National Center for Employee Ownership (NCEO) and a board member of the European Federation of Employed Shareholders (EFES). She founded the Michigan Employee Ownership Center in 1981. She is a member of the AFL-CIO Lawyers Coordinating Committee.

Dr. Richard Rosen is the executive vice president, secretary, and treasurer of the Tellus Institute. His work at Tellus has focused on energy and electric system planning, environmental protection, and a broad set of issues related to the regulation and deregulation of utilities. He has begun to research the key issues relevant to the improved economic and environmental regulation of a broad range of other industries. He has performed research on electric utility issues for the U.S. Department of Energy, the U.S. Environmental Protection Agency, the National Association of Regulatory Utility Commissioners (NARUC), the New England Conference of Public Utility Commissioners, the New England Governor's Conference, and the National Council on Competition in the Electric Industry, as well as a wide range of state public utility commissions, state attorneys general, and public advocates. Due to his extensive experience working in the public interest, in 1988 Dr. Rosen was chosen to serve a 3-year term on the Research Advisory Committee of the National Regulatory Research Institute. Dr. Rosen has directed numerous quantitative analyses of energy supply, demand, and costs for the past 25 years. In the past 10 years, Dr. Rosen has spent much of his time analyzing electric utility restructuring issues at both

the state and national level, and was one of the first national experts to oppose the deregulation of the electric industry. Dr. Rosen was the lead author of *Can Utility Restructuring Meet the Challenges It Has Created?*, in which Tellus staff demonstrate why restructuring the electric industry does not make sense. He has also advised members of the U.S. Congress on electric industry restructuring issues. Over the last few years, Dr. Rosen has served as an expert witness to the United States, and several northeastern states, in Clean Air Act lawsuits against coal-fired utilities. Dr. Rosen received his Bachelor of Science degree from MIT in 1966 and his Masters and Ph.D. degrees in theoretical physics from Columbia University in 1970 and 1974, respectively.

Damon A. Silvers is an Associate General Counsel for the AFL-CIO. Mr. Silvers' responsibilities include corporate governance, pension and general business law issues. He has represented the AFL-CIO before the New York Stock Exchange's Special Committee on Corporate Governance and the Organization for Economic Cooperation and Development's Corporate Governance Taskforce. Mr. Silvers led the AFL-CIO legal team that won severance payments for laid off Enron and WorldCom workers. He has also testified before numerous Congressional committees on issues arising out of the collapse of Enron, and was a member of the Advisory Committee on Analyst Independence to the House Capital Markets Subcommittee. He is also a member of the American Bar Association's Subcommittee on International Corporate Governance. Prior to working for the AFL-CIO, Mr. Silvers was a law clerk at the Delaware Court of Chancery for Chancellor William T. Allen and Vice-Chancellor Bernard Balick. Mr. Silvers has also been the Assistant Director of the Office of Corporate and Financial Affairs for the Amalgamated Clothing and Textile Workers Union, and the Research Director for the Harvard Union of Clerical and Technical Workers AFSCME. Mr. Silvers has also worked at Credit Suisse First Boston, for the law firm of Cravath, Swaine & Moore and as a Summer Fellow in the Enforcement Division of the United States Securities and Exchange Commission. Mr. Silvers received his J.D. with honors from Harvard Law School. He received his M.B.A. with high honors from Harvard Business School and is a Baker Scholar. Mr. Silvers is a graduate of Harvard College, summa cum laude, and has studied history at Kings College, Cambridge University. Mr. Silvers is the primary author of "Challenging Wall Street's Conventional Wisdom: Defining a Worker-Owned View of Value," published in *Working Capital: The Power of Labor's Pensions*, Fung, et al. eds, Cornell University Press (2001).

