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Does Critical Mass Matter? Views From the Boardroom

Lissa Lamkin Broome, John M. Conley, and Kimberly D. Krawiec[†]

ABSTRACT

In this Article, we report and analyze the results of forty-six wide-ranging interviews with corporate directors and other relevant insiders on the general topic of whether and how the racial, ethnic, and gender composition of corporate boards matters. In particular, we explore their views on the concept of "critical mass"—that is, the theory that women and racial or ethnic minorities are unlikely to have an impact in the boardroom until they grow from a few tokens into a considerable minority of the board.

In contrast to other recent qualitative research on corporate boards, we find more limited support among our respondents for critical mass theory. Though some female respondents expressed the view, consistent with critical mass theory, that having more women on the board increased their comfort level and eased some of the stresses associated with being the first and only female, this narrative is in tension with our respondents' apparent embrace of their first and only status. Moreover, with the possible exception of employee relations, our interviews largely fail to support the theory that a critical mass of female directors will produce different, and distinctly feminine, boardroom outcomes.

Much has been made of the fact that Elena Kagan's ascent to the Supreme Court means that for the first time in American history there will be three women on the high court. But beyond the fact that the court will be slightly more representative of the American people, and the possibility of yet more white lacy scarves from on high, what does the difference between having one, two, or three women at the court really signify?

Dahlia Lithwick, *Newsweek*, August 30, 2010[1]

I. INTRODUCTION

Critical mass is hot. But is it real?

In politics, business, education, and the law, references to the benefits of a significant minority of traditionally underrepresented demographic groups are ubiquitous. But at the same time that critical mass theory has gained traction in real-world debates, researchers have begun to question its validity and usefulness.

Some point to the mixed empirical research on critical mass, noting that, while some research supports the difficulties faced by tokens, there is little support for the theory that increasing the relative numbers of a minority group will correct these problems or result in different outcomes. Others point to critical mass theory's theoretical tensions, going so far as to urge the theory's abandonment, at least to the extent that it predicts different policy outcomes from groups with a certain percentage of women or minorities.

In this Article, we report and analyze the results of forty-eight wide-ranging interviews with corporate directors and a limited number of other relevant insiders on the general topic of whether and how the diversity of corporate boards matters. In particular, we explore their views on the concept of "critical mass"—that is, the theory that women and racial or ethnic minorities are unlikely to have an impact in the boardroom until they grow from a few tokens into a considerable minority of the board. Consistent with our data, we limit our discussion of the effects of a critical mass to gender diversity, but include racial and ethnic dimensions in our analysis of tokenism and "first and only" status.

In contrast to other recent qualitative research on corporate boards, we find more limited support among our respondents for critical mass theory. Some female respondents expressed the view, consistent with Rosabeth Moss Kanter's original articulation of critical mass theory, that having more women on the board increased their comfort level. We also heard stories of the stresses associated with being the first and only fe-

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1. Dahlia Lithwick, *The Female Factor: Will Three Women Really Change the Court?*, NEWSWEEK, Sept. 6, 2010, at 19.

male or minority board member, including the pressure to work harder; automatic visibility, and the heightened scrutiny that comes with it; being viewed as the sole representative of an essentialized conception of female or minority interests; and anxiety about making it harder for future female or minority candidates.

Yet this narrative is in tension with our respondents' professed comfort with their first and only status and the benefits that they perceive accompany these stresses. Many of our respondents tend to view themselves as pathbreakers—often the first and only female or minority at many important career stages. They exhibit a certain pride in the notion that they are highly qualified corporate directors, accustomed to their "outsider" status, and need no additional reassurance or support from the presence of other members of their demographic group. All report an ability to function as effective directors, even when the sole female or minority in the boardroom. Moreover, with the possible exception of employee relations, our interviews do not support theories that a critical mass of female directors will produce different, or distinctly feminine, outcomes.

Part II reviews the literature on critical mass, focusing particularly on Rosabeth Moss Kanter's initial articulation and then on important extensions of the theory, including those within political science and the literature on boardroom diversity. Part III reports our study methodology and Part IV our results, including extensive quotes from respondent transcripts. Part V concludes by summarizing how our research illustrates some of the tensions present within critical mass theory.

