

JAMES McRITCHIE

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CORPORATE GOVERNANCE

Since 1995, published one of the Internet's most comprehensive sites on the subject of corporate governance at <http://corp.gov.net>, getting up to 700,000 "hits" a month. The site has resulted in dialog and cooperative initiatives with pension funds, corporate directors, labor leaders, proxy advisors, money managers, authors, academics, and hundreds of individual investors. A 1998 *Pensions & Investments* article credited CorpGov.net with being "huge" in "helping shareholders win increasing control over America's corporate boardrooms." CorpGov.net was named one of 25 best business law blogs in 2010 by [LexisNexis](#).

My 2002 petition with Les Greenberg "re-energized" the debate over shareowner access to the proxy with respect to nominating corporate directors, according to the Council of Institutional Investors. In 2010, I was named by [Directorship 100](#) to a "short list of movers and shakers who merit serious attention as potential boardroom influentials... who, by virtue of what they do and how they do it, bear watching."

- Invited speaker at many events from local clubs and unions to large international gatherings on corporate and fund governance, such as:
 - [Universal Elements And Democratic Governance](#) speech by James McRitchie, Presented to the [International Company Secretaries Conference](#), November 23, 1998
 - [Corporate Governance in the Internet Age](#) (McRitchie, 5/19/00) Program to encourage foreign direct investment (FDI), sponsored by the State Department, Tokyo American Center and universities in South Korea.
 - California Coalition for Investor Responsibility, presentation [A Corporate Governance Perspective](#) (McRitchie, 7/30/00)
 - [Post-Enron Observations on Corporate Governance](#): An Address to the [Forum on Corporate Governance in Asia, Thirty-Fifth Annual Meeting of the Board of Governors of the Asian Development Bank](#) held in Shanghai, People's Republic of China, on May 11 2002.
 - Keynote speaker, [Making Corporate Governance Decisions That Work for Whom?](#) May 2005 meeting, World Council for Corporate Governance, London.
 - Guest speaker for Margaret Blair's "Advising Corporate Board Seminar" at Vanderbilt University Law School, Spring 2006.
 - Guest Speaker, 2009 Governance Roundup, Los Angeles, "[Increase Voting Clout](#)."
- Submitted substantive comments on several SEC concept releases and rulemakings, as well as submitting rulemaking proposals.
 - [August 2002 Rulemaking petition to the SEC](#) with Les Greenberg "re-energized the debate over shareholder access to management proxy

- cards to nominate directors."
- 2009 [petition on "blank votes,"](#) addresses inconsistency of banning broker votes but allowing blank votes cast through voter information forms (VIFs) to automatically be voted per the issuer's soliciting committee.
 - Shareowner activist. Submitted and defended proxy proposals at up to seven companies a year, beginning in 1999 on issues ranging from shareowners hire a proxy advisor and reincorporate to North Dakota to standard governance issues such as annual elections, say on pay, simple majority vote, lower threshold for special meetings, shareowner right to act by written consent.
 - Prepared, with Glyn Holton of USPX, Amicus Brief in case of Apache v Chevedden, 2010.
 - Developed corporate ethics program, [Norwich University's MBA program](#), 2002.
 - Arranged corporate governance research tour for Nomura Group, 2002.
 - Articles have appeared in the Corporate Governance International, At Work, Corporate Secretary, Business Ethics, The Corporate Board, and several books. Guest posts on Ichan Report, Huffington Post, [HLS Forum CorpGov & FinReg](#) and other governance and financial blogs.
 - Active CalPERS Member. Obtained [determinations](#) from Office of Administrative Law re unenforceability of rules, led effort to change election rules, require additional gift reporting, disclosures used for monitoring play to pay, further disclosures of proxy votes. Provided legislative testimony on several issues. Sponsored first ever [candidate forums](#) in 2009 and 2010. Published PERSWatch.net for about ten years.

EMPLOYMENT

September 1995 – 2008. Ethics Officer, Chief, Office of Environmental Analysis and Regulations, California Department of Toxic Substances Control

Responsible for developing and implementing policy in the areas of ethics/conflicts of interest, environmental review, and rulemaking. Office reviewed all permits, cleanups, and regulations for legal compliance. Represented Department in meetings with State and federal officials, representatives of regulated industries, the environmental community and public. Served as the final level of appeal on ethics issues. Managed DTSC's workforce planning efforts.

1987 - 1995, Chief, Office of Legislation, Department of Toxic Substances Control

Responsible for developing and implementing the Department's legislative program. Secured authors, identified state and federal legislation impacting the Department, reviewed and approved analyses, recommended Department positions, negotiated with authors, their staff, and lobbyists.

1986, Research Analyst II, Office of the State Architect

Developed and maintained data bases of state owned underground storage tanks, PCB and asbestos sites, preparing an unprecedented research design using statistical modeling to determine tanks most likely to leak using factors such as tank age, material, contents and soil acidity. Negotiated and monitored contracts, supervised assistants.

1978 – 1985, Associate Management Auditor, State Controller

Designed and conducted compliance, impact, program planning and cost-effectiveness evaluation studies averaging findings of \$1 million per month in savings.

1980, Chief, Cooperative Development Program, Department of Consumer Affairs

Provided a wide variety of development and consultative services to small businesses, including several training modules covering the responsibilities of boards of directors. Coordinated state and national conferences, administered grant programs and developed educational programs and publications. Helped form a cooperative cab company and a cooperative self-help organization for laid-off railroad workers. Testified before the Legislature on Program and co-op law.

EDUCATION

- Boston College, MA in social economy, 1992. Areas of focus: corporate governance, sociology of knowledge.
- Cal State University, Sacramento, MPA in public administration, 1979. Thesis on creating more democratic workplaces.
- Southern Connecticut State University, BS, 1972 with honors in education/sociology.

VOLUNTEER SERVICE

- California State Employees Association/Service Employees International Union: Headed Policy and Bylaws Committee, edited newsletters, held elective offices, wrote and passed general council resolutions to bring better governance to CalPERS and to share information from CalPERS on proxy voting and corporate governance with union members and the public. Former intern with AFCME.
- Board of Directors, Church/Co-op Credit Union (C/CCU), 1988-97. Instituted a VISA card, which helps worthy local causes, low interest loans for the purchase of energy efficient automobiles, and profit-sharing incentives for staff. Moved C/CCU from a position of net loss to a sound financial footing.
- Former board member of Associated Cooperatives (a former food packer and wholesaler), Twin Pines (a national nonprofit supporting cooperatives), Sacramento Natural Foods Cooperative, and the Environmental Health Association. Started Sacramento Foundation for Cooperation.
- Currently on the Advisory Board of VoterMedia.org, a nonprofit nonpartisan [open-source](#) public interest project that improves the accountability of elected leaders by letting participants vote funding for blogs that provide coverage of elections, meetings and representation.