Feminization in the government and in the corporate world

Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination
"The place given to women in corporate governing bodies, which is only the face of more widespread discrimination, does not correspond to the role they now occupy in the economy"

Marie-Jo Zimmermann

SUMMARY

Synthesis ................................................................. 8
Ten recommendations to strengthen the feminization of governance and management bodies of private companies ................................................................. 9

➢ Strengthen/consolidate tools .............................................. 9
1. Know the situation precisely: identify, measure, analyze ........................................... 9
2. Clarify the law: Informing eligible companies about their legal obligations, ensuring consistency and explaining "parity" arrangements in relation to certain related laws...... 10
   2.1. Make all applicable rules readable ......................................................... 10
   2.2. Adjust the law to unify it and form a more understandable corpus, ............... 10
   2.3. Better inform companies with simple and educational tools illustrating current rules (e.g. infographics) ................................................................. 10

➢ Drive ........................................................................... 10
3. Identify monitoring and monitoring bodies for greater efficiency of the law .......... 10
4. Help the implementation of legal obligations and the formation of fish ponds.......... 10
   4.1. Contribute to the implementation of the law to the lowest level ................................ 10
   4.2. Make sure the fishponds are built. ............................................................ 10
5. Organize data availability ............................................................................ 10
5.1. Extend non-financial reporting to all eligible companies................................. 10
5.2. Include data on the feminization of CODIR/CODEC and the rate of feminization among female executives in the non-financial reporting ......................... 10
5.3. Require auditors by Law to verify non-financial reporting on the merits .......... 10
5.4. Require all eligible companies to publish non-financial reporting information on their website. ........................................................................................................... 10

➢ Valuing and punishing ......................................................................................... 10

6. Inciting, valuing........................................................................................................ 11

7.2. Encourage the development of Equality, Diversity, CSR, etc. labels and certifications................................................................................................................. 11

8. Making the consequences of (non-) parity tangible for businesses .................. 11

8.1. Conditioning access to public procurement, ......................................................... 11
8.2. Support Amendment No. 2525 (see Supra) carried by MP Coralie DUBOST in the PACTE Act............................................................................................................. 11

9. Reflect on the effectiveness of the penalties provided by law............................ 11

9.1. By improving existing devices............................................................................ 11
9.2. By creating: ......................................................................................................... 11

10.5. Expanding the scope of the law........................................................................ 12

Opening.................................................................................................................... 13
THE LEGAL FRAMEWORK ..................................................................................... 13
Introduction .............................................................................................................. 19

TITLE 1. THE ASSESSMENT’S RESULTS OF THE LAW ........................................... 24

1. Very contrasting results ....................................................................................... 24

1.1.1.1. An increase in the feminization of boards of directors and supervisors in marked acceleration to exceed the minimum quotas of the Copé-Zimmermann act and which changes the general appearance ................................................................. 26

1.1.1.1.1. Women more present on boards of directors and supervisors ............... 26
1.1.1.1.2. More present in Ca/CS women are also better represented on specialized committees ......................................................................................................................... 27
1.1.1.1.3. Increasingly professionalized administrators ............................................. 28
1.1.1.1.4. More independent women ...................................................................... 29
1.1.1.1.5. Women with more diverse profiles from a wider range of backgrounds ...... 31
1.1.1.6. Women with more international profiles ................................................................. 32
1.1.1.7. Younger women compared to their male counterparts ............................................. 34
1.1.1.8. ... with less seniority of mandate ........................................................................ 35
1.1.1.9. Cumulative? Not that much! .................................................................................. 35
1.1.1.10. Changes not without effect on the overall appearance of CA/CS and the quality of work .............................................................................................................. 35
1.1.1.2. Leading European companies .................................................................................. 38
1.1.1.2.1. A finding showing that France is the best student ................................................. 38
1.1.1.2.2. Which is part of a European dynamic .................................................................. 39
1.1.1.2.3. ... Although large disparities persist between countries and sectors of activity, ................................................................................................................................. 45
1.1.1.2.4. The exception of companies with head offices abroad ........................................ 45
1.1.1.3. A more nuanced qualitative situation: the quantitative tree that hides the forest of quality or the screen effect ..................................................................................... 46
1.1.1.3.1. Women who are overwhelmingly under-represented as CA/CS Presidents ........ 46
1.1.1.3.2. Profiles that are more diverse but highly dependent on the industry ............... 46
   Source: Charts2018 Ethics and Boards .............................................................................. 47
1.1.1.3.3. Differences in size and performance of the company .......................................... 47
1.1.2. Other eligible companies ............................................................................................ 48
1.1.2.1. Companies listed below SBF 120 ........................................................................... 49
1.1.2.2. Unlisted companies under the Copé-Zimmermann Act ......................................... 50
1.2. Explanatory factors ......................................................................................................... 51
1.2.1. Key Factors for Change ............................................................................................. 51
1.2.1.1. The mandatory nature of the law .......................................................................... 51
1.2.1.2. Women's Networks ............................................................................................... 51
1.2.1.3. Corporate governance codes ................................................................................ 54
1.2.1.3.1. The Afep-Medef code ....................................................................................... 54
1.2.1.3.2. The Middle next Code ...................................................................................... 55
1.2.1.4. The economic argument of gender diversity .......................................................... 56
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

1.2.1.5. The role of shareholders and investors ........................................... 57
1.2.1.6. A strong commitment from management ....................................... 58
1.2.1.7. Better management of career paths. Towards a new talent management? ... 59
1.2.1.8. The impact of CSR policies .............................................................. 59
1.2.1.9. The role of recruitment firms ........................................................... 60
1.2.1.10. The ripple effect of model roles ...................................................... 61
1.2.1.11. The list of the feminization of large French companies .................... 62
1.2.2. Brakes ................................................................................................. 63
  1.2.2.1. The culture of the "Old Boys Club" and gender stereotypes ................. 64
  1.2.2.2. Sexism still very present ............................................................... 65
  1.2.2.3. SOMETIMES discriminating HR processes ................................... 65

TITLE 2. WHAT ENTRAINEMENT EFFECT ON COMEX-CODIR? ...................... 68
  2.1. A feminization rate that remains low despite a modest increase for SBF companies: findings and explanations .......................................................... 68
  2.2. For companies below SBF 120 ................................................................... 70
  2.3. Motivations/justifications like those expressed for the feminization of CAs/CS but also more specific ................................................................. 71
    2.3.1. In terms of upward trends ............................................................... 71
      2.3.1.1. The "quota" effect ....................................................................... 71
      2.3.1.2. A better understanding of diversity issues .................................... 71
      2.3.1.3. The "directing" effect .................................................................. 71
    2.3.2. Regarding the still too slow progress .............................................. 72
      2.3.2.2.1. Structural reality ..................................................................... 72
      2.3.2.2.2. An HR process unsuited to women's inclusion ....................... 73

TITLE 3. ACTION LEVERS: REINFORCE TOOLS, PILOT, ENHANCE, SANCTION, BUT QUESTION THE RELEVANCE OF CHANGING THE LAW .................. 75
  3.1. The application of the Copé-Zimmermann law ........................................ 75
    1. The ripple effect of the Copé-Zimmermann law on the feminization of executive and management committees .......................................................... 75
    2. Recommendations .................................................................................. 76
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

1. Strengthen/consolidate tools

1. Know the situation precisely: identify, measure, analyze.

1.1. Measurement difficulty for listed companies

1.2. Measurement difficulty for other listed and even more unlisted companies

2. Clarify the law: Informe of eligible companies on their legal obligations, ensure consistency and explain "parity" arrangements in relation to certain related laws

2.1. Make all applicable rules readable

2.2. Adjust the law to unify it and form a more understandable corpus

2.3. Better inform companies with simple and educational tools illustrating current rules (e.g. with infographics)

1. Drive

3. Identify monitoring and monitoring bodies for greater efficiency of the law

4. Help to measure the implementation of legal obligations and the formation of fishponds

4.1. Contribute to the implementation of the law to the lowest level

4.2. Making sure the fishponds are built

5. Organize data availability

5.1. Extend non-financial reporting to all eligible companies

5.2. Include data on the feminization of COMEX/CODIR and the rate of feminization among female executives in the non-financial reporting

5.3. Require auditors by Law to verify non-financial reporting on the merits

5.4. Require all eligible companies to publish non-financial reporting information on their website

6. Inciting, valuing

6.1. Encouraging employers’ organizations and business associations

6.2. Generalize to all mandates of social agents and directors the number of successive terms of 5 to 3 terms

7. Promoting exemplarity

7.1. Continue the annual list of feminizations

7.2. Encourage the development of Labels and Certifications Equality, Diversity, CSR, etc.

8. Making the consequences of (non-) parity tangible for businesses
8.1. Conditioning access to public procurement, ................................................................. 85
8.2. Support Amendment No.2525 (see Supra) ................................................................. 85
9. Reflect on the effectiveness of the penalties provided by law ........................................ 86
  9.1. By improving existing devices: .................................................................................. 86
  9.2. By creating, .................................................................................................................. 86
  9.3. By aggravating the consequences of an irregular appointment by declaring the deliberations null and void ............................................................................. 87
10. Changing the law? .......................................................................................................... 87
  10.1. Extending quotas to COMEX/CODIR? ................................................................. 87
  10.2. The introduction of a quota for COMEX/CODIR is not desirable at this stage .... 88
  10.3. But rely on the existing legal arsenal ..................................................................... 90
  10.4. Focus on a proactive policy ..................................................................................... 91
  10.5. Expanding the scope of the law .............................................................................. 92

Conclusion ............................................................................................................................... 93

Thanks .................................................................................................................................. 94

Appendices .............................................................................................................................. 99
  APPENDICE 1 - Mission Letter ......................................................................................... 100
  APPENDICE 2 - Methodological Sheet .......................................................................... 102
Synthesis

Promoting gender diversity in corporate governance is one of the pillars of government action for professional equality and is prominent in the latest inter-ministerial plan 2016-2020 for professional equality between women and men.

However, despite a political will displayed and indisputable based on the Copé-Zimmermann law which imposes on boards of directors and supervisors a threshold of feminization of at least 40%, reinforced since then by several other related laws and regularly revised codes of governance, the balance sheet is contrasted and shows a two-speed progression showing:

1. on the one hand, SBF 120 companies that perform and comply with the Copé-Zimmermann law, or even go beyond the minimum threshold;

2. on the other hand, ETIs and SMEs rated below the SBF 120 and not rated much slower to feminize their governance bodies.

This two-speed progression is such that it is necessary to draw up two separate balance sheets to properly report the situation.

1. In the case of SBF 120 companies, they have experienced a real turnaround in the space of seven years, from a feminization rate of 20.4% in 2012 to 44% in 2019. This result puts France at European level in pole position leading to the increased number of directors, who are younger (of age and seniority of mandate) but also to take on more responsibilities in specialized committees, to become professionalized while being more independent and with more diverse profiles.

This transformation in the face of boards of directors and supervisors has been accompanied by an improvement in the quality of their work. However, there is still a lot of room for improvement, both in terms of the majority-masculinized presidencies, the industry and the size of the company.
1. **For eligible companies below the SBF 120**, the feminization rate is 34.1%, which puts them out of law and raises the question of the effectiveness of sanctions.

2. Several factors, especially for the companies of the SBF 120, explain this general situation: the presence of a network of women, the respect by the government guide companies, the economic argument of diversity, the role of shareholders, strong management commitment, improved HR processes, etc., but a number of barriers remain: stereotypes, corporate culture, discriminating HR processes.

Moreover, the ripple or run-down effect of the Copé-Zimmerman Act on COMEX/CODIR, which many hoped, did not take place, or very insufficiently, for both SBF 120 companies and all other eligible companies. There are several reasons for this near status quo: the lack of pools in certain sectors of activity, real or so-called, of HR processes unsuited to the inclusion of women and even some resistance to change on the part of both men and women.

To overcome this situation, several levers of action can be implemented: strengthening tools, driving, valuing, sanctioning. They can still be improved, but at this stage the introduction of quotas within CODIR/COMEX does not set relevant to us.

**Ten recommendations to strengthen the feminization of governance and management bodies of private companies**

➢ **Strengthen/consolidate tools**

1. **Know the situation precisely: identify, measure, analyze**
   1.1. Measuring difficulty for listed companies
   1.2. Measurement difficulty for other listed and even more unlisted companies
2. Clarify the law: Informing eligible companies about their legal obligations, ensuring consistency and explaining "parity" arrangements in relation to certain related laws

   2.1. Make all applicable rules readable

   2.2. Adjust the law to unify it and form a more understandable corpus,

   2.3. Better inform companies with simple and educational tools illustrating current rules (e.g. infographics)

➢ **Drive**

3. Identify monitoring and monitoring bodies for greater efficiency of the law

4. Help the implementation of legal obligations and the formation of fishponds

   4.1. Contribute to the implementation of the law to the lowest level

   4.2. Make sure the fishponds are built.

5. Organize data availability

   5.1. Extend non-financial reporting to all eligible companies

   5.2. Include data on the feminization of CODIR/CODEC and the rate of feminization among female executives in the non-financial reporting

   5.3. Require auditors by Law to verify non-financial reporting on the merits

   5.4. Require all eligible companies to publish non-financial reporting information on their website.

➢ **Valuing and punishing**
6. Inciting, valuing

6.1. Encouraging employers’ organizations and business associations

6.2. Generalize to all mandates of social agents and directors the number of successive terms of 5 to 3 terms

7. Promoting exemplarity

7.1. Continue the annual list of the feminization of large French companies and complementary prices, the price rankings of parity, and extend them to all companies eligible for the Copé-Zimmermann law as soon as questions of availability and reliability of secure data.

7.2. Encourage the development of Equality, Diversity, CSR, etc. labels and certifications.

8. Making the consequences of (non-) parity tangible for businesses

8.1. Conditioning access to public procurement,

8.2. Support Amendment No. 2525 (see Supra) carried by MP Coralie DUBOST in the PACTE Act

9. Reflect on the effectiveness of the penalties provided by law

9.1. By improving existing devices:

1. Nomination nullity:
2. Suspension of remuneration

9.2. By creating:

3. For the monitoring authorities concerned, an alert system
4. A reminder of the law
5. A presentation of the accompanying devices
9.3. By aggravating the consequences of an improper appointment by declaring subsequent deliberations null and void

10. Changing the law?

10.1. Extending quotas to COMEX/CODIR?

10.2. The introduction of a quota for COMEX/CODIR is not desirable.

10.3. But rely on the existing legal arsenal

10.4. Focus on a proactive policy

10.5. Expanding the scope of the law
The provisions of the law of 27 January 2011 on the balanced representation of women and men on the boards of directors and supervisory boards (Copé-Zimmermann law) and their extension in January 2020 to companies of at least 250 employees planned by the law of 4th of August 2014 for Real Gender Equality (Vallaud-Belkacem Law) are part of a wider social movement aimed at establishing true equality between women and men in all spheres of company.

These first two laws set targets for the numbers or ratios of members of each gender to ensure a balanced representation of women and men on corporate boards and supervisors. It should be noted, in the opening remarks, that these objectives are intended to apply to women as well as men. Nevertheless, and with exceptions, women are now a minority in the governance bodies, by simplification, and the feminization of governance bodies will often be mentioned in the following presentation.

Other laws have since come, directly or indirectly, to strengthen the legal architecture.

So, it is with the CSR (2009/2010), Rebsamen (2015), "For the freedom to choose one's professional future" (2018) carried by Labor Minister Muriel Pénicaud and the future PACTE law currently being re-read in the Senate.

# Law No. 2011-103 of 27 January 2011 on the balanced representation of women and men on boards of directors and supervisory boards and on professional equality aims to achieve greater diversity in the composition of the governing bodies of limited companies listed by the introduction of mandatory quotas for women.
Fully implemented on 1 January 2017, it has issued a "double" quota rule based on the size of the councils in articles L225-18-1 and L225-69-1 of the Code of Commerce:

For boards of directors or supervisors with eight or more members: at least 40% of members of each gender;

For councils with no more than 8 members: the gap between the number of members of each sex cannot be greater than two.

The companies involved

All companies listed on the Euronext Paris market, i.e. limited companies (SA) and limited partnerships (SCA) and unlisted companies that each employ

at least 500 permanent employees

and with a net turnover or balance sheet total of at least 50 million euros.

It should be noted that the French SA listed on Euronext Growth (ex Alternext Paris) or the second market meeting these criteria are also part of the group designated as "unlisted", although they are "listed" on a Euronext Paris market. On the other hand, Simplified Equity Companies are not affected.

# Law No. 2014-873 of 4 August 2014 for real equality between women and men extends, effective 1 January 2020, this obligation to all companies with 250 to 489 permanent employees.