II. LITERATURE REVIEW

A. Background

The concept of critical mass has been applied in a wide variety of contexts and settings, though all applications share a common trait: the notion that relative numbers matter in terms of the dynamics of demographically heterogeneous groups. Critical mass theory is typically credited to Rosabeth Moss Kanter, though she did not employ the term, with important applications and extensions by Drude Dahlerup.[2]

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2. *See generally* ROSABETH MOSS KANTER, MEN AND WOMEN OF THE CORPORATION (1977) [hereinafter KANTER, MEN AND WOMEN]; Drude Dahlerup, *From a Small to a Large Minority: Women in Scandinavian Politics*, 11 SCANDINAVIAN POL. STUD. 275 (1988); Rosabeth Moss Kanter, *Some Effects of Proportions on Group Life: Skewed Sex Ratios and Responses to Token Women*, 82 AM. J. SOC. 965 (1977) [hereinafter Kanter, *Some Effects*]; *see also* Sarah Childs & Mona Lena Krook, *Critical Mass Theory and Women's Political Representations*, 56 POL. STUD. 725 (2008) (reviewing classic formulations of critical mass theory).

Kanter examined the status and experience of women in a large American corporation in the 1970s, concluding that, in groups with a large proportion of one race, sex, or ethnic type, members of the majority (which she termed "dominants") control the group and its culture while the members of the minority ("tokens") become symbolic representatives, embodying the stereotypes of their groups.[3] This causes dominants to emphasize intergroup differences, and tokens to conform in an attempt to assimilate.[4] Kanter concluded that, with an increase in relative numbers, minority members "begin to become individuals differentiated from each other."[5] Moreover, "minority members are potentially allies, can form coalitions, and can affect the culture of the group."[6]

It should be noted that Kanter, in contrast to later proponents of critical mass theory, remained explicitly gender neutral, arguing that low female representation, rather than any particular feminine traits, accounted for her findings on workplace behavior. She concluded that "rarity and scarcity, rather than femaleness per se" accounted for the experiences of women in a work environment dominated by men.[7] In other words, Kanter contended that low relative numbers, and the accompanying problems of tokenism, affected the social environment of women and minorities in the workplace, causing isolation and impeding their ability to effectively perform their jobs (hereafter, the "workplace environment" perspective).[8] She did not posit distinct female or minority traits that would lead women and minorities to perform those jobs differently than similarly qualified males once a critical mass was reached.

In a highly influential article, Drude Dahlerup extends Kanter's theories to the experience of female politicians, borrowing the label "critical mass" from physics, and identifying thirty percent as the relevant point at which it is said that "a large minority can make a difference, even if still a minority."[9] In addition to the workplace environment perspective introduced by Kanter, Dahlerup identified potential changes in political culture, discourse, and policy decisions stemming from a critical mass of female politicians (hereafter, the "different outcomes" perspective).[10] For example, Dahlerup's respondents predicted that a critical

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3. Kanter, *Some Effects*, *supra* note 2, at 966.

4. *Id.*; KANTER, MEN AND WOMEN, *supra* note 2, at 231.

5. Kanter, *Some Effects*, *supra* note 2, at 966.

6. *Id.*

7. KANTER, MEN AND WOMEN, *supra* note 2, at 207.

8. Drude Dahlerup, *The Story of the Theory of Critical Mass*, 2 POL. & GENDER 511, 519–20 (2006) (distinguishing the "policy outcome perspective"—i.e., a critical mass of women will produce different legislative outcomes—from the "workplace perspective"—i.e., a critical mass enhances women's abilities to effectively perform their jobs).

9. Dahlerup, *supra* note 2, at 275–76.

10. *Id.* at 283–84.

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mass of female politicians would result in a softer tone and less formal political environment, more family-friendly meeting times, and more emphasis on political policies relating to the family, the environment, and children.[11] Interestingly, in recent work, Dahlerup returns to the critical mass theme but embraces only the Kanter workplace environment perspective. She contends that, while a critical mass may impact the political effectiveness of female politicians, it is of limited relevance to policy outcomes, which are driven by the same factors thought to influence other political decisions.[12]

The bulk of Kanter's theories and predictions relate to relative numbers, and this aspect of the critical mass theory has received the most attention from subsequent researchers. But Kanter also makes a claim about absolute numbers that is relevant to theories of critical mass and board diversity. She notes, "[T]wo . . . is not always a large enough number to overcome the problems of tokenism and develop supportive alliances, unless the tokens are highly identified with their own social category."[13]

B. Applications

Critical mass theory has gained much attention in the more than thirty years since Kanter first introduced the concept. For example, the need to enroll a "critical mass" of minority students was raised by the University of Michigan in defense of its affirmative action program, and accepted by the Supreme Court, in *Grutter v. Bollinger*.[14] Critical mass theory has also gained some traction in popular political debates, where it has been invoked by female politicians against criticism that they have failed to bring about sufficient change once in office.[15] Likewise, advocates seeking to enhance women's political representation rely on the theory to argue for electoral gender quotas.[16] Critical mass has proved an

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11. *Id.* at 288–89, 292–93.