Dan Swinney has 35 years of community and labor organizing as well as community-development experience. Dan worked for 13 years as a machinist in the Chicago area. He organized Steelworker Local 8787 at G+W Taylor Forge in Cicero, Illinois and served as Vice President. Taylor Forge closed in 1983. Dan founded the Center for Labor and Community Research (CLCR) in 1982 in response to the thousands of manufacturing plant closings in the Chicago area. CLCR is a not-for-profit consulting and research organization that specializes in developing innovative and effective High Road approaches to community development, industrial job retention, workforce education, and business development. CLCR provides these services in Chicago and around the country--working for city and state government, unions, community coalitions, businesses, and others. Currently, CLCR is working with the Illinois Manufacturers' Association (IMA) representing 4,000 manufacturing companies in Illinois as well as the Illinois AFL-CIO in a project to rebuild and expand Illinois' industrial economy on a High Road basis. The objectives in this campaign are outlined in CLCR's report to the IMA, *The State of Illinois Manufacturing*—available on CLCR's website www.clcr.org. Dan currently serves as co-chair of the New Chicago School for Community Economic Development, on the Board of the New York Industrial Retention Network, and the Board of the international Work and Labour Network (RLDWL). He is a member of the Cooperative Charitable Trust Forum. He has written articles appearing in *Social Policy*, *Business Ethics*, *New Labor Forum*, *Working USA*, the *South Africa Labour Bulletin*, *Yes!* and other publications. He is a speaker, and is a regular guest lecturer at

the Harvard University Trade Union Program. Dan went to the University of Wisconsin, graduating with a B.A. in History in 1967.

Michael Thomas is the father of five children, ages 8-41, and is heavily involved with children's music, sports and is Chairman of the Board for his daughter's school. Also, as Chairman of the Pajaro Valley Performing Arts Association and member of multiple local state and national boards, Michael is concerned with all aspects of life's quality and "true wealth." He has worked in Brazil, the Far East and the Middle East, as well as in the Pentagon as Executive Officer for the Assistant Secretary of Defense and on Wall Street as Vice President of Human Resources for the Bank of New York. He worked at the Kennedy Space Center during the Apollo Program and was the DOD Project Officer in charge of the repatriation of all POWs from Vietnam. Currently, Mike is Vice President of HR and Director of Corporate Social Responsibility for Granite Construction Inc., one of the nation's largest heavy/highway contractors. In addition, Mike is Chairman of a construction industry-wide committee that is attempting to raise the bar for the entire construction industry with multiple initiatives designed to improve both awareness and behavior regarding the environment, social responsibility, ethical behavior, quality, safety, treatment of employees, diversity and innovation. Mike's passion is finding ways to build increasing social consciousness into our corporations.

Barbara Waugh is the author of *The Soul in the Computer: The Story of a Corporate Revolutionary*. A longtime radical activist, she joined Hewlett-Packard 20 years ago, and used her successive positions as company recruiting manager, and personnel director and worldwide change manager for the renowned HP Labs to transform HP's corporate culture. Along the way she invented and discovered a set of "radical tools" for introducing practical change and energizing altruism at all levels of the organization. The book received enthusiastic reviews from *Dow-Jones* to *Fast Company* to the *San Francisco Chronicle*; and has been the subject of dozens of talk shows and interviews. Barbara's work has been featured in many publications on organizational change, including *Faith and Fortune*; *Speak the Truth and Point to Hope*; *The Dance of Change*; *The Rebel Rules*; *The 12 Secrets of Highly Creative Women*, *Surfing the Edge of Chaos*; *Fast Company*, *Business 2.0* and *Strategy & Business*. Determined from the beginning to put teeth into the idea of "doing well by doing good," Barbara developed HP's breakthrough programs for women and minority recruiting, mentored outstanding people throughout HP, and received Management Legacy awards from both the HP Technical Women's Conference and the HP Deaf and Hard of Hearing Forum. She co-founded HP's Sustainability Network, as well as e-Inclusion, a business initiative and program to provide the four billion people at the bottom of the global economic pyramid access to the social and economic opportunities of technology. Barbara is a director in HP University Relations. Among her early accomplishments, Barbara wrote the first feminist newspaper column in the United States. She directed the Center for Women and Religion of the Graduate Theological Union; directed a campus of Cogswell Technical College; taught English, German, Psychology, Sociology and Philosophy in various universities and colleges; and worked as a machinist, an Equal Rights investigator, an actress and a therapist. Barbara has a PhD in Psychology and Organizational Behavior from the Wright Institute in Berkeley (with honors), an MA in Theology and Comparative Literature from the University of Chicago (as a Danforth/Kent Fellow), and an MA in German Literature from Florida State University (Phi Beta Kappa). She has served on the Board of Directors for the State of the World Forum, the Board of Directors for the Pacific Cultural Conservancy International, the Board of Advisers for the Global Fund for Women, and the Board of Advisers for the Economic Democracy Project. She lives in Northern California with her partner and two children.