Sanctions:

In the event of non-compliance, companies may be subject to the following sanctions:
1. nullity of appointments that do not conform to the objective of parity (without resulting in nullity of deliberations)
2. Suspension of attendance token payments;

Law No. 2015-994 of 17 August 2015 on social dialogue and employment has extended the scope of Law No. 2013-504 of 14 June 2013 on salaried directors by lowering the staffing thresholds for employee representation on boards of directors or supervisory boards.

It requires companies (SA/SCA) to open their board to salaried directors as long as they have, with their direct or indirect subsidiaries headquartered in France:

1,000 employees in two consecutive years

or 5,000 employees including subsidiaries based abroad in addition to those established in the country.

create at least one salaried director position if their board of directors or supervisory directors includes, excluding salaried directors, up to twelve members, and at least two positions if it has thirteen or more members (C. com., art. L. 225-7-1)

Parity requirement: When two representatives are to be appointed, a man and a woman are required.

The main purpose of Law No. 2018-771 of September 5, 2018 for the freedom to choose one's professional future is to reform the system of initial (apprenticeship) and continuing vocational training as well as the functioning of unemployment insurance. Nevertheless, several binding provisions are of direct interest to professional equality between women and men, boards of
directors and, in turn, the feminization of COMEX-CODIR and the strengthening of their pool.

The act provides that the boards of directors and supervisors of SA and SCA must deliberate annually on the company’s policy on professional and equal pay.

This deliberation is based on indicators (contained in the BDES on which we will return below) relating to professional equality between women and men, as well as based on the plan for professional equality when implemented.

In addition, the corporate governance report, attached to the management report and submitted by the company’s board of directors to the general meeting, includes:

- a description of the diversity policy applied to board members based on criteria such as gender, age, qualifications, and work experience. This description is supplemented by information on:
  1. how the company seeks a balanced representation of women and men on the committee set up, if necessary, by the Directorate General with a view to assisting it regularly in the exercise of its general missions,
  2. gender performance in the 10% of positions with the highest responsibility
  3. the objectives of this a description of the objectives of this policy, its terms of implementation and the results achieved in the past year or if the company does not apply such a policy, a reasoned explanation.

The Business Growth and Transformation Bill (PACTE) passed for re-reading by the National Assembly on 16 March 2019 and to be reviewed in the Senate from 9 April 2019 contains several measures aimed at promoting gender balance in the composition of management and management teams. Among other things, the PACTE bill provides for changes to the sanction for non-
compliance with the rules of parity years on the boards of directors and supervisors of SA and SCA. So:

According to Article 62 quarter, companies must seek a balanced composition of women and men when appointing members of the Executive Board or deputy CEOs. This is a goal that the board of directors or the executive board must pursue, as appropriate. In addition, the same article requires the Board of Directors to set up a selection process for board members and deputy CEOs that ensures the presence of at least one man and one woman among the candidates at each stage of the selection process.

Article 62 Quinquies A provides for changes to the penalty for non-compliance with the rules of parity on the boards of directors (CA) and supervision (CS) of companies subject to the obligation. Now, when the proportion of directors or members of the CS of one of the two sexes is less than 40%, the deliberations in which the irregularly appointed director or member of the CS took part are null and void. This measure, brought by MP Coralie DUBOST (Amendment No. 2525), which we will return to later, returns to the positive law which expressly excludes the nullity of the deliberations.

Finally, Article 62 quinquies extends the principle of non-discrimination in the labor code to the procedures for appointing social agents. This prohibition, which applies only to employee recruitment procedures under current law, now prohibits the dismissal of a candidate from an appointment procedure on the basis, among other things, of his origin, his sex, his family situation, his pregnancy or his sexual orientation or gender identity.
CSR laws

The texts relating to Corporate Social Responsibility (CSR) do not set any obligation regarding the diversity of Councils. But they force companies to be more transparent. This is particularly the case with Ordinance No. 2017-1180 of 19 July 2017 relating to the publication of non-financial information by certain large companies and groups of companies, amending several articles of the Trade Code which obliges eligible companies to now file an extra-financial performance statement inserted in the management report (C.com., Art. L. 225-102-1) including, in particular, a description of the diversity policy applied to board members based on criteria such as age, gender or qualifications and work experience, as well as a description of the objectives of this policy, how it will be implemented and the results achieved over the past year.

The CSR provisions are studied in more detail infra.
Report

Introduction

In a letter dated of October 25th 2018, Ms. Marlene SCHIAPPA, Secretary of State to the Prime Minister, responsible for gender equality and the fight against discrimination, entrusted me with a mission on the effective implementation of laws relating to the feminization of governance bodies and their possible impact on the feminization of governing bodies.

It is a continuation of the Interim Assessment Report of the High Council for Gender Equality and the Higher Council for Professional Equality between Women and Men published in February 2016. She hears, at her level,

1. Systematize a regular assessment of the place of women on boards of directors and supervisory boards in accordance with the spirit of Article 7 of the Copé-Zimmermann Act and by complying with the general obligation of the State to evaluate public policies,

2. Make recommendations to remove the remaining challenges in ensuring a balanced representation of women and men in governance and management bodies.

Indeed, while the promotion of gender diversity in corporate governance is one of the main pillars of government action for professional equality and is prominent in the latest inter-ministerial plan 2016-2020 for professional equality between women and men and notwithstanding the real progress made, mainly at the level of the boards of directors and supervisors of companies of the SBF10 - results for ETIs and SMEs
eligible for the Copé-Zimmermann law remain insufficient. In addition, the expected ripple or run-off effect of the feminization of boards of directors and supervisors on executive and management committees (COMEX-CODIR) did not occur or insufficiently.

The feminization of the governing bodies of companies has been the subject of several initiatives carried out by the State, but also of private firms that try to draw up a sometimes difficult state of affairs for lack of consolidated data and above all a certain many companies that today incorporate this dimension into their internal strategy far beyond legal obligations.

Seven years after the enactment of the Copé-Zimmermann Act, which obliges boards of directors and supervisors from 1st of January 2017 to count at least 40% women in listed companies and companies with more than 500 permanent employees and a turnover of more than 50 million euros where are we?

**Purpose and scope of evaluation**

This is a quantitative and qualitative assessment, but also a more forward-looking work aimed at measuring the indirect impact of these laws on COMEX and CODIR and to anticipate their planned extension in 2020 by the Vallaud-Belkacem Act, to companies with at least 250 employees, meeting the same conditions of turnover and/or balance sheet total.

Finally, this mission, which has been based on numerous exchanges and interviews with the main economic, associative and several qualified personalities, is intended to be constructive and pragmatic.

That is why the protractor, in accordance with the requirements of his mission letter, has set himself the objectives of:

1. draw up a quantitative and qualitative assessment of the implementation of legal provisions on the balanced representation of women and men in governance bodies;
2. identify the brakes or even sticking points, both to the feminization of the boards of directors and supervisors as well as the COMEX-CODIR.

3. identify the levers of action, structures on which to build and the measures to be implemented to ensure a balanced representation of women and men in governance and management bodies.

A report by the General Economic and Financial Control (CGefi) on *parity in the boards of directors and supervisory boards of public institutions and companies* in the public sphere having already been produced in 2017, the Public Establishments of industrial and commercial character (EPIC) and the Public Administrative Institutions (EPA) covered by Article 52 of the Sauvadet Act were not included in the scope of the same mission of the Sauvadet Act. Other companies entering the CGefi perimeter.

Nor has the effects of the Sauvadet Act been assessed here on women's access to senior and executive positions in the Administration. It would require a specific study in its own right and certainly a strong new political impulse as the subject seems to be stuck and the device fragile.

He has also limited his statistical research to only companies eligible to date for the Copé-Zimmermann Act. On the other hand, its recommendations also apply to unlisted companies eligible for the Vallaud-Belkacem Act in 2020.

Finally, in order to avoid an inventory at the Counterproductive Prevert and to ensure rapid operational implementation, the protractor has made a point of retaining and proposing only the ten proposals that are most relevant to him.

**Presentation of the evaluation methodology**

For his work, the protractor drew on various complementary approaches:

- The exploitation of statistics carried out by Ethics and Boards in the context of the SBF 120's Federation of Governing Bodies
• The exploitation of statistical work (extraction and analysis) carried out by Karima BOUAISS, Senior Lecturer at the FFBC-IMMD of the University of Lille and Professor-Researcher at ISA Lille - Yncréa;
• In addition, the exploitation of public statistics already carried out on the market, including studies produced by Deloitte, Governance and Structures, Russell Reynolds and the European Women on Boards (EWOB);
• A literature review as well as the exploitation of the main studies and research produced on the subject;
• An interview with Marie-Jo Zimmermann, co-author with François Copé of the Law on the Balanced Representation of Women and Men on Boards of Directors and Supervision and Professional Equality, adopted on 27 January 2011;
• Interviews with qualified people;
• Interviews with representatives of companies ranging from CAC 40 and SBF 80 companies to other eligible/virtuous companies that exceed quotas or more "refractory";
• Interviews with representatives of women's networks (internal or external);
• Interviews with representatives of the Administration;
• Interviews with parliamentarians;
• Interviews with representatives of professional associations;
• The collection of opinions and works of academics;
• The search for comparative data with Europe and, as needed, global.

**Introducing the report**

The mission’s findings are presented in two parts, respectively:

1. The balance sheet of law enforcement and its evolution from the previous assessment
2. The ripple or runoff effects of the law on COMEX-CODIR.
The last part details the ten recommendations that we think are most relevant to us to improve the feminization of the governance and management bodies of private companies based on four axes:

**Axis 1:** Strengthen/consolidate tools

**Axis 2:** Flying

**Axis 3:** valuing and punishing

**Axis 4:** Changing the law

Appendix 2 of this report specifies the methodology used for the statistics of eligible companies outside SBF 120 (results for CAC 40 and SBF 80 companies from, with a few duly researched exceptions and as *mentioned above*, from public statistics from Ethics and Boards, Deloitte and Russel Reynolds as well as the European EWOB network).
TITLE 1. THE ASSESMENT'S RESULTS OF THE LAW

1. Very contrasting results

The statistical analyses on which this report is based reveal two strong trends:

(1)) Based on the list of the feminization of large companies published each year by the Cabinet Ethics and Boards, the evolution of law enforcement over a constant scope of 102 companies show that:

1. CAC 40 companies complied with the law as early as 2016 with an average ratio of 41.8%;
2. SBF 80 companies were in the year the law came into force in 2017 with an average ratio of 41.9%, as shown in figure 1.

![Evolution of the Copé-Zimmermann ratio](chart.png)

Source: Ethics and Boards
This figure shows an increase that accelerated from 2016 on the part of women on the boards of large French companies. In 2018, SBF 120 companies have on average a ratio well above legal requirements with a rate of 43.4% (43.7% for the CAC 40 and 43.3% for the SBF 80).

(2)) An extremely contrasting situation, even, despite the general nature of the Copé-Zimmermann law, a feminization of two-tier governance bodies that are characterized by:

1. on the one hand, companies in the CAC 40 and SBF 80 that perform and comply with the Copé-Zimmermann law, or even go beyond to the point of being at the top of the European companies;
2. on the other hand, ETIs and SMEs rated below the SBF 120 and not rated much slower to feminize their governance bodies even if the figures are more encouraging for the unlisted. These listed companies only comply with the law to the tune of 36.4% of them and unlisted companies have a compliance rate of 49.9%, which means that more than half or, in the first case, more than two-thirds do not comply with the law. In addition, the rate of feminization of the boards of these two types of business remains largely perfectible. Indeed, companies listed below the SBF 120 have an average feminization rate of their board of 34.1% and unlisted companies only 27%, as shown in the following graph.

*Average feminization rate of the boards of directors of French companies eligible for the Copé-Zimmermann law*

![Graph showing average feminization rate](image)

Beyond the purely quantitative evolution, the data collected allow us to better understand the profiles of the administrators.
1.1.1. CAC 40 and SBF 80 companies

1.1.1.1. An increase in the feminization of boards of directors and supervisors in marked acceleration to exceed the minimum quotas of the Copé-Zimmermann act and which changes the general appearance

The results of Ethics and Boards in its annual list for SBF 120 companies in terms of feminization are tangible. While in 2010 the percentage of women on boards of directors and supervisors was just 12.5%, the average rate now stands at 43.6%. Eighty-eight SBF 120 companies even exceed the minimum 40% of the Copé-Zimmermann law (compared to 4 in 2013). This evolution goes so far as to gradually transform the general appearance of CA/CS.

The following figure shows the beneficial effect of the law which shows that 88 companies of the SBF 120 comply with the law in January in 2019. Nevertheless, many of them fall below the legal threshold and by definition outlawed...

This situation is studied in more detail in sub.

1.1.1.1. Women more present on boards of directors and supervisors

While in 2011 the presence of women on the boards of directors was marginal (14.8% in the SBF 120 and 20.3% for the CAC 40), the Copé-Zimmermann law led to a real turnaround particularly rapid to the point of reaching (on average) by 2012 the first legislative threshold of 20% normally set for 2014. Women were thus present on the boards of the SBF 120 to the tune of 20.4% in 2012 (22.9% for the boards of CAC 40). When the law expires in 2017, the largest French listed companies met the 40% threshold with an average rate of 42%. At the beginning of 2019, these
companies have a feminization rate of their board of directors of around 44%, as shown in Figure 4 below to the point of being able to say today that they have taken their place in the CA/CS.

![Feminization of the boards of directors of listed companies of the SBF 120 and the CAC](source)

1.1.1.1.2. More present in Ca/CS women are also better represented on specialized committees

According to figures from Deloitte, this feminization of governance bodies is developing within specialized committees. Women thus represent 44% of the members of the specialized committees of the council. Admittedly, "technical" committees such as the ethics committee (66%), the CSR committee (63%) and the audit committee (49%) are mostly occupied by women, while "strategic" committees remain two-thirds made up of men.

![Women's presence on committees](source)
However, committees considered "key" with high political issues, including compensation and appointments, are rapidly becoming more feminized. Indeed, the remuneration and appointment committees are, respectively, chaired by 48.7% and 45.8% by women in February 2019, an increase of almost 3 points compared to May 2018.

In addition, as shown in Figure 6 on the constant sample of 102 companies listed on the SBF 120, presented below, there has been a marked increase in the presence of women on these committees, even though more than one in two directors is still one Man. This is all the truer for the largest CAC 40 capitalizations, which had only 31.6% women on their remuneration committee in 2015 and are up to 43% in 2018 on remuneration committees (panel A).

The same trend is observed for the nominating committee (panel B) where women are present to the tune of 32.3% in 2015 and 42.4% in 2018.

It should be noted that the best practices in the feminization of these two committees that we will discuss below are more prevalent in companies listed on the SBF 80.

1.1.1.1.3. Increasingly professionalized administrators

While this is a prerequisite in some countries, such as the United Kingdom, having completed a certifying course or dedicated training is nevertheless an asset in France to become a director. These training courses, whose registration costs are not negligible, are increasingly considered indispensable by headhunting firms to build their pool and are now closely watched by boards of directors or supervisors when
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

recruiting a new director regardless of gender. As Daniel Lebègue rejoices in the preface to Yves Dumont's book "Company Administrator: Why not Me? », we have gone from "a peer club to a pool of skills."

Governance has become a major issue and has become professionalized. Professionalism, in the words of an IFA fact sheet, «means commitment, assiduity and participation in the council's debates. In this respect, we can distinguish two types of profile: on the one hand, the professional of the business, his sector, his markets and, on the other hand, the one who has particular expertise in the accounting, financial, legal, human relations or management fields."

To respond to networks and schools such as IFA, Sciences Po, ESSEC, etc., have been offering specialized training courses for the past ten years, open to a wider audience and which have been very successful: "The typical profile sought before was a man who had led a large group. Since there are few women who have led a large group, boards have gone to seek women in executive positions."

But if these courses were initially perhaps more followed by women, they are intended - unlike dedicated training set up by women's networks (see below) or that led at ESSEC by Professor Viviane de Beaufort - to address indiscriminately women and men with the exclusive pedagogical objective of preparing administrators and future administrators for the exercise of a mandate. Moreover, it is not neutral to see that men, seeing the interest given to them by the boards of directors and the offices of headhunters, are increasingly asking to follow these trainings today.

It should be noted that these trainings are only one aspect of professionalism and that the recruitment of directors is done at this level as much on experience (indispensable) and personality (courage, persuasion, ability to work, debate ...) as on technical skills. However, still too many trainings today are (voluntarily?) imprecise on the fact that training does not automatically take away mandate and promise access to an arithmetically restricted "market".