12. Dahlerup, *supra* note 8, at 519–20 (distinguishing the "policy outcome perspective" from the "workplace perspective" and arguing that, while the relative number of women may be important to the second, it is of limited relevance to the first, which depends on the same factors thought to influence other political issues).

13. Kanter, *Some Effects*, *supra* note 2, at 987.

14. The Court noted:

[D]iminishing the force of such stereotypes is both a crucial part of the Law School's mission, and one that it cannot accomplish with only token numbers of minority students. . . . The Law School has determined, based on its experience and expertise, that a "critical mass" of underrepresented minorities is necessary to further its compelling interest in securing the educational benefits of a diverse student body.

Grutter v. Bollinger, 539 U.S. 306, 333 (2003).

15. Dahlerup, *supra* note 8, at 514.

16. *Id.*

important rhetorical device in this context—in the last fifteen years, almost fifty countries have introduced electoral gender quotas, and in an even larger number, individual political parties have voluntarily introduced gender quotas.[17]

Yet even as critical mass theory has gained traction in popular debates, researchers have increasingly questioned its value and validity.[18] A substantial body of empirical work has now sought to apply critical mass theory to a wide variety of settings, including political representation, the judiciary, law firms, education, academia, labor unions, and workplaces of nearly every sort.[19] Though some research confirms Kanter's findings on the obstacles facing female tokens, the empirical evidence for her theory that an increase in the relative numbers of a minority group will correct these problems is mixed.[20] Said one critic:

> Tokenism alone, without attention to sexism, offers little insight into the organizational behavior of women . . . . [I]t does not seem that scarcity alone explains the reaction of men to women coworkers; nor is there any evidence to suggest that women's occupational problems can be alleviated by achieving numerical equality.[21]

Moreover, few of the numerous studies on critical mass in the political arena have established a causal link between a critical mass of female lawmakers (defined in varying proportions) and particular legislative outcomes.[22] The findings in other settings are similarly mixed, leading some researchers to reject critical mass theory.[23] Others contend that such rejections are premature, citing methodological hurdles, theoretical inconsistencies, and other cautionary points.[24]

C. Critical Mass and the Boardroom

It was probably only a matter of time before theories of critical mass made their way into research on board diversity, given the board-

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17. *Id.* at 515; s*ee also* Sarah Childs & Mona Lena Krook, *Should Feminists Give Up On Critical Mass? A Contingent Yes*, 2 POL. & GENDER 522, 522 (2006) (explicitly linking the global spread of gender quotas to the concept of critical mass).

18. Childs & Krook, *supra* note 17, at 522.

19. *See, e.g.*, Elizabeth Chambliss & Christopher Uggen, *Men and Women of Elite Law Firms: Reevaluating Kanter's Legacy*, 25 LAW & SOC. INQUIRY 41 (2000) (reviewing the literature); Paul M. Collins, Jr., Kenneth L. Manning & Robert A. Carp, *Gender, Critical Mass, and Judicial Decision Making*, 32 LAW & POL'Y 260 (2010) (reviewing the literature).

20. Chambliss & Uggen, *supra* note 19, at 43–46 (summarizing this research).

21. Lynn Zimmer, *Tokenism and Women in the Workplace: The Limits of Gender-Neutral Theory*, 35 SOC. PROBS. 64, 72 (1988).

22. Sandra Grey, *Numbers and Beyond: The Relevance of Critical Mass in Gender Research*, 2 POL. & GENDER 492, 495 (2006) (reviewing the research).