John Weiser specializes in helping organizations use business strategies to achieve social goals. One of his great strengths as a consultant is his ability to place complex issues into clear

conceptual frameworks. He is a skilled facilitator with experience in both traditional and participative organizational environments. His ability to move from grassroots organizations to corporate boardrooms complements his skills in shaping cross-sector partnerships to the benefit of all involved. John has written several papers on the business case for corporate involvement. In 2000, John and Simon Zadek co-authored “Conversations with Disbelievers,” which examines the quantitative evidence showing when and how Corporate Community Involvement creates bottom-line business benefits. After two years with the Boston Consulting Group, John co-founded Brody · Weiser · Burns in 1984 to pursue his vision of business as a force for social change. Since then he has helped businesses, nonprofits, foundations and public sector agencies create, build consensus for, and implement a broad range of partnership strategies. John graduated magna cum laude in mathematics from Harvard University. He holds a Masters Degree in Public and Private Management from the Yale School of Organization and Management.

Allen L. White is Vice President and Member, Board of Directors, of Tellus Institute in Boston, USA, a leading international sustainability think-tank. He directs the Institute’s corporate responsibility activities. Dr. White co-founded the Global Reporting Initiative, served as Acting Chief Executive, and currently is Special Advisor. He has advised multilaterals, foundations, corporations, and NGOs on corporate responsibility policy and practices. Dr. White has held faculty and research positions at the University of Connecticut, Clark University and Battelle Laboratories; is a former Fulbright Scholar in Lima, Peru, and served as Peace Corps volunteer and staff member in Nicaragua. He has served on advisory groups for the Nordic Partnership, ISO, and Civic Capital, a social investment fund, and serves on the Board of Directors of GAN-NET, a non-profit organization dedicated to fostering innovative global governance. He also serves on the Steering Committee of the Institute for Responsible Investment, Boston College Center for Corporate Citizenship. He has published and spoken widely on corporate responsibility, sustainability, accountability and social investing.

Morton Winston is currently Professor at The College of New Jersey. Dr. Winston has served as Department Chair (1982-1988), and as Director of the Center for Instructional Enhancement (1989-1991). His areas of specialization include human rights theory, applied ethics, cognitive science, and philosophy of technology. Professor Winston’s most recent books are *On Chomsky* (2001) and *Society, Ethics, and Technology* (2003). He has contributed numerous articles and chapters on topics related to human rights, biomedical ethics, and applied ethics. He held a visiting faculty fellowship at Princeton University’s Woodrow Wilson School of Public and International Affairs (1989-90), and received a Fulbright Scholarship to South Africa (1992). Professor Winston has lectured extensively on human rights topics both in North America and Europe. During the 1999-2000 academic year Dr. Winston was awarded a second Fulbright Scholarship to Thailand. In addition to his academic career, Dr. Winston has pursued a parallel career as a human rights activist with Amnesty International. From 1985-1991 he served as Director of the South Africa Coordination Group of Amnesty International USA. Dr. Winston served as a member of AIUSA’s national Board of Directors from 1991-1997, and as Chair of the Board from 1995-1997. He is currently Chair of AI’s Standing Committee on Organization and Development and was founding Chair of the Business and Economic Relations Group of Amnesty International USA. He is also currently Honorary Chairman of the Board of Directors of AIUSA. Dr. Winston resides near Baltimore, Maryland with his wife, Dr. Sally Winston, a clinical psychologist in private practice, and their three daughters. Dr. Winston attended Swarthmore College, graduating with High Honors and Phi Beta Kappa. He received his M.A. in cognitive psychology and a Ph.D. in philosophy from the University of Illinois at Urbana-Champaign.