1.1.1.1.4. More independent women

French directors with a rate for SBF 120 companies of 74.9% are more independent than their male counterparts (46.9%)
The status of an independent director has long been the subject of debate both in France and internationally because of the legal difficulty of defining the concept of independence which by nature is subjective and therefore questions its reality. The Afep-Medef 2018 corporate governance code states today that “by an independent director, any non-executive corporate agent of the company or its group without any special interest ties (significant shareholder, employee, other) must be heard.” This new definition remains open to interpretation, but it is more precise and operational.

The Afep-Medef code now recommends that the proportion of independent directors on the Board must be in half (companies with dispersed capital) or at least one third. This rate is, on average, respected in SBF 120 firms with a rate of 56.7% at the beginning of 2018. Ethics and Boards states that 71.8% of women are independent compared to 45.8% of men.

In an international comparison, the study conducted by Morgan Stanley in March 2017 sheds lighter on France’s highest standards with a floor of 50% (along with Australia, Denmark, India, Singapore, South Korea, Spain, Sweden, Switzerland, Great Britain and the United States). Their study looks at about 2500 companies around the world that provide their independence rate on their boards in 2015. Figure 7 below shows that 57% of French firms actually have an average independence rate of more than 50%, although in other countries such as the United States or Switzerland the boards are all composed of at least 50% independent directors. The 75% threshold for independent directors is more frequently crossed by American, Dutch, Swiss, German and Australian companies.

*International comparison of directors’ independence on boards of directors in 2015*

![Graph showing international comparison of directors' independence on boards of directors in 2015](source: Morgan Stanley)
In terms of appointments in 2018 (see Figure 8, Panel A below), women from financial and legal positions are more represented than men (26.5% versus 23.6% for men). They work in the banking, insurance sectors and more generally in finance at 22.4% (men come from 28.5% of cases) as shown in Figure 8, Panel B below.

These women also bring managerial and management skills to the boards of directors and supervisors (20.4% even though men hold these positions in 38.2% of cases) and more specifically marketing and communication skills (11.5% vs. 2.1%), digital and information technology (8% vs. 2.8%) and even to a lesser extent in Human Resources (1.8%) no men have been recruited.

**Gender Diversity of Functional Skills for SBF 120 nominations in 2018**

*Panel A*

<table>
<thead>
<tr>
<th>Répartition des compétences</th>
<th>Financ e et Légal</th>
<th>Directi on Générale</th>
<th>Market ing et Communicati on</th>
<th>Distrib utions et Marchés</th>
<th>Digital et IT</th>
<th>Stratég ie</th>
<th>Entrepre neur</th>
<th>Opérat ions</th>
<th>Foncti on publiq ue</th>
<th>RH</th>
<th>Acadé miques et scientif iques</th>
<th>RSE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Femmes</td>
<td>0,409</td>
<td>0,265</td>
<td>0,204</td>
<td>0,115</td>
<td>0,08</td>
<td>0,08</td>
<td>0,062</td>
<td>0,053</td>
<td>0,018</td>
<td>0,014</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Hommes</td>
<td>0,591</td>
<td>0,236</td>
<td>0,382</td>
<td>0,021</td>
<td>0,09</td>
<td>0,028</td>
<td>0,028</td>
<td>0,034</td>
<td>0,097</td>
<td>0</td>
<td>0,014</td>
<td>0</td>
</tr>
</tbody>
</table>

*Panel B*

<table>
<thead>
<tr>
<th>Banques et assuranc es</th>
<th>Biens et servivces de consom mation</th>
<th>Conseil et Légal</th>
<th>Digital, Technolo gie et Telecom</th>
<th>Institutio ns Publiques</th>
<th>Industrie s</th>
<th>Energy &amp; Utilities</th>
<th>Services B to B</th>
<th>Associati ons</th>
<th>Biens et servivces de santé</th>
</tr>
</thead>
<tbody>
<tr>
<td>Femmes</td>
<td>0,224</td>
<td>0,214</td>
<td>0,143</td>
<td>0,102</td>
<td>0,092</td>
<td>0,071</td>
<td>0,061</td>
<td>0,04</td>
<td>0,025</td>
</tr>
<tr>
<td>Hommes</td>
<td>0,285</td>
<td>0,117</td>
<td>0,058</td>
<td>0,066</td>
<td>0,139</td>
<td>0,212</td>
<td>0,073</td>
<td>0</td>
<td>0,022</td>
</tr>
</tbody>
</table>

*Source : Ethics and Boards*
1.1.1.1.6. Women with more international profiles

The feminization of boards of directors and supervisors combined with the internationalization of companies has also accelerated since 2013 the recruitment of foreign women who represented, to date, 40% of the positions of directors in the CAC 40 (26% foreign men for directorships).

At the beginning of 2018, 35.5% of female directors have at least a foreign nationality, while directors have a second nationality for 29.6% of them, according to Ethics and Boards. This percentage of female directors with at least a foreign nationality varies little, with 31.5% for women and 27% for men in 2013.

This development is not unique to French companies and is part of a fundamental trend in the various Western countries that does not concern exclusively women. According to Ethics and Boards in 2018, the share of directors’ mandates for extranationals is 43% for the UK boards of companies listed on the FTSE 100. The French councils come second with a rate of 32% (480 mandates for 1493) for the SBF 120, then the German advice of the DAX 30 with a rate of 23%. The boards of the 100 largest U.S. companies have the fewest extranational with a low rate of 15%, as shown in Figure 6. In detail, the mandates of directors held by Europeans are the most important, for the following indices: 19% for the SBF 120, 15% for the DAX 30 and 8% for the S-P 100. Unsurprisingly, the most popular extranational administrators are the Americans. The exception is the FTSE 100, which has 19% of Americans and 16% of Europeans. Similar findings are made in the Russell Reynolds study.
Comparatively, however, the trend is more significant for women in Europe with a feminization rate of 25% on the boards of the largest listed companies in the European Union compared to 19% in North America and 10% in Asia.

In the details of the study published at the end of December 2018 by Ethics and Boards, women directors with a second nationality that is different from that of the company in which they sit are structurally important than men and this, regardless of the stock market index selected, as shown in figure 10.

The most common case concerns the UK boards of directors of the FTSE 100 with an extra-national director’s rate of 46.4% (34.9% for men), followed by CAC 40 directors with a rate of 41.3% (29.4% for men), finally DAX 30 administrators with a rate of 23.8% (16.3% for men). Foreigners on the boards of large international groups are therefore first and foremost administrators!
However, this increase in extra-national administrators on boards if it meets an economic imperative and allows companies to "check two boxes at once" does not go without difficulty, especially for French companies to the point that some experts think that this trend should stabilize or even regress in the coming years. The extra cost on the operating budget is real and this configuration does not lend itself well to urgent meetings. It is not always easy for companies to find French-speaking extra-nationals.

1.1.1.7. Younger women compared to their male counterparts

Administrators are younger than their male counterparts. In the SBF 120, they are four years younger than their male counterparts: 56.3 years versus 60.4 years. The new administrators are between 53 and 55 years old, are mostly still operational and generally have no dependent children.

The same trend is observed for CAC 40 directors who are on average 56.7 years older for women and 61.2 years for men. As a complement, companies listed below the SBF 120 have younger women with an average age of 54.6, while men are on average 60.5 years old. Finally, unlisted companies have even younger directors with an average of 53.3 years for women and men aged 57.5.
1.1.1.8... with less seniority of mandate

Seniority in the terms of directors of the SBF 120 is lower for women (4.4 years on average) than for their male counterparts (7.2 years). What's the source?

1.1.1.9. Cumulative? Not that much!

The Copé-Zimmermann Act has led to significant changes in practice within the SBF 120. Indeed, the mandates divided between the directors who sit on the boards of directors of companies listed in this index are more often offered to directors outside this index. The average rate of warrants held in the SBF 120 fell to 1.65 terms in 2018 from 1.91 in 2013, as shown in figure 8. This reduction has more strongly affected the mandates granted to men, which increased from 1.92 average mandates in 2013 to 1.56 terms in 2018, below that of women, which remains at 1.78 average terms in 2018.

What can we learn from these results? Is this a consequence of the invisibility of potential administrators? This finding in favor of women must remain measured because the number of mandates held (less than 2) is quite manageable and the differential between women and men is only 0.22 mandates... Moreover, as shown in the figure below, the trend is bearish.

**Evolution between 2013 and 2018 of the cumulative intra-SBF 120 mandates**

![Graph showing the evolution of cumulative mandates for Femmes, Hommes, and Moyenne between 2013 and 2018.]

Source: Ethics and Boards

1.1.1.10. Changes not without effect on the overall appearance of CA/CS and the quality of work

Virtuous effects of their feminization boards of directors and supervisors are getting younger to the point of “breaking up the old men club”. The average age of new entrants is 56 years while that of the leavers is 64 years. This trend towards rejuvenation of boards is likely to increase further as, according to a recent publication by Ethics and
Boards, 347 members (or 29%) SBF 120 boards have at least one term expiring in 2019. Women are on average 56 years of age while men are on average 57 years old, as shown in the following table. This sketch shows a reality in terms of the diversification of profiles recruited through the Copé-Zimmermann law: more youth, more independence, more diversity from abroad and shorter mandates...

| Table 1: Robot Portrait in October 2018 of the Administrator sitting on SBF 120 |
|---|---|---|
| **Women** | **Men** |
| % des mandates | 43,40% | 56,60% |
| Average age | 56,3 Years | 60,4 Years |
| % Independence | 75% | 47,40% |
| Extra nationality | 30,50% | 28,10% |
| Average term of office | 4,4 Years | 7,2 Years |
| Intra-SBF 120 | 1,78 Mandates | 1,56 Mandates |

Source: Ethics and Boards

At the same time, directors’ specialties of all genders are becoming more diverse. As a result, the share of digital administrators is up sharply (up 30% compared to 2017) and their profile is changing. As the following graph shows, at least two-thirds of the CAC 40’s boards are made up of a digital administrator.

Source: Russell Reynolds

On the other hand, the number of directors from the executive branch is down significantly. At the moment, this situation is not critical and it can be considered that it is ultimately the simple consequence of the recruitment of more technical profiles, but for Marc Sanglé Ferrière, co-head of the CEO and Board Europe business at
Russell Reynolds, "we must be vigilant on this point [because] this competence is indispensable in a council".

The mandatory feminization of boards of directors has also forced French companies to change their paradigm sets and move out of the self to find administrators with more heterodox profiles. "For the first time, appointment profiles had to be established," recalls Agnès Touraine, IfA President, while companies have so far relied on very closed informal networks where co-optation between business leaders was the rule. Agnès Touraine added, « The type profile sought before was a man who led a large group. Since there are few women who have led a large group, boards of directors have gone to seek women in executive positions. It becomes more than a retirement job! »

Finally, this feminization was accompanied by a movement of professionalization and had an impact on the working methods and the quality of the work of the boards of directors. Two explanations are usually given to explain this transformation:

1. One, often heard in our interviews, is based on qualities and values that society lends to women but which, from our point of view, fall rather under gender stereotypes and that women are more studious, more patient, more understanding, less careerist, less sensitive to issues of power and ego, etc..

2. The other relies more on the much less questionable minority-majority ratio. According to this concept, women long removed from the spaces of power have projected as a minority, even ultra-minority, an idealized vision of the functioning of councils and their mandate; they then bring a fresh eye upon their appointment to the Board, free from past decisions. As a minority, they also develop the so-called Impostor complex maintained by their status as "quota women" which leads them to work more on their files. Finally, often victims in their careers of the authoritarian power of their hierarchy, they are eager to "play together" and have a developed sense of respect for rule and ethics.
1.1.1.2. Leading European companies...

With this balance sheet, France has an undeniable lead over its European partners.

1.1.1.2.1. A finding showing that France is the best student

With an average rate of women on boards of directors and supervisors of 44.2%, French companies are arriving, indeed, at the top of the new European Mixed Education Index published last November in Brussels by Ethics and Boards and the European Women on Boards (EWOB) network far ahead of Italy (36.5%), Germany (33.7%), Finland (33.3%), Belgium (32.7%), the Netherlands (31.7%), the United Kingdom (29.9%), Spain (33.3%), or the Czech Republic (24.6%) and while the average rate of women on these boards is 33.6%.

The following figure shows the rates of feminization of the boards of companies listed on the main national stock indexes in October 2018. It shows that French firms have overtaken Norwegian companies that have been the forerunners of the feminization movement of governance bodies. Only these two indices have an average above 40%. Seven national indices see their companies have between 30 and 40% women on their boards. This figure shows the success of such a legal measure.

*Feminization rates of boards of directors of groups listed on major global indices*

This performance of French companies is even more remarkable as they come back from afar and the progress is rapid.
In 2010, the CAC40 was the index with the fewest women on corporate boards in Europe, just over 15.3%. Eight years later, the percentage of women more than tripled on the boards of these large companies to 43.1% in 2018.

Similarly, in 2009, the share of women on sBF120 company boards and supervisory boards was 9.3%. It is now 43.6% in January 2019. In this index, 23 have between 50% and 60% of women in their ca. In June 2015, 21 companies exceeded the 40% threshold and no company has yet to offer male-only advice.

According to Ethics and Boards, 90% of CAC 40 companies and 90% of SBF120 companies have reached 40% of women in 2018.

1.1.1.2.2. Which is part of a European dynamic

Most European countries have seen an increase in the share of women on the boards and supervisory boards of their companies. According to a study carried out in July 2016 by the European network EWOB in partnership with the ISS, the percentage of women in the Councils of the 600 largest European companies has almost doubled in 5 years from 13.9% in 2011 to 25% in 2015. The 1st EWOB-Ethics and Boards index of the 200 largest STOXX Europe 600 companies from 9 partner European countries has a rate of 33.6%.

This movement accelerated in 2015 as a result of the combined effect of European directives, national gender equality policies and CSR and the implementation of quotas (see below).

This global movement to feminize governance bodies in Europe is also multi-profit. As we will also see for the particular case of France (see below)

Comparatively, European directors are more independent than their male counterparts: according to the EWOB study already cited, women account for 33.6% of non-executive independent directors compared to 25% in total, for all sexes. They are also slightly younger than directors (54.4 years versus 58.6) and have a shorter seniority: 3.7 years compared to 6.4 for men. If they accumulate slightly more mandates (26.9% have between 2 and 4 mandates against 20.5% of directors), this does not affect their attendance rate: 98.9% attend more than 75% of board meetings compared to 98.4% for their male counterparts.
It should be noted that while most leading countries have quota policies in place, this is not the only determinant since the United Kingdom, for example, relies on a soft law, achieves results quite comparable to its best-performing counterparts in terms of equality.