23. Chambliss & Uggen, *supra* note 19, at 43–46.

24. *Id.* at 45–46.

room's similarities to other settings in which the theory has enjoyed influence. In a widely publicized 2006 Wellesley Institute report, Vicki Kramer, Alison Konrad, and Sumru Erkut (KKE) explore critical mass theory in interviews and discussions with fifty women directors, concluding that "having three or more women on a board can create a critical mass where women are no longer seen as outsiders and are able to influence the content and process of board discussions more substantially."[25] Harkening back to Kanter's original workplace environment perspective, KKE observe:

> No longer does any one woman represent the "woman's point of view," because the women express different views and often disagree with each other. Women start being treated as individuals with different personalities, styles, and interests.[26]

But KKE also report evidence in support of the different outcomes perspective. According to KKE, a critical mass of women improves corporate governance by improving boardroom dynamics, resulting in a more open, collaborative environment.[27] A critical mass, they argue, also improves governance by accounting for the perspectives of multiple stakeholders, including employees, suppliers, customers, and the community at large.[28] In contrast to Kanter then, KKE argue that a critical mass of women brings distinctly feminine traits to the boardroom, noting:

> Women's tendencies to be more collaborative but also to be more active in asking questions and raising different issues start to become the boardroom norm.[29]

The Wellesley report drew immediate attention from the business media and various business groups, especially groups dedicated to women in business. But the report gained the most popular attention after the nomination of then-Harvard Law School Dean Elena Kagan to the U.S. Supreme Court. Many reporters—including Dahlia Lithwick in the *Newsweek* item quoted at the beginning of this Article—noted the historic nature of the appointment, citing to the Wellesley report as evidence of

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25. Vicki W. Kramer, Alison M. Konrad & Sumru Erkut, Executive Summary, *Critical Mass on Corporate Boards: Why Three or More Women Enhance Governance*, 11 WELLESLEY CTRS. FOR WOMEN REP. 3 (2006), *available at* http://vkramerassociates.com/writings/CriticalMass ExecSummary%20PDF.pdf [hereinafter KKE]. KKE also interviewed twelve CEOs and seven corporate secretaries. *Id.* at 2.

26. *Id.*

27. *Id.*

28. *Id.*

29. *Id.* at 3. *See supra* notes 2–7 and accompanying text (discussing Kanter's contrasting gender neutrality).

the potential ability of *three* women in a male-dominated setting to affect agendas and outcomes in perceptible ways.[30]

III. METHODS

We conducted confidential, semi-structured interviews of forty-five to ninety minutes in length with forty-eight individuals.[31] Our objective was to learn about corporate board members' views on race and gender diversity in the boardroom. Specifically, our aim was to gain insight into their views on whether, and if so how, such diversity affects the board and larger corporate environment, processes, and performance. All interviews were tape-recorded, transcribed, and reviewed for accuracy.[32] Our methodology, respondent characteristics, and an explanation of our method of discourse analysis are discussed more extensively in an earlier article and summarized here.[33]

A. Finding Respondents

We began by contacting and interviewing public company board members with whom one of the coauthors had direct or indirect personal or professional contacts. At the conclusion of each interview, the respondent was asked to name other potential interview subjects (or to contact them on our behalf), meaning that many respondents were found using the "snowball" sampling method.[34] Snowballing is a commonly employed methodology (particularly in interview-based research) for reach-

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30. Lithwick, *supra* note 1; Greg Stohr, *Kagan Gives Women 'Critical Mass' on Court Where They're Exception to Rule*, BLOOMBERG, May 27, 2010, http://www.bloomberg.com/news/2010-05-27/kagan-gives-women-critical-mass-on-court-where-they-re-exception-to-rule.html.

31. Respondents were promised that their names, the names of the companies with which they were associated, and any other information that might lead to their identification would not be reported in any publications resulting from our study.

32. Seven interviews were conducted by telephone. For five interviews, one interviewer participated by telephone while one or both of the other interviewers was physically present with the interview subject. In two interviews, all three coauthors participated (one or all by phone), but all other interviews were conducted by two of the three study coauthors. One of the coauthors (Lissa Broome) participated in every interview but two.

33. Lissa L. Broome, John M. Conley & Kimberly D. Krawiec, *Dangerous Categories: Narratives of Corporate Board Diversity*, 89 N.C. L. REV. 759, 768–77 (2011) (noting that, while director diversity evokes universal acclaim in the abstract, our respondents' narratives demonstrate that diversity is an elusive and even dangerous subject to talk about concretely, leaving us with narratives that simultaneously extol difference and express embarrassment with it).

