

Computer Sciences Corporation
Annual Shareholder Meeting, 30 July 2007
Proposal on Board Inclusiveness

James Wisecaver: Good Morning, my name is Brother James Wisecaver and I am here representing the Marianist Province of the United States, a national Roman Catholic institution of religious priests and brothers. It is my pleasure to introduce Luis Gamboa, a member in formation in our religious institution, and I have asked him to address the proposal regarding Board Inclusiveness.

Luis Gamboa: We Marianists are a member of the Interfaith Center on Corporate Responsibility (the ICCR), who—with other institutional faith-based investors, pension funds, health systems, and asset management companies—have an estimated combined portfolio value of over 110 billion dollars. Many of these groups are also actively pursuing additional diversity on the Boards of companies in which they invest. ICCR has been a leader in corporate social responsibility for over 35 years.

A November 2005 article entitled “What Happens to Corporations When Boards are Diverse?” proposed corporate boards were created to represent all shareholders. Board diversity provides a body that more closely represents all shareholder and stakeholder interests. As such, diversity has

become an important ingredient for investor consideration and good governance.¹ Furthermore, it seems that, historically speaking, Computer Sciences has had a preponderance of White male directors while hundreds of S&P companies have added women and people of color to their Boards and strive to keep a diverse Board. In fact, a number of them have commitments to board diversity by gender and ethnicity in the charter of their nominating committees.

We understand that there has been some effort to attract female and minority members to serve on the board. However, for a variety of reasons, to date, these efforts have been unsuccessful. We do realize that the pool of qualified female and minority directors is more limited than white males. A recent study by Institutional Shareholder Services stated this is due, in part, to the fact that few women and minorities are holding top executive positions; companies are often competing for the same board vacancies.² We wonder what is the current percentage of female and minority senior executives within Computer Sciences?

All stockholders have received the Board of Directors' Statement in Opposition for our proposal that states, "there are many factors that contribute to a good director" and they, the Board, believe in "the nomination process, which includes... gender, race, ethnicity and other

factors.” Yet this process has not given us stockholders a director of color or of the female gender. What are these factors that make a good director? Why haven’t there been any “worthy” females or people of color found that possess these factors? At last year’s meeting, 31% of the voting stockholders agreed with this proposal, so we ask for an additional 20% more of the stockholders’ vote for a more ardent search for females and people of diverse ethnicities to serve on our Board of Directors. Our resolution before the stockholders today is simple—it asks for a more explicit commitment by the company to pursue female and minority board candidates and to provide to the stockholders some transparency in the process it uses to achieve this end.

The Board states in the proxy, it believes that a commitment to making the board more diverse might be too constraining in finding the most qualified directors. This should be a challenge that you are willing to take. The company has also not been willing to share information on the criteria used by its third-party search firm to identify qualified board candidates.

Eric Fernald of KLD Research and Analytics has stated, “We are now seeing many top U.S. companies step up to the plate and respond to institutional investors’ demands for greater transparency.”³ And Steve Lippman, Vice President of Social Research at Trillium Asset Management Corporation

says, “A growing number of investors recognize that how companies manage environmental and social challenges can affect their business and stock price.”⁴

In a recent study by Chicago United that examined “What Happens to Corporations when Boards are Diverse,” concluded that, “companies with diverse governance, supported by diverse management and business partners have a higher Return on Equity⁵. Therefore, in conclusion, we feel it is in the best interest of our company to commit to a more inclusive Board of Directors and sincerely ask for your support of this resolution.

¹ November 2005, Chicago United, Inc., “Chicago United Board Trend Analysis: What Happens to Corporations When Boards are Diverse?”

² ⁱ 30 June 2006, “Governance Weekly,” www.issproxy.com

³ 12 July 2006, Press Release, SIRAN & KLD, “Socially Responsible Investment Analysts Find More Large U.S. Companies Reporting on Social and Environmental Issues.”

⁴ Ibid.

⁵ November 2005, Chicago United, Inc.