Table 2: Arrangements for Parity in Governance Bodies

<table>
<thead>
<tr>
<th>Country</th>
<th>Quotas:</th>
<th>Regulation:</th>
<th>Self-regulation:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Germany</td>
<td>Yes</td>
<td>2015 law setting a target of 30% women on the supervisory boards of the largest listed companies (108) with co-management structures from 1 January 2016. This quota was progressive, with board members remaining in office until the end of their terms. For other companies, from 2015, setting an individual target for executive directors, non-executive directors and the most senior directors. The administration and state-owned enterprises must feminize their management and report on the progress made.</td>
<td>According to the German corporate governance code, listed companies must set targets for the appropriate participation of women in their Supervisory Board and have an obligation to report on them.</td>
</tr>
<tr>
<td>Austria</td>
<td>yes</td>
<td>target of 35% of women by 2018 (vs 25% in 2013) in the Supervisory Board of State-owned enterprises.</td>
<td>The 2009 Code of Corporate Governance calls for a balanced representation of both sexes in supervisory board appointments.</td>
</tr>
<tr>
<td>Country</td>
<td>Quotas:</td>
<td>Regulation:</td>
<td>Self-regulation:</td>
</tr>
<tr>
<td>------------</td>
<td>---------</td>
<td>-------------</td>
<td>------------------</td>
</tr>
<tr>
<td>Belgium</td>
<td>yes</td>
<td>Law of 28 July 2011 set a target of 33% of women for executive and non-executive leaders in state-owned and listed companies by 2017 and by 2019, including for small and medium caps.</td>
<td>The 2009 Code of Corporate Governance calls for balanced gender representation in Council appointments.</td>
</tr>
<tr>
<td>Denmark</td>
<td>no</td>
<td>Boards of state-owned enterprises must &quot;as far as possible&quot; present a gender balance. A man and a woman must be offered to each vacancy (executive and non-executive directors). As of April 1, 2013, there is an obligation for all listed and unlisted companies to voluntarily set targets for the proportion of under-represented sex in their executive and non-executive functions.</td>
<td>The Danish Corporate Governance Code includes a diversity clause targeting both executive and non-executive directors. In addition, the Charter for more women in management of companies’ charter, which applies to managerial positions, has been adopted by the government and some companies have committed to complying with it. Finally, since 2010, the country has been implementing the Recommendation for more women on supervisory boards, which states that companies are working, among other things, to hire more women in managerial positions on the Supervisory Boards of Danish limited companies.</td>
</tr>
<tr>
<td>Country</td>
<td>Quotas:</td>
<td>Regulation</td>
<td></td>
</tr>
<tr>
<td>---------</td>
<td>---------</td>
<td>------------</td>
<td></td>
</tr>
<tr>
<td>Spain</td>
<td>yes</td>
<td>2007 law setting a target of 40% for executive and non-executive executives by 2015 in the boards of state-owned companies and more than 250 employees. Bill introduced in March 2018 to introduce a quota system.</td>
<td></td>
</tr>
<tr>
<td>Finland</td>
<td>no</td>
<td>Boards of state-owned enterprises must have a balanced proportion of women and men among their executive and non-executive members. Self-regulation: The issue is part of the government's equality policies and the code of governance of listed companies recommends gender diversity within the Boards.</td>
<td></td>
</tr>
<tr>
<td>France</td>
<td>yes</td>
<td>law of 27 January 2011, Copé-Zimmermann law on the balanced representation of women and men on the Boards of Directors and Supervision and professional equality. The aim is to reach a quota of 40% of each gender by 2017 for listed companies and by 2020 for unlisted companies with more than 500 employees or with a turnover or balance sheet total of more than 50 million euros (for mid-date reminder of 20% in 2014 for listed companies). For companies with a maximum of 8 members on the Board, the difference in the number of directors of each gender may not be greater than two. Self-regulation: The Afep-Medef Code contains several recommendations. See infra, 1.3.1</td>
<td></td>
</tr>
<tr>
<td>Greece</td>
<td>yes</td>
<td>For partially or wholly state-owned companies, councils must have one-third of women among their executive and non-executive members.</td>
<td></td>
</tr>
<tr>
<td>Country</td>
<td>Quotas:</td>
<td>Self-regulation:</td>
<td></td>
</tr>
<tr>
<td>-------------</td>
<td>---------</td>
<td>----------------------------------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>Ireland</td>
<td>no</td>
<td>target of 40% of women on public boards and committees.</td>
<td></td>
</tr>
<tr>
<td>Italy</td>
<td>yes</td>
<td>2011 law setting a target of 33% of a kind (by 2015) in the boards of listed or</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>state-owned companies (executive and non-executive members).</td>
<td></td>
</tr>
<tr>
<td>Luxembourg</td>
<td>no</td>
<td>The 2009 Code of Corporate Governance calls for a balanced representation of both</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>sexes in council appointments.</td>
<td></td>
</tr>
<tr>
<td>Netherlands</td>
<td>yes</td>
<td>2011 law setting a target (by 2016) of 30% of a kind in the Councils for large</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>companies associated with the principle of &quot;comply or explain&quot;. No sanctions.</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>The 2009 Corporate Governance Code advocates diversity within councils and a</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>voluntary commitment to increase the presence of women in management.</td>
<td></td>
</tr>
<tr>
<td>Poland</td>
<td>no</td>
<td>An obligation for state-owned companies to ensure a good gender balance on</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>supervisory boards. The code of &quot;good practice&quot; set a target of 30% by 2015. No</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>sanctions.</td>
<td></td>
</tr>
</tbody>
</table>
### Portugal

**Quotas:** no

**Regulation:** A resolution adopted by the government in 2015 encourages listed companies to reach 30% of directors of under-represented sex by 2018.

### United Kingdom

**Quotas:** no

**Self-regulation:** Lord Davies' 2011 report recommends that appointments to the Council of Listed Companies be made in the interests of gender diversity. A 25% women's quota applies to executive and non-executive directors of companies listed on the FTSE 100. Companies listed on the FTSE 350 can set the percentage of women they want to reach.

### Sweden

**Quotas:** no

### Outside the European Union

**Norway**

**Quotas:** yes

**Regulation:** 2003 law requiring a 40% rate of women for state-owned enterprises within 5 years.

**Switzerland**

**Quotas:** yes (indicative)

Introducing indicative values for women at the helm of publicly traded companies (recent measure)

---

*Table published by Asset Management - Expert Views - Seven 2018
**Source: MSCI - December 2017

*Source: European Commission, October 2017*
According to a study by EWOB and ISS published in July 2016, the feminization of governance bodies is higher in telecommunications (27.1%), the world of finance (26%) utilities services to communities, basic necessities (26%) and consumer goods. It is significantly lower in the materials sector (23.3%) Health (23.4%) energy (22.4%).

It should be noted that this ranking is, at a more recent date, the same on the world level and has not changed.

Companies headquartered abroad are not subject to French legal obligations regarding the feminization of boards of directors or supervisory offices. This is particularly the case with Dexia or Airbus Group, which fall under Belgian and Dutch law respectively. The result is a very heterogeneity in terms of board parity, and it is no doubt insignificant to see that the worst performing companies in the 2018 Ethics and Boards list are companies headquartered abroad, as shown in the following table:

**Table 3: Ranking of firms with head offices abroad in the 2018 list**

<table>
<thead>
<tr>
<th>Place in the 2018 Awards</th>
<th>Firm name</th>
</tr>
</thead>
<tbody>
<tr>
<td>70</td>
<td>Gemalto</td>
</tr>
<tr>
<td>92</td>
<td>Solvay</td>
</tr>
<tr>
<td>105</td>
<td>Airbus</td>
</tr>
<tr>
<td>106</td>
<td>Aperam</td>
</tr>
<tr>
<td>115</td>
<td>SES</td>
</tr>
<tr>
<td>116</td>
<td>Arcelor Mittal</td>
</tr>
<tr>
<td>117</td>
<td>STMicroelectronics</td>
</tr>
<tr>
<td>118</td>
<td>Euronext</td>
</tr>
<tr>
<td>119</td>
<td>TechnipFMC</td>
</tr>
</tbody>
</table>

This is based on the question of the adoption of the European Women's Directive on the boards of directors that we will develop in Title III of this report.
1.1.1.3. A more nuanced qualitative situation: the quantitative tree that hides the forest of quality or the screen effect

1.1.1.3.1. Women who are overwhelmingly under-represented as CA/CS Presidents

France, with four non-executive chairs (two chairmen of boards of directors and two chairmen of supervisory boards) lags its German and English partners. Germany's HDAX 110 has five women-chaired councils, while Britain's FTSE 100 has seven, as shown in the following table.

<table>
<thead>
<tr>
<th>Index</th>
<th>Companies</th>
<th>Names of Presidents</th>
</tr>
</thead>
<tbody>
<tr>
<td>SBF 120</td>
<td>Eramet</td>
<td>Christel Bories</td>
</tr>
<tr>
<td></td>
<td>Sodexo</td>
<td>Sophie Bellon</td>
</tr>
<tr>
<td></td>
<td>Vallourec</td>
<td>Vivienne Cox</td>
</tr>
<tr>
<td></td>
<td>Trigano</td>
<td>Alice Cavalier Feuillet</td>
</tr>
<tr>
<td>FTSE 100</td>
<td>Land Securities Group</td>
<td>Alison Carmwath</td>
</tr>
<tr>
<td></td>
<td>Croda International</td>
<td>Anita Frew</td>
</tr>
<tr>
<td></td>
<td>Hargreaves Lansdown</td>
<td>Daenna oppenheimer</td>
</tr>
<tr>
<td></td>
<td>Admiral Group</td>
<td>Annette Court</td>
</tr>
<tr>
<td></td>
<td>Scottish Mortgage Investment</td>
<td>Fiona McBain</td>
</tr>
<tr>
<td></td>
<td>trust</td>
<td>Susan Kilsby</td>
</tr>
<tr>
<td></td>
<td>Shire</td>
<td>Sarah Bates</td>
</tr>
<tr>
<td></td>
<td>St James’ Place</td>
<td></td>
</tr>
<tr>
<td>HDAX 110</td>
<td>Henkel AG</td>
<td>Simone Bagel-Trah</td>
</tr>
<tr>
<td></td>
<td>Aereal Bank</td>
<td>Marija Korsch</td>
</tr>
<tr>
<td></td>
<td>Pfeiffer Vaccum</td>
<td>Ayla Busch</td>
</tr>
<tr>
<td></td>
<td>Steinhoff International Holdings</td>
<td>Heather Joan Sonn</td>
</tr>
<tr>
<td></td>
<td>Telefonica Deutschland Holdings</td>
<td>Eva Castillo Sanz</td>
</tr>
</tbody>
</table>

Source: Ethics and Boards

1.1.1.3.2. Profiles that are more diverse but highly dependent on the industry

Companies with the highest feminization rates are very different from each other with rates above 50%. In its 2018 list, Ethics and Boards found that 24 companies had a rate above that threshold of half or more directors who are women. The following table includes the five companies that have the highest rates of feminization of their board but also those with the lowest rates. Indeed, this same ranking reveal that 12 companies have not yet reached the threshold of 40%, even if they exceed the first threshold of 20%.
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

------------------------------------------

**Ranking “good students” and “less good students”**

<table>
<thead>
<tr>
<th>Ranking</th>
<th>Good students</th>
<th>Less good students</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Companies</td>
<td>Feminization rate</td>
</tr>
<tr>
<td>1</td>
<td>CGG</td>
<td>60.00%</td>
</tr>
<tr>
<td>2</td>
<td>IPSOS SA</td>
<td>60.00%</td>
</tr>
<tr>
<td>3</td>
<td>FNAC DARTY</td>
<td>58.33%</td>
</tr>
<tr>
<td>4</td>
<td>KERING</td>
<td>55.56%</td>
</tr>
<tr>
<td>5</td>
<td>LEGRAND</td>
<td>55.56%</td>
</tr>
</tbody>
</table>

*Source: Charts2018 Ethics and Boards*

1.1.1.3.3. Differences in size and performance of the company

Despite the mitigations and nuances brought here to the results of the Companies of the SBF 120 to which our investigative work obliges us, it should be recognized that the Copé-Zimmermann law has had a positive impact on the feminization of governance and is the referee of a first step forward that should be welcomed. But this embellishment is only the tip of the iceberg.

It should be kept in mind that the SBF 120 index is made up of the 120 largest market capitalizations and that this sample is moving from year to year, making annual comparisons and monitoring of this index as the Ethics and Boards is part of its list.

Similarly, the other nuance to be provided is the financial indicators of companies listed on the CAC 40. All the following data are provided by Karima Bouaiss. The size of the companies that make up this index is the first indicator analyzed and shows that companies that comply with the Copé-Zimmermann law have an average total balance sheet of almost 112 billion euros, which is half as much as those that do not yet comply with the law. Moreover, on performance indicators, the indicators are clear: companies that comply with the law perform better in December 2017 than those that do not comply with the law in 2018. As performance indicators are not available as of the date of writing, the only link that can be made is that of *ex ante* performance to the holding of the 2018 boards of directors.

In detail, companies that complied with the law had a profitability (net profit ratio on turnover) of more than 14.66% compared to 11.41% of companies that do not yet comply with the law. Regarding the financial profitability of shareholders as measured by the return on *equity* (net income on equity), here too the outperformance of companies complying with the law is observed with a ratio of 16.92% against
15.99%. The economic performance of the activities of these companies follows the same trend with the return on capital employed ratio (economic result on capital employed) which is 12.8% for companies that comply with the law against 10.99%

Finally, the financial strength of law-abiding companies is also a strong marker of differentiation. Indeed, the solvency ratio (equity to total assets) is twice as high as the 20% agreement with a rate of 43.29% for companies that comply with the law against 33.89% for other companies.

In short, companies that now comply with the Copé-Zimmermann law are at the base smaller, more commercially, financially and economically efficient, and they are stronger in the long run. This law is therefore part of a dynamic of good practice and good performance, which deserves to be welcomed and encouraged!

**Compliance with the Copé-Zimmermann Act based on average financial indicators**

<table>
<thead>
<tr>
<th>Company size in thousands of euros</th>
<th>CAC 40 Less than 40%</th>
<th>CAC 40 More than 40%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Company size in thousands of euros</td>
<td>238 940 740</td>
<td>111 771 138</td>
</tr>
<tr>
<td>Profitability ratio</td>
<td>11,41%</td>
<td>14,66%</td>
</tr>
<tr>
<td>Financial Profitability Ratio - ROE</td>
<td>15,99%</td>
<td>16,92%</td>
</tr>
<tr>
<td>Economic profitability ratio - ROCE</td>
<td>10,99%</td>
<td>12,8%</td>
</tr>
<tr>
<td>Solvency ratio</td>
<td>33,89%</td>
<td>43,29%</td>
</tr>
</tbody>
</table>

### 1.1.2. Other eligible companies

The Copé-Zimmermann act incorporates a second constraint for companies with fewer than 8 directors who sit on their boards of directors. This constraint requires that “the gap between the number of directors of each sex cannot be greater than
two." In this paragraph, we study other companies outside the SBF 120 that are eligible for the law whether they are listed or not listed.

Among the other listed companies, some are eligible for the law. There are 176 of them, identified from the Orbis database of the Van Dijk office. Similarly, 674 unlisted companies are also eligible for this law. For each of these two categories, an overview is carried out in collaboration with Karima Bouaiss of the Faculty of Finance, Banking, Accounting of the University of Lille and ISA-Yncréa (Catholic University of Lille).

1.1.2.1. Companies listed below SBF 120

176 listed companies are identified as within the scope of the Copé-Zimmermann law within Orbis. On average, these companies have a board feminization rate of 34.1%.

As the table below shows, 63 out of 176 companies are at 40% of the target. The figure to remember is therefore the opposite, namely that 112 companies, or 64% of the sample, do not meet the threshold set at 40%.

Moreover, under the second constraint of the law, only 5 companies, out of the 29 companies with a board of size equal to or less than seven directors, respect the gap of 2 directors. Four out of five companies meet the 40% floor.

In the end, 64 listed companies meet the two thresholds set by law as of the end of December 2018, i.e. 36.4% of the sample.

| Summary of compliance with the two constraints of the Copé-Zimmermann Act on the sample of unlisted companies |
|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------|
| At least 8 directors | 7 directors and less | Total |
| Meeting the 40% threshold | **50 Companies** | **13 Companies** | **63 Companies** |
| | 28% | 7% | 36% |
| Respect for the gap of two of fewer directors | **0 Companies** | **5 Companies** | **5 Companies** |
| | 0% | 3% | 3% |
| Total | **147 Companies** | **29 Companies** | **176 Companies** |
| | 84% | 16% | 100% |
To provide a panorama of unlisted companies within the scope of the Copé-Zimmermann law applicable in 2017, an extraction according to the criteria of the law is carried out from the Orbis database of the Van Dijk office. A sample of 674 unlisted companies is obtained. Of this sample, only 23.81% of the directors on their boards are women. This rate is well below the 40% threshold imposed by the legislator. In detail, 492 companies do not meet the threshold imposed by law, or 73% of the sample, at the end of 2018.

Indeed, as the table below shows, 182 companies meet the 40% threshold or 27% of unlisted companies.

Of the 674 companies eligible for the law, 405 have a board size of 7 or less, or 60% of the sample. Of this subsample, 254 companies meet this maximum difference of two directors, or 63% of this subsample.

The consideration of the second constraint shows that the situation for unlisted companies is to be nuanced positively. Indeed, the Copé-Zimmermann law is respected by 336 companies (82 companies with a board of at least eight directors and 254 companies with a board with 7 directors or less), or 49.9% of the sample.

### Summary of compliance with the two constraints of the Copé-Zimmermann Act on the sample of unlisted companies

<table>
<thead>
<tr>
<th></th>
<th>At least 8 directors</th>
<th>7 directors and less</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Meeting the 40% threshold</strong></td>
<td>82 Companies (12.2%)</td>
<td>100 Companies (14.8%)</td>
<td>182 Companies (27%)</td>
</tr>
<tr>
<td><strong>Respect for the gap of two or fewer directors</strong></td>
<td>71 Companies (10.5%)</td>
<td>254 Companies (37.7%)</td>
<td>325 Companies (48.2%)</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>269 Companies (40%)</td>
<td>405 Companies (60%)</td>
<td>674 Companies (100%)</td>
</tr>
</tbody>
</table>
1.2. Explanatory factors

1.2.1. Key Factors for Change

1.2.1.1. The mandatory nature of the law

The role played by Copé-Zimmermann's law on the feminization of governance bodies is clearly demonstrated: in 2011, the rate of directors on the boards of directors and supervisors of the SBF 120 was 12.9; it is now 43.6.