34. In a sample based on the snowball method, respondents are asked to suggest other potential study subjects according to some inclusion criteria defined by the researchers. Because the sample selection is nonrandom, samples generated through the snowballing method present problems of sample bias.

ing difficult-to-access populations.[35] Snowball sampling is particularly useful in recruiting corporate director respondents—a relatively small population of busy people who may be reluctant to devote time to a person or project not recommended by someone they already know and trust.

B. Characteristics of Respondents and Firms

As of May 25, 2011, our sample contained a total of forty directors who serve or had served on a public company board, six of whom also serve or had served as a chief executive officer.[36] Due to multiple board service, these interviews represent 131 corporate board experiences at 118 different public companies.[37] The inclusion of eight additional respondents (three white males and five white females) brought our total interview pool to forty-eight. These eight respondents had no public company board experience but fell within other categories of interest—regulators, board advisors, board diversity advocates, proxy advisors, search firm personnel, and institutional investor board members. In reviewing interview transcripts for this Article, we concentrated on director respondents who were women or minorities.

1. Respondent Characteristics

Of the forty interview subjects with public company board experience, twenty-four (or 60%) are female, and ten (or 25%) are nonwhite.[38] The least experienced director in our sample has only one year of public company board service and has served on only a single board, while each of the four most experienced directors has more than fifty years of total public company board experience at multiple public companies. Of our director respondents, nine (or 22%) have served fewer than six years as a public company director, eleven (or 28%) have served

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35. *See* Rowland Atkinson & John Flint, *Snowball Sampling*, *in* THE SAGE ENCYCLOPEDIA OF SOCIAL SCIENCE RESEARCH METHODS 1044 (Michael S. Lewis-Beck et al. eds., 2004); Jean Faugier & Mary Sargeant, *Sampling Hard to Reach Populations*, 26 J. ADVANCED NURSING 790 (1997).

36. Detailed characteristics of respondents and firms, including charts, are detailed in Broome, Conley & Krawiec, *supra* note 33, at 769–74.

37. The number of "public company board experiences" is larger than the number of distinct public companies represented in the sample because several director–respondents served with each other on at least one board. To illustrate, assume that two respondents, Mary and John, both serve on the board of Alpha Corporation and, in addition, John serves on the board of Beta Corporation. The result is two individual respondents (Mary and John) and three board experiences (Mary's experience on Alpha Corporation, John's experience on Alpha Corporation, and John's experience on Beta Corporation) at two distinct firms (Alpha Corporation and Beta Corporation).

38. Of nonwhite respondents, seven self-identify as African American, two self-identify as Hispanic, and one self-identifies as Asian American.

six to fifteen years, ten (or 25%) have served sixteen to twenty-five years, and ten (or 25%) have served more than twenty-five years.

2. Firm Characteristics

A diverse group of 118 firms are represented in our sample. Because some of the respondents serve on the boards of the same companies, our respondents reported 131 board experiences. For six companies, there were two respondents from that company's board, for two companies there were three respondents who served on that company's board, and for one company there were four respondents from the same company's board, although all four did not overlap in their service. Eighteen (or 14%) of the board experiences are with Fortune 100 companies, thirty-one (or 24%) are with Fortune 500 companies, fourteen (or 11%) are with Fortune 1000 companies, and sixty-eight (or 52%) are with publicly traded corporations not listed in Fortune.

Twenty-one board experiences (or 16%) represent firms headquartered in the Northeast, fourteen (or 11%) represent firms headquartered in the Midwest, seventy-five (or 57%) represent firms headquartered in the South, and twenty-one (or 16%) represent firms headquartered in the West.[39] Using broad Standard Industrial Classification (SIC) codes to classify the industry of the companies on whose boards our respondents served, our respondents' board experiences were slightly overweighted in some industry categories (manufacturing; transportation and public utilities; wholesale and retail trade) as compared to all SEC registrants, and slightly underweighted in others (mining; finance, insurance, and real estate; and services).[40]

C. Discourse Analysis

We have used the methods of qualitative discourse analysis in evaluating the interview transcripts. *Discourse* in its basic linguistic sense refers to connected segments of speech or writing, in fact to any chunk of

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[39]. The firm's region is defined by reference to its corporate headquarters as disclosed in SEC filings. The regions are those employed by the U.S. Census Bureau. *See* U.S. CENSUS BUREAU, CENSUS REGIONS AND DIVISIONS OF THE UNITED STATES, http://www.census.gov/geo/www/us_regdiv.pdf (last visited Mar. 12, 2010).