**ANNEX D: BREAKOUT SESSION ASSIGNMENTS
WED. 9:15 AM**

	VISIONS	ALLIANCES	WORKPLAN
Abrams	x		
Armoudian		x	
Auchincloss		x	
Barnes	x		
Christian			x
Cray		x	
Doane		x	
Ellerman	x		
Frieman			x
Gold		x	
Greenfield	x		
Halpern			x
Hawley	x		
Hilty			x
Kelly	x		
Khagram		x	
Lydenberg			x
Marx		x	
Mintzer			x
Mitchell	x		
Morgan			x
Olson		x	
Popovich			x
Root	x		
Rosen	x		
Silvers		x	
Swinney	x		
Thomas			x
Waugh		x	
Weiser		x	
White			x
Winston	x		

ANNEX E: NOTES FROM BREAKOUT SESSION ON ALLIANCES

Why alliances?

The participants in the breakout session saw alliances as being important for Corporation 2020 in the following ways:

1. They can help Corporation 2020 to gain information and insights into the future design of corporations.
2. Alliances can help Corporation 2020 to broaden its support and to mobilize allies.
3. They can improve the legitimacy of Corporation 2020's recommendations in the eyes of a broad range of constituencies. People rely on leaders in their field to help them determine whether a particular set of recommendations is worth paying attention to.

When?

The participants in the breakout session thought that different groups should be engaged at different times. Some groups should be engaged to help build the initial vision, some to spread the discussion and engage in refining the vision, and some to endorse and help institutionalize the vision.

Types of alliances

The breakout session divided its discussion into two types of potential alliances: those that represented key allies within the corporate sector, and those that represented important stakeholders whose voices needed to be included in the discussion for it to have legitimacy.

Inside the corporate sector:

- 1) Business leadership
 - a) Frustrated CEOs, particularly ex-CEOs and CFOs who can take more controversial stances than those currently leading firms
 - b) Business leadership organizations, such as the Conference Board
- 2) Investors
 - a) Frustrated "universal" investors, such as CalPRS
 - b) Investors interested in improving governance
- 3) Regulators
 - a) SEC, National Association of Attorneys General
 - b) South African Stock Exchange - Mervin King
- 4) Employee-owned and run corporations
 - a) Individual corporations in the US and elsewhere
 - i) Mondragon, worker-run factories in Argentina, etc.
 - b) Worker-owner associations such as NCEO, COG, ICA
- 5) CSR, Corporate Citizenship groups
 - a) BSR, CCC at BC, Instituto Ethos, African Institute of Corporate Citizenship, Vincular Institute (Chile)
- 6) Multi-lateral organizations
 - a) World Bank, Inter-American Development Bank corporate social responsibility programs/units

- 7) Business schools
 - a) Yale SOM, Harvard Business School Social Enterprise, GV Business School, University Sao Paulo Business School, INSEAD, etc.

Outside the corporate sector:

- 1) Labor
 - a) AFL-CIO, ILO, ICFTU, etc.
- 2) Religious groups
 - a) ICCR, ECCR, KAIROS-Canada, etc.
- 3) Human rights
 - a) Amnesty International, NGO Caucus on Corporate Engagement, etc.
- 4) Women's movement
 - a) Catalyst, NOW, IWRAW, WHRNet, etc.
- 5) Environmental groups
 - a) WBCSD, Greenpeace, Rainforest Action Network, etc.
- 6) Development, advocacy and relief organizations
 - a) Oxfam, World Vision, Catholic Relief Services, etc.
- 7) Community-based organizations and associations
 - a) National Council of La Raza, NCCED, etc.

ANNEX F: INITIAL WORKING GROUP ASSIGNMENTS

Working Group	Members
1. Principles	<ul style="list-style-type: none">• Stuart Auchincloss• Deborah Doane• Marjorie Kelly• Rich Rosen• Mike Thomas• Morton Winston
2. Economic System	<ul style="list-style-type: none">• Leslie Christian• Rich Rosen• Dan Swinney
3. The Commons	<ul style="list-style-type: none">• Peter Barnes• Deborah Olsen
4. Social Enterprise	<ul style="list-style-type: none">• John Abrams• Deborah Doane• Morton Winston