The energizing effect of mandatory quotas (at least for CAs/CS) is even more convincing given that the appointment of women to the boards of directors and supervisors has accelerated from 2016, one year before the legal deadline of 40% in December 2017.

In this regard, the study carried out in 2017 by the Association of Women Accountant Experts (AFECA) as part of its Parity Observatory on a panel of 625 listed companies is particularly illuminating. Indeed, over the last period of the implementation of the law, the number of appointments of women to the positions of directors is proportionately higher:

1. 58% for the Big Caps (37% in 2016)
2. 49% for Mid-Caps (35% in 2016)
3. 46% for Small Caps (26% in 2016)

On the other hand, with 17.3% of women on their boards and an appointment rate of 21% (18% in 2016), Alternext's companies, which are not subject to the quota obligation, have stayed away from this dynamic. Proof that "the fear of the gendarme", here as elsewhere, retains its virtues...

1.2.1.2. Women's Networks

Women's or women's professional networks have played, play and still have a decisive role to play in empowering and supporting women to reach high-level
positions in the world of work or develop their talent edifice, as well as to alert executives and society to the issues this represents.

Some of them have also taken up the issue of the presence of women on boards and executive committees. Appearing in the 1980s, but not very developed ten years ago, the number of professional women's networks, all themes combined, has exploded from 200 in 2007 to almost 500 today. And that's not counting those that weave informally.

Different objectives can be sought by women's networks, but they are based on three main axes:

1. Helping women in their careers by breaking the foundations of the glass ceiling;
2. Develop networking and mutual aid between women;
3. To make companies, directorates-general, HR, but also to local managers and all their employees (women as well as men) aware of this "successful female leadership", the problem of non-mixedness, issues such as work-life balance, moral and sexual violence, even if it means pushing to change THE HR processes (recruitment, career management, potentials, fishponds, etc.).

According to a 2016 study by TEDxChampsÉlyséesWomen-Opinionway on the mixed effect, 70% of CAC 40 companies have a female network, but there are differences between industries closely related to their rate of Feminization. For example, 100% of CAC 40 companies specializing in banking and insurance have their own internal women's networks, while a less feminized sector such as the industrial sector has none.

A large number of professional networks have been formed within companies (so-called internal networks such as Accenture's Accent on Elles, IBM's Elles, BNP Paribas' MixCity,). External networks play the same role, but at the sector or industry level (AFECA, They of Auto, Financi’elles, French Association of Women Lawyers, Women Judicial Officers of France, Modern Administration, ...), of the group (WAAG, Women At AccorHotels Generation...), in transverse (Women Pluriel, Force femmes, Cyberelles, They move, ...) even internationally (PWN, BPW, Global Diversity Network of the international network of orange, WCD, Women's Forum, etc. it is
always very easy to draw a clear boundary between internal and external, given the entanglement of relationships and actions, the identity of members who hold responsibilities both within a company's professional network and at the level of an external network, or even the "swarming" of an external network within a company. Finally, some networks are themselves federations of other networks around shared issues: for example, the InterElles Circle brings together and values the networks of female talent of large scientific and technological companies, or the Federation of Women Directors (FFA), which mobilizes sectoral networks around the implementation of the Copé-Zimmermann Act and Article 52 of the Sauvadet Act, and the theme of diversity on boards of directors.

The women's professional networks have made a very clear contribution to the implementation of the Copé-Zimmermann law, either directly (for example, by building and training female talent pools on their own initiative, or by lobbying companies) or indirectly. And their involvement is not over. For example, Samuel Chalom in his article "Women's Networks attacking CAC 40 companies «pointed out that by 2016, 70% of companies with a women's network had already reached or were approaching the 40% threshold. Conversely, 50% of companies that did not have women's networks had less than 30% women on their boards...

As a result, women's networks have played a role in driving parity. After fighting and continuing their actions for the feminization of the boards of directors, there is little doubt (and they have for some already hitched to it) that they do not commit themselves to the feminization of COMEX/CODIR. On the contrary!

But if these networks of women have for many of them, and for a long time, been closed to men their effectiveness passes today and even more tomorrow not only through greater collaboration between them and by the alliance with men at the risk if not to mark the step, or even to stoke old tensions on the part of men, even some women ... The "in-between" can, in fact, be justified "by the need of women to come together in order to be coached, mentored, informed, motivated, etc., [...] and raise their level of awareness (or "awareness") in the face of the barriers they carry in it in relation to their professional progression." But it is also important that they open at least part of their actions by integrating, as some have already done (more than half
of the corporate networks federated by Financi'They have thus converted to it: AXA, BNP, ING ...) fully men, because to use Armelle Carminati's formula "to be equal you have to be two!". Moreover, contrary to some ideas conveyed by "male normality" and even if some men - macho or not - continue to "not see the problem" issues of gender, parity and above all gender equality as well as those of work-life balances are now also of increasing concern to men. Involving men (including decision-makers) in the actions of women's networks shows that the subjects they carry are not just "a women's affair"

1.2.1.3. Corporate governance codes

1.2.1.3.1. The Afep-Medef code

The Afep-Medef code has become a repository of best practices and plays a key role in improving the governance of listed companies. It is now adopted by almost all companies of the SBF 120 and arguably one of the most demanding at European level with the UK Corporate Governance Code.

Its latest revised version of June 2018, recently supplemented by a vade-mecum on feminization, contains several recommendations on the feminization of boards of directors.

Regarding the appointment of new directors, the Afep-Medef code recommends that the appointments committee "analyze in detail all the elements" in order to achieve a balanced representation between women and men.

It also gives executive social agents the task of "implementing a policy of non-discrimination and diversity, particularly in the area of balanced representation of women and men in the governing bodies."

Finally, the Afep-Medef code recommends that each council "question the desirable balance of its composition and that of the committees it constitutes within it, especially in terms of diversity (representation of women and men, nationalities, age, qualifications and professional experiences...) While this recommendation appears to
be relatively unattractive, while advising boards to "make public in the Corporate Governance Report a description of the diversity policy applied to board members and a description of the objectives of the policy, how it will be implemented and the results achieved over the past year," it puts the company ahead of its responsibilities and obliges him to justify his action (or not action) in the feminization of his board in accordance with the principle "apply or explain" (comply or explain).

"Apply or explain" is a fundamental principle of Anglo-Saxon corporate governance that was introduced in Articles L. 225-68 and L225-37 of the Code of Commerce by the Law of 3 July 2008, which set various provisions for adapting corporate law to Community law which have:

"The explanation for not applying a code recommendation must be detailed and adapted to the particular situation of society; it must indicate the alternative measures adopted if necessary. Cases of non-application and related explanations should be included in a specific section or table of the annual report. »

The Financial Markets Authority (AMF) interprets this principle very strictly and considers that its total or partial in application must be sufficiently motivated otherwise it will be considered that the company does not respect the principle "Apply or explain".

For its part, the High Committee of Corporate Governance (HCGE) responsible for monitoring the application of the Afep-Medef Code can self-seize if it finds that a company does not apply this principle to remind the company to put on notice its legal obligations. If it persists, it will have to mention it in its annual report, or reference document, specifying the reasons why it did not follow the HCGE's formal notice, thereby exposing itself to the risk of litigation.

1.2.1.3.2. The Middle next Code

The Middle next Code plays the same role for companies listed on Euronext and Euronext Growth (formerly Alternext Paris) and differs little in substance. Its drafters have chosen not to copy the law but identify Corporate Social Responsibility (CSR) as a point of vigilance and clearly urge member companies to formally integrate [this]
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination


dimension into the conduct of their business and in the development of their strategies.

1.2.1.4. The economic argument of gender diversity

The proof is no longer to be made, numerous studies and research have shown a correlation between gender diversity in corporate management and better performance.

In its study "CS Gender 3000: Progress in the Boardroom", which it publishes every two years, Credit Suisse states that "companies that employ more women in senior positions continue to generate greater market returns and profits".

Another study conducted by Michel Ferrary, professor of management at the University of Geneva whom we interviewed, shows that companies with more than 35% women in their management show a 23.5% growth in their turnover compared to 14% for others. The former achieved a profitability of 19.5% compared to 10% for the latter. Finally, the labor productivity of the former is 34% higher than the latter.

Although sometimes criticized, the economic argument has the advantage of taking the mix out of the only fields of gender equality, fairness and legal constraint alone. Of course, as Laurent Depont and Antoine de Gabrielli point out, these three areas are quite legitimate, but they can ultimately be counterproductive: "the constraint and guilt generating frictions, even blockages, harmful to collective progress, make them the only levers of action ends up weakening progress rather than facilitating it". Moreover, in a difficult economic context, it is more effective to convince the directorates-general and, in particular the appointments committee, to correlate the issue to the mix with that of performance rather than to actions still unfortunately too often considered non-contributing to the result of the company.

Companies have made no mistake: many European and global companies have made this approach their Trojan horse and French companies have not remained behind by appropriating it and turning it into their own context. It remains to convince the majority! A study by the Grandes Ecoles au Feminin network published in 2015
showed, for example, that the effects of gender diversity on the company’s performance were not so convincing (41%).

1.2.1.5. The role of shareholders and investors

The objective of shareholders is still often reduced in search of profitable growth. But things are gradually changing. Both globally and in France. Sensitive to the economic argument and the commercial interest of being in the image of the diversity of society, shareholders increasingly have a responsible vision of corporate governance and no longer hesitate at general meetings to question the Board of Directors on the measures taken in terms of diversity and in particular the mix and feminization of boards.

For example, in a letter sent to the bosses of the companies of which he is a shareholder Larry Fink, president of Black Rock, one of the most powerful asset managers in the world, stressed the importance of a diversified board of directors of gender, culture and experience, "key to engaging the company over the long term and investment criteria for their asset managers." It was recently followed by the Investment Association, which brings together UK asset managers who hold a third of the capital of the 100 largest companies listed on the London Stock Exchange, which has written to the leaders of the 35 least feminized groups in the FTSE index, urging them to take steps to change this.

Morgan Stanley launched its Parity Portfolio in 2013, an investment portfolio that invests only in companies with a board of directors of at least three women. Barclays, when it launched the Women in Leadership Index in July 2014, an index made up of American companies whose governance bodies are highly feminized.

Anecdotally (but not so much perhaps), on February 2, 2018, the ritual bell of the London Stock Exchange was sounded to honor 27 global investors for joining the "Club 30%", a group that advocates for parity in boards corporate administration around the world.

French investors are not left behind: over ten years, from 2006 to 2016, the femina 15 index, which includes the fifteen most feminized companies in the CAC 40, rose by almost 60%, where the CAC 40 taken fell by 4.43%. 

There is also the Gaia index set up for small and medium-sized enterprises (SMEs), which highlights the 20 companies with the highest ESG (Environment, Social, Governance) scores.

Of course, pockets of resistance still exist. The business magazine *L'Usine Nouvelle* in its March 2015 issue still headlined "Investment funds prefer men." But more and more shareholders are now trying to influence the company's social and environmental practices. At a time when the Law For the Freedom to Choose One's Professional Future carried by Muriel Pénicaud (see above) now imposes an annual deliberation on the company's policy on professional and wage equality and obliges the report on the government of the company to a more detailed description of the diversity policy applied to members of the board of directors in relation to criteria such as sex and while the bill PACTE currently being debated in the Senate amends the civil code and the code of commerce, in order to strengthen the consideration of social and environmental issues in the strategy and activity of companies, the role of shareholders will be increasingly involving in the feminization of boards.

### 1.2.1.6. A strong commitment from management

The Ethics and Boards rankings, which focus on both the feminization of the boards and the feminization of the Top 100, have shown this for several years: all the companies at the top of the rankings are characterized by a strong commitment to management and a positive attitude of the leaders.

This commitment can take a variety of distinct or cumulative forms such as executive exemplarity, the integration of gender diversity into the strategy and operational deployment, the appointment of a CSR director or manager, integration and diversity, etc. or even the establishment of a dedicated team, the training and awareness of management, strong speeches or the setting up of dedicated budgets. But to quote former GECINA Board Chairman Bernard Michel whom we interviewed "the virtue of the leader's example is a phenomenal particle accelerator for the mix and feminization of councils"
Of course, this upward impulse must be declined in all the management processes of the company and this is where the Human Resources Directorates - usually in connection with CSR, Inclusion and Diversity, if they exist - play a role leading role.

1.2.1.7. Better management of career paths. Towards a new talent management?

The Resources Directorates have a key role in the feminization of governance bodies. Of course, they do not normally have a direct role in the process of appointing directors of corporations, as this role is primarily reserved for the appointments committee responsible for making proposals or recommendations to the Board of Directors. But they have an equally fundamental role downstream to recruit enough women to build pools, detect potentials, make them follow relevant career paths, gradually train them in their future responsibilities as administrators or even coach/mentor them to inspire vocations or at least accompany them to the responsibilities of administrators that many women would spontaneously not claim.

The responsibility of HR process goes even beyond that: it is in particular up to the HR processes to re-examine HR processes in order to evolve them, taking into account, in particular, the specificity of female career cycles, including the issue of motherhood and parenthood, work-life(see below)and by taking incentives or binding measures to obtain the collaboration of the least convinced executives.

In addition to CSR and/or Inclusion and Diversity managers, HR managers will also be able to mentor and highlight potentials working with internal and even external women's networks.

1.2.1.8. The impact of CSR policies

While it does not impose binding rules on the feminization of governance bodies on eligible companies, Corporate Social Responsibility (CSR) indirectly contributes to ensuring that they are part of this process by increasing transparency.
The Order of 19 July 2017 relating to the publication of non-financial information, amending several articles of the Code of Commerce, obliges, in effect, SA, SCA and SE whose values are admitted in a regulated market, or which exceed the following cumulative thresholds: net or total turnover of the balance sheet greater than or equal to 100 million euros; and the average number of permanent employees greater than or equal to 50.

to now establish an extra-financial performance statement inserted in the management report (C. com., Art. L. 225-102-1) including information on:

1. Actions to combat discrimination and promote diversity;

2. A description of the diversity policy applied to board members against criteria such as age, gender or qualifications and work experience, as well as a description of the objectives of the policy, its implementation procedures and results achieved in the past year. If the company does not apply such a policy, the report includes an explanation of the reasons for it (C.com., Art. L. 225-37-4)

Without verifying its merits at this time, (we will return to this point in Title III of this report) the auditors attest that the extra-financial performance statements are, as the case may be, in the management report or in the report on Management of the group (C. com., Art. L. 823-10)

Above all, this information is freely available on the company's website (C. com., Art. L. 225-102-1). This provision is very important to us for the feminization of boards of directors, because they require companies to be more transparent; it is then much more difficult for them to hide unglamorous results in the feminization of councils except to take the risk of a litigation procedure (see above) or an indexing.

1.2.1.9. The role of recruitment firms

Recruitment firms (usually specialized) have also contributed to the feminization of professionalized boards of directors.
Indeed, in the absence of finding the traditional profiles, headhunters were called upon to standardize recruitment processes: they took the initiative to build pools of women by trying, in particular, to break the codes of certain directorates-general preferring to have "names of men who look like them" and by systematically or on agreed terms of women's candidacies alongside male profiles.

Of course, the legal obligation to feminize boards of directors has greatly helped firms to convince branches to leave the self by focusing more on skills.

Even if a number of macho reflexes persist here as elsewhere (see above) the shift to a logic of competence can only strengthen the recruitment of women on boards and the importance of recruitment and headhunting firms that have a real role in supporting companies and sourcing directors.

1.2.1.10. The ripple effect of model roles

"You can't wish to become what doesn't exist; we must lead the way and lead by example," Delphine Remy-Boutang recently co-founded Digital Women's Day. The issue of role models is contained in this sentence!

Although the examples of female success in the directorates-general in particular (see above) are still too rare, the possibility for women to project themselves into a role model embodied by women such as Sophie Belond, Isabelle Kocher, Anne Rigail - to name a few - who become for women examples to follow and sources of inspiration is here, more than elsewhere key, a factor of change. Indeed, "the eye is not yet used to seeing women bosses" and the stereotypes (see below) maintained by men even within the boards of directors when appointing a director ("Will she know how to impose herself? ") or internalized by women (self-censorship) due to their education maintain the status quo. "You have to [so] break the implicit code that implies that a leader is necessarily a guy." and deconstruct the clichés about female leadership still too often negatively connoted in our society. Mentoring by HR or women's networks (see Supra) can, of course, help, as can certification training or other support mechanisms, but the effect of role models is fundamental. Women leaders have
understood this and, like Céline Lazorthes, founder and CEO of the Leetchi Group, believe it is their duty to lead the way for other women and especially the youngest. "It is now essential that inspiring women at the middle echelons can inspire and enable the youngest to evolve. The more successful a woman is, the more she must fight to accompany and promote other women. She has the responsibility of giving back to the youngest."