[40]. The four-digit Standard Industrial Classification (SIC) codes that appear in a company's disseminated EDGAR filings are assigned by the U.S. government to indicate the company's type of business. *See* OCCUPATIONAL SAFETY & HEALTH ADMIN., U.S. DEP'T OF LABOR, SIC DIV. STRUCTURE, http://www.osha.gov/pls/imis/sic_manual.html (last visited Mar. 12, 2010). The number of total SEC registrants in each broad industry category is available at http://www.secinfo.com/$/SEC/SIC/.asp?Start= (last visited Mar. 12, 2010).

speech or writing larger than a single sentence or utterance.[41] It includes conversations, interviews, stories, question-and-answer sequences, and so forth. But discourse can also refer to more abstract social phenomena. We use the term "discourse analysis" to refer to the qualitative, fine-grained, interpretive study of recorded discourse. Our approach and its theoretical underpinnings are described in further detail in a prior article.[42]

Much recent work in discourse analysis focuses particularly on the stories, or narratives, that people tell. Stories have been defined as "everyday communication devices that create interpretive contexts for social action."[43] They are significant because "[i]n everyday social situations people use stories as a means of conveying selective interpretations of social behavior to others."[44] We focus in this paper on the stories that directors and other relevant corporate actors tell about their experiences with board diversity, and particularly their views, if any, on critical mass.

Specifically, our approach has followed the model of conversation analysis.[45] The collection and transcription of the interviews is an ongoing process. We meet regularly as a group to discuss individual interviews, listening to the recording with transcript in hand. We comment on and discuss whatever issues any of us notice and raise. While the interviews follow a broad topical outline, the analysis sessions are open-ended, with an agenda emerging only as the session proceeds. The whole approach is unapologetically interpretive. It is rigorously empirical, in the sense that every inference is rooted in specific textual evidence, but it is not positivist and makes no claims to be so.

The fact that a member of a cultural group analyzes and interprets the world in a particular way does not, of course, permit one to generalize about what other members are thinking or doing. Yet by the same token, aggregate data about a group as a whole do not allow one to say anything about any particular individual. Discourse analysis, though, creates a set of specific data points grounded in actual members of the group. Unlike any aggregate method, discourse analysis permits a researcher to say, "This is what a set of real people actually report about their thoughts and actions."

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41. B. Johnstone, *Discourse Analysis and Narrative*, *in* THE HANDBOOK OF DISCOURSE ANALYSIS 635 (D. Schiffrin, D. Tannen & H. E. Hamilton eds., 2001).

42. *See* Broome, Conley & Krawiec, *supra* note 33, at 774–77.

43. W.L. BENNETT & M.S. FELDMAN, RECONSTRUCTING REALITY IN THE COURTROOM: JUSTICE AND JUDGMENT IN AMERICAN CULTURE 7 (1981).

44. *Id.*

45. *See, e.g.*, J. MAXWELL ATKINSON & JOHN HERITAGE, STRUCTURES OF SOCIAL ACTION: STUDIES IN CONVERSATION ANALYSIS (1984).

IV. Interview Results

Two general themes related to critical mass emerged as most prominent in our interviews. The first is that our subjects—and others whom they have observed—have been comfortable with the role of pioneer, the first and (at least for a while) only woman or minority on a particular board. All felt that they were thoroughly qualified for their respective positions, were taken seriously, and were able to contribute almost immediately. Even when a minority of one, all felt that they were effective directors. Nonetheless, some felt special pressure to do well because, as the first and only, they were more visible and more highly scrutinized, and because they did not want to make it harder for those who came after them.

Second, with the exception of employee relations, we found only limited evidence that a critical mass of women affected board behavior in any substantive way. By our subjects' accounts, multiple women on a board seemed no more prone to raise gender-related issues than a single woman. Similarly, some seemed to resist the idea that a critical mass was necessary for them to raise gender-related issues because, as noted above, they felt confident acting as individuals. Nonetheless, some did report effects on the dynamics of board interaction as well as on the comfort level they felt in expressing certain views.

A. Being the First

Many of our respondents were the first woman and/or minority on particular boards. A master narrative of that experience has emerged with some prominent shared features. Perhaps the most consistently reported element is the belief that, though diversity was a factor in nearly every female or minority director's appointment, and sometimes explicitly so, the individual brought valuable specific knowledge or skills to the boardroom beyond her gender or skin color.[46]

In Text 1, an African American female director gave a vivid version of this account, made especially powerful by its framing as a retelling of a conversation that she had just had with her son. The speaker emphasized that she never goes into *any* situation conscious of being a minority, focusing instead on the fact "that you have the job because you have the skills to do it."[47] Although she acknowledged that "boards actively seek other members who don't look like them," she attributed this not to

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46. Broome, Conley & Krawiec, *supra* note 33, at 777–80 (quoting at length from respondents who state that diversity was a factor in their board appointment).

47. Interview, Transcript No. DS300043, at 4 (May 18, 2008).

the pursuit of social equity, but rather to their recognition that "they have to do things differently from a *business* standpoint."[48]

TEXT 1

Q: . . . Tell us about the [name of company] board, other women, other minorities on it.

A: There's one other woman on the board and her connection with the board is her father was on the board, and he was one of the major shareholders so when her father retired and left the board, she took his seat so to speak so she was the only woman on the board until I became a member and I was the only minority.

Q: How did that feel?

A: Well I'll answer that question this way because I just had that conversation with my son last night, yesterday, who's going to take a new job. He's a recent graduate. I told him that the first thing you have to do is recognize that you have the job because you have the skills to do it, and throughout my life I have never gone into any situation thinking that I was a minority. I know I'm a minority, but I don't go into any situation with that as a conscious part of it. Any situation that I'm in is because I'm there as a person, and I'm there because I have something to contribute, I have some skill, I have some expertise, and so that is the mindset that I took to the [name of company] board. I'm here because I have something that they wanted and it's regulatory expertise and that's what I'm here to provide, and so I never let being a woman or a minority come to the forefront and I think when you do that, it can put you at a disadvantage because that's what you focus on and so when you say how was it, I never dwelled on that. I was there because they asked me to be there for a particular reason and that was the value that I brought to the board so it was not an issue for me, and I don't think that they viewed that as an issue either. One of the things that I know happens when boards actively seek other members who don't look like them, they're not white and they're not male; they're at a point in their life that they recognize that they have to do things differently from a business standpoint.[49]

Another respondent, an African American male, noted that he is accustomed to being a pioneer or token, and that it does not bother him.

TEXT 2

Q: Do you think race was a factor when they selected you, when they were looking at you?

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48. *Id.* (emphasis added).
49. *Id.* at 4–5.

A: No. And it wouldn't bother me because I've done that so often in my life, the first one and the only one for so many years it doesn't bother me one bit but no, they just knew me and I'm like ninety-nine percent sure that that didn't have one thing. If those guys had known somebody else as closely as they knew me who was over here on the East Coast and was in a position that would also bring some status with it with my coming there, they would have selected that person as well.[50]

Because he was so well-known by the other board members, he actively participated in board discussions from the beginning, even though he was initially brought on the board as a paid, but nonvoting, board member during a "try-out" year.

TEXT 3

Q: I'm curious about this try-out year, this aspirant year. What were the dynamics of that like? Did you observe or participate?

A: It was 100% involvement in everything that took place including executive sessions but no votes and full pay. I got the same amount of pay as the regular board members got, and I just did not second any motions or vote on anything.

Q: How did you handle that? Did you jump right in on the first day, or did you just stand back for awhile?

A: No. I talked. I got involved because again I was comfortable be-cause I knew [one male name] quite well and I knew [second male name] quite, quite well, and they were very friendly to me.[51]

He subsequently became a full voting member of the board and enjoyed a long tenure on it. Nonetheless, he reported in the next two texts that he sensed that sometimes directors talked about substantive business issues outside of his presence and often socialized before or after board meetings and did not invite him to join in.

TEXT 4

Q: Have you observed a difference in how people talk and interact in the boardroom in a diverse board versus a nondiverse board? Just the human interaction side of it, does it seem different in any way?

A: You know I like to push the envelope and I say some things and they're just reminded that I am black, but I'm not foolish enough to think that they don't talk differently and discuss some other things in other places.

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50. Interview, Transcript No. DS300070, at 10 (Nov. 25, 2009).

51. *Id.* at 6.

Q: So they might have private conversations that might potentially offend you or that you might not approve of but outside of your presence.