1.2.1.11. The list of the feminization of large French companies

Established in 2013 by the Ministry in charge of women’s rights in partnership with the firm Ethics and Boards and Challenges, the annual list of the feminization of large French companies establishes the ranking of the SBF 120 companies the most performance in the feminization of their Board of Directors.

4 additional prices have been added since 2015:

1. The Prize for Feminization of the Top 100;
2. The price of feminization of the Comex;
3. The Price of the Feminization of Executive Instances (Comex - Top 100);
4. The award for best progression of the year.

Each edition can also include a special mention, as this year’s Best New Entrant.

This ranking and the complementary prices highlight, in hollow, the extent of gender imbalances in corporate governance, value the most virtuous companies and encourage others to seize them, but they also point to the companies at the bottom of the rankings so as not to use the term "bad students."

A true practice of comply or explain ("apply or explain" - at least after the fact to "explain") and name and shame( "denounce and blame") benefiting, from the result, of very good press coverage, this ranking has had, and still has, a certain ripple effect on companies by playing in particular on their image and reputation to which (consumerism and social responsibility oblige) they are increasingly attached.
The interest and impatience shown by companies each year before the publication of the list and the stated desire to progress show that these rankings are tools that have helped and continues to help the feminization of governance and management bodies and more generally to the mix of companies. It will be regretted, however, that they are focusing on SBF 120 companies when the scope of companies eligible for the Copé-Zimmermann law is much wider.

1.2.2. Brakes

The obstacles to the feminization of boards of directors are the same as those explaining women's access to management positions or traditionally male jobs and are not unique to France. They are, on the other hand, elevated to power 10, because the feminization of the spheres of power represents a radical social transformation that not all companies have yet to integrate. Overall, a recent study by Korn Ferry, based on the testimony of 57 female CEOs, shows that, on average, it takes women four years longer than men - and having gone through more positions, companies and positions - before reaching the top.

Several researchers have analyzed the difficulty for women to join a board of directors and especially to obtain a first mandate more difficult to find (forced by law, appointment committees tend to call on known directors already holding several mandates which would tend to show the difficulty of "finding new heads" (women being, perhaps, still insufficiently visible) and more certainly the reluctance of leaders to appoint women they do not know.

These barriers are as much cultural and structural as they are organizational and individual.
1.2.2.1. The culture of the "Old Boys Club" and gender stereotypes

Despite the progress made, the boards of directors are still a circle or a club of men with its codes and networks. Under the influence, in particular, of a macho managerial culture, of a society still very patriarchal in many respects, of education and the values conveyed within it, the corporate world is still strongly imbued with prejudices, stereotypes about women and boards of directors are not immune. On the contrary! Prejudices and stereotypes are sometimes so internalized that they are not always conscious. But they are sometimes also clearly assumed by some men... (see sub). The "male role models" who "play to the detriment of women and help maintain their rarity at the top of organizations" and which Brigitte Grésy already denounced in 2009 in her report on professional equality is still well entrenched.

Women's skills and performance are judged differently from those of men with levels of expectation, demand and severity far superior to those generally expected for men, which can lead, as we were told in our interviews, to an outright denial of women's skills or, at the very least, to real suffering when women are very much in the minority on boards of directors... One of the biggest challenges here is to overcome the unconscious biases that attribute to men "natural" qualities of leadership superior to those of women, whereas, if we had to be convinced, several studies now show that this is not the case.

However, women also take some responsibility for their advancement on boards. Sometimes victims of the "good student syndrome" leading them to self-censor and consider that they do not have all the skills they have, they do not always dare to apply for a mandate as administrators who also feel "the weight of guilt" when they express their ambition or the "negative" social gaze when they talk about their strong professional investment". And even if things move (cf. supra) women have less networking/networking culture than men, which makes them all the less visible.
1.2.2.2. Sexism still very present

According to the recently published HCE Sexism Report, sexism in the workplace continues to be the site of inequality between women and men, whether in the glass ceiling or glass walls. The CSEP report on sexism in the workplace co-authored by Brigitte Grésy and Marie Becker is edifying in this regard: 80% of employed women consider that, in the world of work, they are regularly confronted with sexist attitudes or decisions; almost 40% of women in management situations feel that there are expectations of specific managerial behavior towards them. And that is without considering the law of silence and ignorance of what sexism is. The boards of directors could even, despite the Copé-Zimmerman law, remain "refuges from sexism" some companies that may be inclined not to exceed 40% for women (while the threshold is a minimum for either sex) or even to entrust women with unstrategic mandates and especially not the presidency of the boards.

1.2.2.3. SOMETIMES discriminating HR processes

As a result of the Anti-Discrimination Act of 16 November 2001, and even more so by the Act of 27 May 2008, THE HR processes (hiring, promotion, dismissal, signing of an employment contract or job transfer, etc.) have been the subject of numerous reviews over the past twenty years aimed at redacting all forms of discrimination (direct and above all indirect) and in particular the discrimination against women.

The commitment of companies in the process of labelling such as those of Arborus and Afnor on professional equality between women and men (2004), Diversity (2008) and today Alliance (2015) have contributed greatly. Based on audits and a literature review, these approaches allow to map risks and point out discrimination.

There are other processes. We will mention here the testing requested or the self-testing provided by the Action Plan of the Minister of Labor François Rebsamen (February 2015) and to which several companies have submitted such as the groups Casino, Adecco, LVMH or the companies Michael Page and Page Personnel.

As demanding and laudable as they are, it must be admitted that these steps do not guarantee 100% non-discriminatory HR processes. For further study, we will, of
course, refer to the CSEP report on gender equality in the recently published HR procedures. Indeed, even if the diagnosis of Afnor auditors would highlight one or more sexist processes, companies must grasp the problem and decide to remedy it. Of course, obtaining the label should force them to do so. However, it generally apprehends the company as a whole and verifies that it is part of a process of progress, which does not prevent pockets of resistance. The most glaring example of discrimination that has persisted for many years is, of course, the gender pay gap (which we will see infra can indirectly also have an impact on women's motivation to accept a directorship and even more so a managerial position). According to studies compiled by the Directorate of Research, Studies and Statistics (Dares) at the Meetings of Grenelle organized in June 2018 by the Ministry of Labor, the remuneration of men in France is 24% higher on average compared to women of which 9% remain "unexplained".

This wage discrimination is at the very heart of the Boards of Directors. Indeed, if the attendance tokens (or "directors' remunerations", according to the PJL PACTE) are the same (from about 17,000 euros per year in an SME to 40,000 euros in an ETI and nearly 70,000 euros in a large group), the directors, according to Marie-Ange Andrieux, co-chair of AFECA, "receive about 17% less than their male counterparts because of their lower presence on audit, appointment or remuneration committees that provide additional rewards."

Unfortunately, this disparity is not unique to France. According to a recent Eurostat press release, issued in 2018 on international women's rights day, the hourly wage of European women in 2016 was, in fact, 16.2% lower on average than that of men and the average salary of non-executive directors was 88.8K euros for men, compared to 76.1K euros for women, a gap of 17%, compared to 31% for CEOs (2.55 million euros for men, 1.95 million for women) for women
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

Moreover, discrimination is often indirect and sometimes induced by unconscious biases and stereotypes. The recent case of Amazon's sexist algorithm, Google translator and more generally the reproduction of sexist stereotypes in Artificial Intelligence shows that the devil hides where he is not always expected...

Another major obstacle is the delay in considering life balances by French companies. However, a European comparative study published in 2007 had already shown that a better work-life link (while also benefiting men) greatly improved the career advancement of women who were often forced to refuse managerial positions or more, considered more restrictive in terms of working hours and less flexible, on the grounds that they still had to assume the teaching and domestic tasks of their couple.

Other obstacles to the feminization of governance bodies are now identified. They relate to the cultural and managerial traditions still deeply rooted in companies and the absence (real or misleading) of a breeding ground. As these barriers are even more true for the recruitment of COMEX and CODIR members, we will study them below.
TITLE 2. WHAT ENTRAINEMENT EFFECT ON COMEX-CODIR?

The ripple effect on the COMEX-CODIR that many hoped did not take place and if we can note a timid progression for the companies of the CAC 40, the projections made show that the executive and management committees would not really reach a parity situation until 2041...

The hope that women on the Boards of Directors would influence the appointment of women to COMEX-CODIR with a few exceptions did not materialize.

Without being accommodated, this situation, compared to the latest survey conducted in 2018 by Vigeo Eiris among just under 4,000 listed companies worldwide, is no better in Europe where the share of women in the staffs is generally mediocre (less than 20%).

2.1. A feminization rate that remains low despite a modest increase for SBF companies: findings and explanations

Women are still largely under-represented on executive and executive committees and even more so at the helm. And the presence of more women on boards of directors appears to have had little (or no) effect on their appointment to COMEX/CODIR. Indeed, while according to the 2018 list of the feminization of large companies of the SBF 120, women represent 43.4% of the members of the boards of directors and supervisors of the SBF 120, they do not even represent a quarter of the workforce of COMEX-CODIR, from 15.1% in 2017 to 18% in 2018.

While these results are still far below those obtained for the boards of directors and supervisors, they do not reveal a change in posture on the part of the large listed companies that we were able to verify during our interviews, especially since they do not meet any legal obligations at the moment.

As shown in the figure below, the presence of women on executive and executive committees remains low, despite, as we shall see, an improvement in the situation.
On average in 2015, women are present to the tune of 12.3% in the COMEX-CODIR of companies listed on the CAC 40 and a little more (12.9%) companies listed on the SBF 80. Under the leadership of the Copé-Zimmermann law, practices are moving in the right direction, but too slowly. Indeed, women are present to the tune of only 17.5% in the COMEX-CODIR of companies listed on the CAC 40 in 2018. The same proportion is found for companies listed on the SBF 80 (17.4%). However, this situation is much better than in Germany, where the HDAX 160 Comex has an average of only 8.2% women in 2018. The French trend is to be closer to those of the British FTSE 100 companies which have an average feminization rate of their Comex of 18.7% in 2018.

This under-representation of women is even more pre-found in the directorates-general and executive presidencies.

In 2013, the SBF 120 had no female Executive Directors or CEO. Five years later, only 10 women are in executive management positions: Isabelle Kocher at Engie, Christel Bories at Eramet, Virginie Morgon at Eurazeo, Caroline Parot at Europcar, Meka Brunel at Gecina, Sophie Boissard at Korian, Julie Walbaum at Maisons du Monde, Valérie Chapoulaud-Floquet at Coin Rémytreau, Sophie Zurquiyah at CGG and recently at Air From March 2019, there will be 11 women with Liham Kadri taking over as CEO of Solvay.
It should be noted, however, that with executive boards tighter than executive committees, it is always more difficult to find a place in them. There is not much Virginia Morgon (Eurazeo)!

The situation is even more worrying because more than a quarter of the Comex of the SBF 120 have no women and seven companies of the CAC 40: Airbus, Arcelor Mittal, Bouygues, Solvay, STMicroelectronics, Vinci, Vivendi. Only one Comex has more than 40% women, namely Icade, followed by Publicis (37.5%) and Danone, L’Oréal and Orange (33.1/3%).

This under-representation of women in the management bodies of large companies is not unique to France or Europe. According to the 4th report of the Bankwest Curtin Australian Economic Centre and the Agency for Gender Equality in the Workplace, recently published, women will have to wait until 2100 before having parity within CEOs. Yet, here and for the boards of directors "When COMEX feminizes, it's good for the company!"

2.2. For companies below SBF 120

The analysis from the data at Orbis, carried out by Karima Bouaiss, leads to a significant reduction in the two study samples due to the lack of data availability: companies listed below the SBF120 are 104 companies and 356 unlisted companies. Nevertheless, it leads to an unoptimistic balance sheet. The feminization rates of Comex at the end of December 2018 are, in fact,

1. 11.75% for companies listed below the SBF 120;
2. 13.05% for unlisted companies.
2.3. Motivations/justifications like those expressed for the feminization of CAs/CS but also more specific

2.3.1. In terms of upward trends

2.3.1.1. The "quota" effect

Quotas have forced companies to appoint more women to boards. This has undoubtedly given women a better visibility and allowed them to show their professional abilities too often reduced. As a result, management has had to reconsider their position and become more aware of the possibility of recruiting competent women into COMEX-CODIR.

2.3.1.2. A better understanding of diversity issues

CSR laws and equal opportunities oblige, companies are now aware of the need for greater diversity of leaders, "says Floriane de Saint Pierre.

2.3.1.3. The "directing" effect

When they come to the head of companies, women have an impact on feminization. The five women general managers of the SBF 120 all have more feminized executive committees than the average company, which is 16%. With special mention for Engie, Eramet, Gecina and Korian, which have COMEX with at least 25% women. The "leadership" effect in organizations where the incarnation of power, like it or not, remains strong undoubtedly has a mimetic effect on the appointment of women to other positions of corporate responsibility. But it is mainly because, as a result, these companies have questioned their operation and have committed themselves to a demanding managerial work.
2.3.2. Regarding the still too slow progress

Several the above barriers for boards of directors are found for COMEX and CODIR: stereotypes, sexism, discriminating HR processes, pay gaps, etc. Four other barriers, although they may also play a role in the appointment of directors, seem to us to be more decisive in the recruitment of women in COMEX/CODIR.

2.3.2.1. Cultural and managerial traditions still deeply rooted

Although closely linked to the HR processes discussed *infra*, the career of an executive is still very strongly based on a strong presenteeism, large time amplitudes, telework difficult to envisage, etc.: all constraints difficult to compatible with the search for a work/family life balance, (certainly in principle not inherent in one or the other sex) but to which women, given the domestic distribution persists between domestic women and men (see *below*), is more impacted.

2.3.2.2. The argument of the absence of a breeding ground: a sectoral reality or a pretext for the status quo and inaction?

The question of the lack of a breeding ground to appoint women to the positions of managers and then at the Comex/CODIR level, a hundred times rebuffed during our interviews, actually refers to three realities that are often intertwined, which only adds to the difficulty: one structural, the other HR and the third sociological.

2.3.2.2.1. Structural reality

Admittedly, despite the efforts of several companies, some sectors of activity suffer from a cruel lack of women mainly related to school orientation.

Certain sectors of education (secondary and higher education) such as, for example, engineering sciences, public works, information technology or transport) are thus mainly chosen (or recommended) by (or for) boys. This upstream situation leads downstream to a very small presence of women in the operational branches,
business units and it follows a real difficulty to appoint women on parity with a pool composed mainly of men.

2.3.2.2. An HR process unsuited to women's inclusion

The subject of whether there are pools of CANDIDATEs for COMEX/CODIR or lower levels of responsibility may, on the other hand, sometimes hide a process unsuited to the inclusion of women (recruitment, age of selection of high potentials, etc.). However, HR solutions exist. The Paris Airports Agreement has thus committed itself to feminizing highly masculinized jobs, the Paris Airports Agreement commits to the feminization of highly masculinized jobs. Air France KLM guarantees equity in career management committees, with targets in support. If they are well done, the role of individual annual interviews is essential because it allows an exchange with potential candidates and the implementation of training or coaching, etc., if necessary. Hence the importance upstream of training them well and raising their awareness...

The company also does not always take the time to regularly revisit its HR processes by changing, for example, its criteria of high potentials and not raising the example of age thresholds or by further neutralizing the effects of motherhood on a co-worker's career. this often results in "thousands of measuring sheets" without coherence and overall objective.

2.3.2.3. Resistance to change

Like any organization subject to change, the feminization of COMEX/CODIR can encounter resistance, either from men (who may fear that their career project will be compromised in the name of affirmative action", or also women who do not wish, for family or personal reasons, to access managerial responsibilities, let alone integrate a COMEX/CODIR often subject to significant time amplitudes.

2.3.2.4. The family nature of business

For companies below the SBF 120, an explanation of these low rates may come from the family nature of French companies which are estimated to number 83% by the
Montaigne Institute. An aggravating factor is the very low survival rate when businesses are passed on within families. Indeed, 30% of companies survive the transition to the second generation, 12% in the third generation and only 3% in the fourth, according to the EDHEC family business center. Let's add that 60% of them turn out to be a failure. No doubt the cultural change at work thanks to the Copé-Zimmermann law could encourage the takeover of family businesses by girls could make the adage lie: "The father founds, the son develops and the grandson squanders" ...
TITLE 3. ACTION LEVERS: REINFORCE TOOLS, PILOT, ENHANCE, SANCTION, BUT QUESTION THE RELEVANCE OF CHANGING THE LAW

During this mission, the literature review and the interviews that were conducted, it became clear that regarding:

3.1. The application of the Copé-Zimmermann law

There is a feminization of the two-tiered boards of directors and oversight set out in general by:

1. on the one hand, companies in the CAC 40 and SBF 80 meeting the 40% threshold
2. on the other hand, companies below the SBF 120, listed and unlisted, below target and slower to implement the law.

1. The ripple effect of the Copé-Zimmermann law on the feminization of executive and management committees,

and while no equivalent quota exists, has not played, or at least, too weakly regardless of the nature of the eligible undertaking, even if a change of posture seems to be taking shape for the companies of the SBF 120.

This very contrasting, if not negative, observation regarding the feminization of COMEX/CODIR, all the more worrying given that the Vallaud-Belkacem law of 4 August 2014 (see above) is extending in 2020 (i.e., tomorrow) the 40% quota for the Boards of Directors and Supervisors of companies employing an average number of
at least 250 employees and with a net turnover or balance sheet total of at least 50 million euros and, to date, no anticipatory measures have been taken.

2. Recommendations

Therefore, the author of this report makes ten recommendations to the Attention of the Government, Parliament, based on four axes:

**Axis 1:** Strengthen/consolidate tools

**Axis 2:** Flying

**Axis 3:** valuing and punishing

**Axis 4:** Changing the law

and available below.

By vocation and destination, these recommendations voluntarily focus on the state's share margins and little (or at best indirectly) on the measures or mechanisms that companies can put in place "to rotate the organization".

Furthermore, it will be noted that some recommendations have already been made in the interim report of the HCE and the CSEP, but that they have not yet been implemented and remain fully current.

1. **Strengthen/consolidate tools**

1. Know the situation precisely: identify, measure, analyze.

All performance analyses show that the performance of a device (in this case a law) can only be truly assessed if it can be measured. However, this mission has been
confronted from the outset and throughout its development with the difficulty of having:

- at first data,
- in a second time of readily available/accessible data
- and in a third time of reliable data.

Of course, again, the situation is very heterogeneous depending on whether these data relate to SBF 120 companies, sides and non-sides.

The first difficulty is to clearly and comprehensively identify the number and list of eligible companies. Then to have data on the feminization of councils such as, declined by gender, the number of directors, their origin, their nationality, their age, their seniority of mandate, the evolutions from year to year, Etc.

1.1. Measurement difficulty for listed companies

As has already been stated in the HCE and CSEP interim report, the current statistical surveys focus mainly on CAC 40 and SBF 80 companies and are generally of good or very good quality and the organizations that take care - sometimes on their own initiative, quite professional and effective. Nevertheless, the number of companies listed on Euronext Paris is much higher. Moreover, the rapid study carried out as part of the interim report revealed significant discrepancies according to the sources. As a result, data submitted by INSEE in 2015 showed:

![INSEE - 2015](image)

This meant that there were 457 companies, including 60 listed companies and 397 unlisted companies that fell within the scope of the January 2011 law.
The question was immediately asked about the completeness of this study (and vice versa) as its data were lower than those shown on different studies or on official market sites:

1.2. Measurement difficulty for other listed and even more unlisted companies

The situation is even more critical for listed companies and totally incompletely poor for unlisted companies that are almost off the radar.

At the request of the Department for Women’s Rights and Equality (DGCS) a first study was conducted in 2015 by Karima BOUAISS and Vivianne de BEAUFORT on unlisted limited companies in the field of the law: 297 unlisted limited companies were thus analyzed. But as its authors have made clear, this was only a sample.

Moreover, the details sought on the composition of the boards are often difficult to gather (not always accessible, as they are not published on the company’s website or under the legal information) and require more work data collection. However, the
company’s data must be sent to the Registry of the Commercial Court, or face financial penalties...

The extractions carried out by Karima BOUAISS in the context of this report, which covers a statistically representative sample of 674 unlisted companies, show that, in listed companies, the first threshold of 20% appears to have been reached without too great a challenge. On the other hand, the second deadline in 2017, bringing the share of women on boards to 40%, seems to expose companies to greater difficulties. Interviews conducted as part of this mission revealed that the challenges for eligible ETIs and SMEs appear to be even more complex.

2. Clarify the law: Informe of eligible companies on their legal obligations, ensure consistency and explain "parity" arrangements in relation to certain related laws

2.1. Make all applicable rules readable

The legal obligations are still largely unknown in terms of the balanced representation of women and men in the mandates of directors within the Councils a fortiori for SME/SMES who do not have a dedicated manager (or even several managers), although we may have been troubled sometimes during our interviews by the limited control of these issues by some companies of the SBF 120...

Particular emphasis will be placed on the double quota rule that is often misunderstood, judging by our interviews: 40% for Councils with more than 8 members and a gap of no more than two for Councils of 8 members or less.

2.2. Adjust the law to unify it and form a more understandable corpus,

It is recommended here to make links with related laws such as CSR laws, Penicaud law for the freedom to choose one’s professional future, etc., and tomorrow the PACTE law.
2.3. Better inform companies with simple and educational tools illustrating current rules (e.g. with infographics)

This reminder of their legal obligations could be made to companies by any means, but we recommend for companies of small size (and especially for companies eligible in 2020 to the law Vallaubelkacem employing an average number of at least 250 employees and presenting a net turnover or a total balance sheet of at least 50 million euros not only a targeted awareness campaign could be as early as June 2019, but could also be a targeted awareness campaign as of June 2019, but could also be an accompanying organized in the territories by the Regional Directorates for Business, Competition, Consumer Affairs, Labor and Employment (DIRECCTE).

1. Drive

3. Identify monitoring and monitoring bodies for greater efficiency of the law

As the EESC pointed out in a recent contribution, in the presence of a substantial legal arsenal, it is essential to ensure the application of the legal provisions and to punish their failure by having the means of control.

Already, the interim report, the very notion of a monitoring and monitoring body and, therefore, of the missions entrusted to it, is open to discussion: is it a matter of carrying out only, but regularly a state of affairs to measure the state of the advancement of public policy? Is it also a matter of supporting companies in their search for compliance with the law? Is it, last but not more, to control the device according to more or less close monitoring?

Monitoring, accompaniment, control, missions must be carefully specified, and it is up to you to decide who does what. In our opinion, entrust igniting responsibility for the collection and monitoring of data to private officials via a public contract after tender, as is the case today of Ethics and Boards whose professionalism and quality of productions have been provided for this report is worth noting, we think it is entirely
possible, on the condition that the scope of study be extended to all eligible companies. The support could also be done by training organizations or women's networks as they already do for their members on the same terms (public market). On the other hand, when it comes to assessing the law and measuring public policies, it sits more relevant and normal to entrust this mission to a state service.

It should be noted that the responsibility for this mission is now, in principle, carried out by the Women's Rights and Equality Service (SDFE). This service, which is already numerous and particularly cumbersome, is clearly undersized and the recent HCE report on the interim evaluation of the 5th inter-ministerial plan has also called for greater transparency and better documentation of the progress of planned actions. The FDS currently plays more of a coordinating or supervisory role, with departments (in this case ca/CS and COMEX/CODIR, economic and financial ministries and the Ministry of Labor) responsible for ensuring the proper enforcement of the law.

On the other hand, it sets us more relevant, and arguably more effective, to make the issue of the feminization of governing bodies more than a question of women's rights and equality. Under these conditions, this mission would be the task of the General Directorate of the Treasury (DGT) and/or the General Directorate of Enterprises (DGE). It remains to be seen whether they will seize it!

4. Help to measure the implementation of legal obligations and the formation of fishponds

   4.1. Contribute to the implementation of the law to the lowest level

working closely with the various stakeholders involved, to organize the re-collection of relevant data on the feminization of governance and management bodies and to define the relevant indicators.

   4.2. Making sure the fishponds are built

It is not a question here, from our point of view, for the State to interfere in the management of companies, let alone their human resources policy. On the other
hand, it sits necessary to assess the reality (or not) of the "lack of a breeding ground" too often invoked as an alibi by some companies with little reason to take up the issue of the feminization of governing bodies, to define a strategy lead scoring.

In this regard, we will be interested, in particular, in the work of Professor Michel FERRARI on the index of inequality and the correlation of administrators and women on the executive committee, as well as the recent index of equality of the Penicaud law on which we will return below.

5. Organize data availability

As noted above, the Order of 19 July 2017 relating to the publication of non-financial information, obliges SA, SCA and SE whose values are admitted in a regulated market, or which exceed the following cumulative thresholds: net amount of turnover or total balance sheet of more than 100 million euros; and average number of permanent employees above or equal to 500, now establishing a return of included in the management report, including information on anti-discrimination and diversity promotion actions applied in particular to board members.

5.1. Extend non-financial reporting to all eligible companies

It is recommended here to extend the non-financial return to all eligible companies

5.2. Include data on the feminization of COMEX/CODIR and the rate of feminization among female executives in the non-financial reporting

This non-financial statement should (the text of our analysis does not object) also contain data on the feminization of COMEX/CODIR.
5.3. Require auditors by Law to verify non-financial reporting on the merits

Verified at this stage by the auditors only as to its presence in the group’s management or management report, we recommend here that the law be amended at the margin so that the auditors now consider the non-reporting, financial at the bottom.

5.4. Require all eligible companies to publish non-financial reporting information on their website.

Above all, this non-financial information is freely available on the company’s website (C. com., Art. L. 225-102-1). This provision is very important to us for the feminization of boards of directors, because it obliges companies to be more transparent; it is then much more difficult for them to hide unglamorous results in the feminization of councils except to take the risk of a litigation procedure (see above) or an indexing.

1. Valuing and punishing

6. Inciting, valuing

6.1. Encouraging employers’ organizations and business associations

such as AFEP and MIDDLENEXT, at:

1. promoting equal access for women and men to the various CA/CS committees in the various codes and encouraging women to be nominated for the presidency of CAs and CS;
2. recommend, in the various codes and with the social partners, the development of plans, presented and validated by the CA/CS, which ultimately increase the share of women in COMEX/CODIR;
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

- **Introduce information on how to** implement gender laws within Councils, in the tools to support professional equality such as the website www.ega-pro.femmes.gouv.fr or the guide to equality and diversity for SMEs developed by the Equality Laboratory, in partnership with the SFE, for SME-based organizations, for SME-SMEs, for SME-based organizations, for SME-based organizations, for Small and medium-sized enterprises( for SME-

<table>
<thead>
<tr>
<th>Pays</th>
<th>Limitation de mandats</th>
<th>Recommandations</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grèce</td>
<td>5 mandats</td>
<td>Les administrateurs doivent avoir suffisamment de temps pour remplir leurs missions.</td>
</tr>
<tr>
<td>Pays-Bas</td>
<td>5 mandats; les postes de présidente de CA/CS comptent double.</td>
<td>Les administrateurs doivent avoir suffisamment de temps pour remplir leurs missions.</td>
</tr>
<tr>
<td>Allemagne</td>
<td>10 mandats</td>
<td>Les administrateurs doivent avoir suffisamment de temps pour remplir leurs missions.</td>
</tr>
<tr>
<td>Royaume-Uni</td>
<td>Pas de limitation</td>
<td>Les administrateurs doivent avoir suffisamment de temps pour remplir leurs missions.</td>
</tr>
<tr>
<td>Espagne</td>
<td>Pas de limitation</td>
<td>Les administrateurs doivent avoir suffisamment de temps pour remplir leurs missions.</td>
</tr>
</tbody>
</table>

Source: Davis Gibbs, “Multiple Directorships across the EU”, Law and Life, May 10th 2012.

6.2. **Generalize to all mandates of social agents and directors the number of successive terms of 5 to 3 terms**

7. Promoting exemplarity

7.1. **Continue the annual list of feminizations**

large French companies and complementary prices, the price rankings of parity, and extend them to all companies eligible for the Copé-Zimmermann law as soon as the questions of availability and reliability of secure data.
7.2. Encourage the development of Labels and Certifications

Equality, Diversity, CSR, etc.

which require a periodic review of HR processes, embodies a strong political will to value professional equality at the heart of companies and rewards the exemplary nature of their practices.

In this sense, in particular, we will be interested in the Equality label which has now become a reference for all French companies wishing to conduct a successful strategy of equality based on reliable evaluation tools as well as the more specific CEPAS label, but also the European GEES and international GEEIS Diversity labels developed by ARBORUS in partnership with the Veritas office which have the advantage of apprehending the issue of equality over the whole group.

8. Making the consequences of (non-) parity tangible for businesses

8.1. Conditioning access to public procurement,

in continuity with Article 16 of the Act of 4 August 2014 for real equality between women and men, compliance with the legal obligation to reach 40% of the under-represented sex on boards of directors and supervisory boards, or a gap no more than two, as of 2020.

8.2. Support Amendment No.2525 (see Supra)

carried by MP Coralie DUBOST in the PACTE Act and adopted by the National Assembly at first reading and second reading providing that when the proportion of directors or members of the CS of one of the two sexes is less than 40%, the deliberations in which the administrator or the irregularly appointed CS member took part are nil.
While this provision is a new sanction, it does not in any way lead to legal uncertainty, as has been said recently on the benches of the Senate. Knowing the rule of the game, if the company overrides by appointing a man instead of a woman or vice versa, she knowingly and willingly puts herself in the red ...

9. Reflect on the effectiveness of the penalties provided by law

9.1. By improving existing devices:

1. **Nomination nullity**: reflect on the issue of quorum requirements and group appointments.

2. **Suspension of remuneration** (including attendance tokens):
   1. Request information on the variable and fixed share of attendance tokens and organize an information-raising system;
   2. pay compensation, such as attendance tokens, only after the composition of the board is brought into compliance, without retroactivity of the payment.

9.2. By creating,

for the monitoring authorities concerned, an alert system for failing companies with a dual objective:

3. **A reminder of the law**;

4. A presentation of the accompanying devices in their search for administrators.
9.3. By aggravating the consequences of an irregular appointment by declaring the deliberations null and void

in which the administrator or member of the improperly appointed CS took part (see supra Amendment to PACTE Law No. 2525 known as the "Dubost Amendment")

Beyond the sanctions, we must also look at the dynamics of equality put in place within the company, in accordance with Article 8 of the Copé-Zimmermann Act, which can accompany a concrete approach to the balanced representation of women and men within CAS and CS. On the other hand, it will be necessary to see whether, as the interim report of the CSEP and HCE pointed out, circumvention strategies have not been sought to avoid complying with the law: changes in the status of the company (from SA to SAS), a change in the format of the Board and/or the establishment of informal committees (see below).

10. Changing the law?

10.1. Extending quotas to COMEX/CODIR?

The idea of a quota of women in COMEX/CODIR is now making its way to force companies to appoint more women to these bodies. It is thought about in France and Norway, where it was also hoped for a ripple effect of the 2007 law on governing bodies that did not come. Switzerland, for its part, has already taken the plunge by introducing a 20% threshold in the direction of publicly traded companies within ten years, but without any sanction.

The method is reminiscent of the philosophy that presided over the quotas of the Copé-Zimmermann Act and which at the time had (already) aroused strong opposition: to send an electroshock to achieve parity in the councils. The legal reference is not the least: Article 1 of the Constitution states that "the law promotes equal access for
women and men to electoral mandates and elective functions, as well as to professional and social responsibilities."

It is, indeed, unacceptable, and at the very least anachronistic, that "the place given to women in the governing bodies of companies [...] does not correspond to the role they now occupy in the economy" and that they represent only 18% of the Comex/CODIR workforce of SBF 120 companies while one third of the executives of the top 60 French capitalizations are women! Not to mention the 11.75% for companies listed below the SBF 120 and the 13.05% for unlisted companies...

This low representation of women in COMEX-CODIR and its (too) slow progress reinforces the idea that without quotas nothing changes and that under these conditions a threshold of women must also be imposed for executive and management committees. The resistance shown by some employers to feminize their staffs can only reinforce this feeling...

10.2. The introduction of a quota for COMEX/CODIR is not desirable at this stage

However, the introduction of quotas for COMEX/CODIR does not seem desirable at this stage and is not very much in line with the government's current approach, which aims more to "produce a society of emancipation" by empowering economic actors and "releasing energy"

By imposing quotas on the governing bodies, we are touching on the heart of the reactor and the freedom to undertake.

In addition, unlike boards where the resource exists but is not always properly mobilized for the reasons we mentioned above, certain trades and industries, such as IT and digital, engineering, or research and development (to name a few sectors that we have been able to interview HR managers for) really suffer from the absence or lack of female pools. It should be remembered that only 17% of occupations are mixed, that women in certain sectors such as IT, where men are over-represented, make up less than 30% of the workforce and that large imbalances exist between sectors. This "occupational segregation" is linked to many factors external to the
company: school and parental orientation; stereotypes, social representations, deeply entrenched cultural traditions, etc., and whether women can exercise all occupations in law many invisible barriers remain.

Of course, this "invisible discrimination" cannot be accommodated, and several actions have been launched since 2013 by the ministries of education and higher education. But these actions to produce their effect and the expected results require a long time. It is not by imposing quotas on Comex/CODIR companies today that they will magically find female potential.

Finally, to maintain the idea that without quotas nothing moves is to deny, or at least to minimize all the actions taken by the companies that play the game to feminize their COMEX/CODIR when today no direct legal constraints oblige them to do so. Some business leaders have taken a very clear stand in favor of the presence of women in management positions and have implemented effective measures within their companies to achieve this quickly.

This is particularly the case for companies at the top of the list of feminization of the governing bodies of the SBF 120 of Ethics and Boards, to name but one, but also companies that are less prominent, and sometimes less award-winning, but who are inventive in taking truly effective measures, making a change in the company's sustainable culture, towards a culture of inclusion and identifying and training women able to integrate COMEX-CODIR through programs such as the EVE program originally launched in 2009 by Danone.

In 2018, for example, Sodexo increased the feminization rate of its COMEX from 21% to 36.8%, and Pernod-Ricard PSA's feminization rate rose from 6.7 to 20% and from 5.6% to 16.7%, respectively. The L'Oréal group has opted for a top 100 parity, with as many women as men among its executives.

Some companies are no longer hesitating today through partnerships with associations such as *Never without them* to present in schools and universities their trades and sectors of activity to motivate girls and women, but also to raise awareness and inform teachers and parents to get them to choose their courses.
Therefore, in our analysis, while quota policies do have an influence on the composition of boards of directors and supervisors, they are not enough to affect the composition of corporate management teams. This is why we find it more effective to rely on a proactive scenario based on the policy of 'comply or explain'. The latter, in fact, is betting that the existing legal arsenal and the new obligations recently put in place, or about to be voted on by Parliament, forcing companies to account for their actions in the fight against discrimination and equality promotion will have a positive effect on the feminization of COMEX-CODIR and more generally on gender diversity in companies.

10.3. But rely on the existing legal arsenal

Moreover, it seems premature to impose a new and particularly heavy constraints on companies through quotas, whereas the legal arsenal that was further strengthened last September by the Professional Futures Act is now sufficient and it is necessary, in our view, to implement it in all its aspects including in the application of sanctions: CSR laws, Orders of 19 July 2017 relating to the publication of non-financial information, choose one's professional future and in particular the gender equality index and the obligation for the company to publish the results every year, and tomorrow the PACTE law seem to us to be good measures whose addition can only bear fruit. In these circumstances, and we believe it is necessary to wait for the first results before embarking on a more restrictive process.

In particular, the law of September 18, 2018 provides that the report on corporate governance, attached to the management report and submitted by the corporate board of directors at the general meeting, contains, among other things:

a description of the diversity policy applied to board members based on criteria such as gender, age, qualifications, and work experience. This description is supplemented by information on:
1. how the company seeks a balanced representation of women and men on the committee set up, if necessary, by the Directorate General with a view to assisting it regularly in the exercise of its general missions,

2. gender performance in the 10% of positions with the highest responsibility

3. the objectives of this a description of the objectives of this policy, its terms of implementation and the results achieved in the past year or if the company does not apply such a policy, a reasoned explanation.

Similarly, the gender equality index sets to us to be a promising instrument in that we move from an obligation of means to an obligation of results. The feminization of governance bodies will inevitably be an aspect of the five criteria.

For the time being, companies with more than 1000 employees who had until 1 March 2019 to make their results public, the smaller companies will also have to comply very quickly:

4. September 1, 2019 for companies with more than 250 employees.

5. March 1, 2020 for companies with more than 50 employees.

The advantage of this scheme is that it is part of a process of progress: if the company does not obtain at least a score of 75/100, it will have to take the necessary corrective measures within 3 years. Failing that, it will be subject to financial penalties of up to 1% of its payroll.

10.4. Focus on a proactive policy

At this stage, it seems preferable to us to rely on the policy of comply or explain ("apply or explain") a proactive policy by which the company would set, among other things, the feminization objectives of COMEX/CODIR but also of the "top 100" because the feminization of executive committees requires more women executives with an obligation to report annually to the board of directors and publish the results. Several companies have already embarked on this path, including the Nestlé Group, which recently presented an acceleration plan on gender diversity with the aim of reaching 30% women in the 200 most important positions by 2022.
10.5. Expanding the scope of the law

On the other hand, it would be quite appropriate to expand the scope of the Copé-Zimmerman Act.

1. simplified corporations (SAS) and this is all the more so since some companies have managed or are still able to evade the Copé-Zimmermann law by using circumvention schemes. The 2016 ESSEC/HCE Interim Report had already noted that the number of SAs had dropped from 700 in 2009 to 500 in 2015.

2. companies headquartered abroad (and at least in Europe) by relaunching discussions with the European Commission and the European Parliament to finally pass the Women in Boards directive drafted in 2012 in the wake of the Women's Charter and the European Pact for Gender Equality, imposes a 40% quota for the under-represented sex (i.e., women's governance) Europe's largest companies.
Conclusion

The evaluation of the Copé-Zimmermann law and its ripple effect on COMEX/CODIR, to which the editor of this report carried out, allows to draw three scenarios: an adjustment scenario, a proactive scenario and a scenario of tougher law if companies do not commit to more women within Comex/CODIR.

The adjustment scenario is based on the idea that the scheme will improve thanks to the related new laws that have been taken: CSR Act, July 2017 Ordinance, Professional Futures Act or the PACTE Act, and that, therefore, it is urgent to wait for these laws to work before considering adopting a more restrictive quota-type system.

The proactive scenario is based on the "comply or explain" policy and is betting that the new obligations, including the CSR law requiring companies to be accountable for their actions in the fight against discrimination and the promotion of equality, will have a positive effect on the feminization of councils.

The hardening scenario concludes that, like the Copé-Zimmerman Act, only a quota law for COMEX/CODIR can encourage companies to recruit more women into these bodies.

Let's trust companies and the new visibility and transparency that now obliges them to score, report and deliberations on professional equality and the fight against sexual discrimination of future laws CSR and the Order of July 19, 2017! Let's focus on the proactive scenario!
Thanks

This report could not have been completed without the assistance and availability of several people to whom I would like to express my gratitude.

First of all, I would like to acknowledge the outstanding work and express my full gratitude to Karima BOUAISS, Senior Lecturer at the FFBC-IMMD of the University of Lille and Professor-Researcher at ISA Lille - Yncréa, who has worked tirelessly to bring me her expertise as a statistician, to share her analyses and challenge my own interpretations of the figures, all with a remarkable ethic of scientific and scientific integrity.

I thank Brigitte GRESY, Secretary General of the CSEP and the new President of the HCE, for her wise advice and the provision of her address book.

I would like to thank The Ethics and Boards, Deloitte, Russell Reynolds Associates, Governance and Structures and the European Women on Boards (EWOB) network for providing me with data and analysis from their own statistical studies, responding to my many additional requests and share their experience with them.

I would especially like to express my gratitude to Marie-Jo ZIMMERMANN, Initiator and co-author of the Copé-Zimmermann Act who supported me in my work and who, through her strength of conviction and tenacity, has greatly contributed to advancing the cause of women.

and Najat VALLAUD-BELKACEM for his listening and explanations of the motivations that led to the extension of the scope of the Copé-Zimmermann law from 2020.

Finally, I would like to express my gratitude to all the people below who have agreed to meet me and/or exchange by telephone, sometimes several times, and who through their words, writings and documents, advice and criticisms have fed my own reflection and strengthened my recommendations:
Catherine ABONNENC, Vice-President of Ethics and Boards

Agnès ARCIER, President of the Federation Women Directors

Pascale BRACQ, Vice-President and Co-Founder of the UN Women France Committee

Agnès BRICARD, Founder of the FFA Federation of Women Directors, President of BPW France Business Professional Women

Jérôme BROUILLET, Head of the Office of Financial Stability, Accounting and Corporate Governance, Treasury Directorate General and his deputy Pierre ROHFRITSCH

Olivier BOULARD, Senior Consultant at Russell Reynolds Associates

Armelle CARMINATI-RABASSE, President Axites-et-Singulis - Axites-Invest and Chair of the Inclusive Enterprise Committee of MEDEF

Patricia CHAMBAUDRIE, Diversity Manager of Air France-KLM

Isabelle CHOPIN, Communications Director of Arcelor Mittal.

Bernard COHEN-HADAD, President of CPME Paris Ile-de-France; Chairman of the CPME Financing Commission

Blandine CORDIER-PALASSE, Managing Partner of BCP Executive Search

Caroline COURTIN, BNP Group Diversity and Inclusion Manager

Viviane de BEAUFORT, Professor ESSEC, founder of the Women Empowerment program at the CEDE

Odile de BROSSE, Legal Director of the Association of Private Enterprises (AFEP); in charge of work on the AFEP/MEDEF corporate governance code

Floriane de SAINT-PIERRE, President of Ethics and Boards

Lucille DESJONQUERES, President International Women's Forum France - Founder "Women at the Heart of Advice," CEO of Leyders Associates

Dominique DRUON, CEO of ALIATH

Coralie DUBOST, Member of Parliament, protractor of the PACTE bill, author of several amendments aimed at strengthening the feminization of boards of directors and COMEX/CODIR

Nadine GARINO, Director of Human Resources at COURTOIS Bank
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

Caroline GARNIER, Director of Human Resources at SAP France

Claire GUIRAUD, Secretary-General of the High Council for Equality

Mireille FAUGERE, Company Director, Magistrate at the Court of Auditors
Michel FERRARY, Professor of the University of Geneva - Faculty of Economics and Management

Hélène FURNON-PETRESCU, Head of the Women's Rights and Equality Service - DGCS

Sarah HADDANE, PWN Vice President mentoring, in charge of PWN's Inclusive Mentoring Program

Elizabeth IMM, Head of the Women's Internal Network - SAP France, Member of the Businesswomen's Network
Margaret JOHNSTON-CLARCKE, International Director of Diversity and Inclusion of the OREAL Group
Evelyne KUOH, President of HEC Women
Carol LAMBERT, Ethics Partner and Governance Manager of Deloitte France's Corporate Governance Centre.
Isabelle LANGE, Independent Director and Strategic Advisor, Co-Founder of The Board Network, Vice President Top Executives, Professional Women Network Paris.
Jean-Claude LE GRAND, General Manager of Human Relations of the L'OREAL Group
Guy LE PECHON, Partner / Governance and Structures Manager
Julie LEROY, AFEP Director of Social Affairs
Denis LESIGNE, Director of Human Capital at DELOITTE
Roland LESCURE, MEP, general protractor of bill PACTE, author of Amendment No. 2931

Juliette LI, Chief Analyst at Ethics and Boards

Cristina LUGHI, President of ARBORUS
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

Marie-Christine MAHEAS, Coordinator of the Observatory of MixedNess, Professor of Management at Sciences Po Paris

Alain MASSON, SODEXO Diversity and Inclusion Manager

Bernard MICHEL, Chairman of the Board of Directors of Visparis Holding, former Chairman of the Board of Directors of GECINA

Jean-Michel MONNOT, Diversity and Inclusion Consultant, creator of the firm All Inclusive!

Stéphane MORTELETTE, Director of Human Resources of WORLD MAISONS

Annaïck MORVAN, Head of the Professional Equality Office at the Women's Rights and Equality Service and her collaborator Namadie FAURE

Laetitia NIAUDEAU, Director of Employment, Mobility and Diversity at Air France-KLM

Sébastien POINT, Professor of Universities, EM Strasbourg Business School, University of Strasbourg, co-reporter of the 2016 HCE and CSEP Interim Report

Clementine PRAT, Director of Communication of WORLD MAISONS

Cécile RABAULT, Director of Human Resources Europe at KERING

Elisabeth RICHARD, Director in charge of women's place at ENGIE and president of the WIN network

Christelle ROGE, Vice President People and Culture France and Vice President Social Affairs Group TechnipFMC

Laurent SACCHI, Executive Vice President, Secretary of the Board of Directors of the DANONE Group

Jean-Manuel SOUSSAN, Deputy Managing Director of BOUYGUES CONSTRUCTION in charge of human resources and social and social responsibility policy

Gisele SZYCZYGLAK, Chief Executive Officer and Founder WLC PARTNER (London), member of the Supplement Network

Elisabeth TRINITE, Head of Diversity and Sustainability Development EMIA TechnipFTM - Women's Project Internal Women Network Facilitator
FEMINIZATION IN THE GOVERNMENT AND IN THE CORPORATE WORLD
Report to the secretary of state to the prime minister in charge of gender equality and the fight against discrimination

------------------------------------------

Agnès TOURAINE, President of the French Institute of Directors
Caroline WEBER, Middlenext CEO and President of LeDoTank
Bart WILLE, Managing Director of Human Resources at ArcelorMittal Group
Appendices
APPENDICE 1 - Mission Letter

To the Minister

Mr.
In view of the extension, from 2020, of the provisions on the balanced representation of women and men on boards of directors and supervisors, to companies employing an average of at least 250 employees and with a net turnover or a total balance sheet of at least 50 million euros, it is necessary to draw up a comprehensive and up-to-date assessment of the representation of women and men in governance bodies. Admittedly, with an average of 42.5% women on the boards of directors and supervisors of the CAC 40 and 43.3% on the boards of the SBF 120, the objectives of the law of 27 January 2011, known as the Copé-Zimmermann law, relating to the balanced representation of women and men in these bodies, appear to have been affected. But the situation is much more mixed for other companies subject to this obligation, especially since it is difficult to have consolidated figures. The interim evaluation report of the High Council for Gender Equality and the Higher Council for Professional Equality between Women and Men, published on 10 February 2016, has already reported a mixed picture.

On the other hand, the ripple effect that could legitimately be expected from the requirement to meet a minimum quota of members of each gender on boards of directors and supervisors played little for executive committees and where women cap, on average, at 11%.

With this in mind, I would like to entrust you with a mission on the effective implementation of laws relating to the feminization of governance bodies and their possible impact on the feminization of governing bodies. The report I am asking you to write as part of this mission will have to meet the following requirements:

1. To carry out a quantitative and qualitative overview, within the scope of the CSEP, of the implementation of the legal provisions on the balanced representation of women and men in governance bodies;

2. Make all recommendations to achieve the legal objectives of balanced representation of women and men, asking you about the possibilities of supporting companies, the control structures to be put in place and sanctions to be considered in the event of non-application.

- Examine, after taking stock of the place of women in corporate governing bodies, whether the devices selected for the boards of directors and supervisors are transferable to CODIR and COMEX and what could be the conditions for the feminization of governance bodies on these governing bodies.
To this end, you will rely, in particular, on the interim assessment report of the High Council for Gender Equality and the Higher Council for Professional Equality between Women and Men, the first findings and recommendations that have been drawn from this and studies and statistics published by public and private law organizations. You will also look at how associations or structures have been formed to promote research and offer female talent to companies. You will carry out your work under the responsibility of the Secretary General of the Higher Council for Professional Equality between Women and Men, Mrs. Brigitte GRESY. Your mission will be able to carry out any consultations and hearings of companies, state services, trade union organizations, associations that you deem necessary to support your report. You can also draw on European comparisons and highlight good practices. I would attach a price to receive this report by January 2019. Thanking you for your commitment, please accept, sir, the expression of my distinguished consideration.

Monsieur Denis ROTH-FICHET
Civil administrator
55 Saint-Dominique Street
75007 - PARIS
Feminization of CAs and COMEX-CODIR
By Karima BOUAISS
Lecturer at the FFBC-IMMD university of Lille and Professor-Researcher at ISA Lille - Yncréa

Data from this study were obtained from the Orbis database (ISA Lille - Yncréa - Catholic University of Lille) on the boards held and the executive and executive committees identified in 2018.
We made two requests to identify companies that fall under the Copé-Zimmermann act:
1. Firms with more than 500 employees and a turnover of more than 50 million euros at 31 December 2017, i.e. 2090 firms:
2. Firms with more than 500 employees with a total balance sheet of more than 50 million euros as of December 31, 2017, or 1894 firms.

We merged the two files to get 2011 firms after excluding duplicates and cleaning up data. The study involves 11043 directors who are divided into:
3. 3218 women;
4. 7359 men;
5. 466 firms whose type of representative could not be identified.

Of the 10577 directors whose gender is identified, 30.42% are women.
We do a final sorting of the 2011 identified firms because we keep the firms for which we have at least 2 identified directors. The final sample consists of 970 firms.