A: I mean I surely couldn't have heard it because it wouldn't have been private then, but I have the sense that they spend a lot more time with each other external to just board activities than they do when I'm involved. I see a lot of it. I don't know what they're talking about but I see a lot of it, and I think they have a lot more in common because like I said they are very much alike. Their experiences are very much alike.[52]

TEXT 5

Q: And your sense is that some of them though socialize with each other?

A: Oh they always do. They always do and even with the people who run the company. They all knew each other before they came onto the board. That doesn't bother me because when I went into mainstream America early on I had to learn how to be by myself because, and I hope this doesn't come off sounding conceited, because I did so well in schools and college and technical trainings and all this kind of stuff, I became like the only one going to classes. I was the only one. I'd go into this, I was only one so I had to learn how to be "by myself" so that doesn't bother me, but the point is that they are also more comfortable talking with each other about issues. They go out to dinner. We come in at night and they go out to dinner with each other and that kind of thing.

Q: And they don't invite you?

A: No.

Q: And you don't care?

A: No. [Laughter]. No I don't.[53]

But our other respondents, while expressing a similar comfort with their first and only status, did not echo this narrative of exclusion. For example, an African American female director reported that she always felt comfortable in social situations with other board members:

TEXT 6

I never find that I'm left out, I never find that there's any attempt to separate me or segregate me in any way whatsoever, I just haven't experienced that. Now, there are plenty of things they'll talk about,

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52. *Id.* at 24.
53. *Id.* at 25.

like they'll get to talking about, "I belong to three country clubs." And I'm very ho-hum, I don't belong to country clubs, and don't go to them, especially won't go to any that discriminate against women or minorities in term of their membership, and sometimes I'll say that, and they don't . . . . There's no murmur, murmur, murmur, after I say it, they almost *expect* me to say it.[54]

In a variation on this theme, some of our respondents acknowledged, but embraced, their "token" status as the first and only. For example, a pioneering white female board member joked, "I've enjoyed tokenism a great deal. It's given me a great career."[55] Later in the interview, when discussing an African American male who was the first minority member of a company's board, she also said: "[H]e [the African American male] knew he was being used, and he wanted to be used. And I have felt that way, too, as a token. Let me in and I will earn my place. Just let me in."[56]

Another white female director emphasized that, even when tokenism motivates an invitation to join a board, it is still a "positive step" and an opportunity that should be seized:

TEXT 7

Q: The one thing we've read in the course of our research is a study that says one woman is a token, two is a skewed group, and three is a critical mass. What would your comment be on that?

A: First of all I would agree that one's a token in the sense of that the board was probably looking for the token, but it's said negatively but I think it's a positive because what you've got to do is you've got to take that first step. And that first step is really important. Think of all the people who don't take the first step and would you turn down something because they said you were a woman and they were looking for a woman. I mean, how stupid is that because you can create these opportunities.[57]

Another element of this narrative is the conviction that the pioneering first and only director was a serious contributor from the outset. The woman speaking in Text 8 stated this in the abstract, while the speaker in Text 9 compared two disparate board experiences to make the same point in a more elaborate way. The latter respondent stressed that the striking differences between the two experiences resulted from "a difference in culture," impliedly ruling out a gender-based explanation. In any event,

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54. Interview, Transcript No. DS30059, at 17–18 (Feb. 18, 2009).
55. Interview, Transcript No. DS300055, at 3 (Nov. 14, 2008).
56. *Id.* at 7.
57. Interview, Transcript No. DS300010, at 12–13 (July 30, 2007).

both experiences seem to have been positive, even though one permitted "a meaningful contribution at the very outset" whereas in the other case "it took [her] more time to feel [she] was truly adding value just because of the behaviors."

TEXT 8

Q: What does it feel like to be the only woman on the board?

A: Well I don't really look at myself as the only woman on the board. I just feel like I'm a board member. They seem to have accepted me well and we enjoy each other and that; I don't usually think about being the only one. I mean I don't think about diversity.[58]

TEXT 9

Q: How, as the first and only woman on these boards, did you feel that you were given equivalent responsibilities and taken as seriously as the men or did you feel marginalized, at least until you kind of proved yourself?

A: I did not feel marginalized at all. I felt like in one case I was contributing at the very first board meeting and I was given prime assignments and if anything, I was given more opportunity than I might have expected. In the other situation and you can figure out which was which but in another situation, it was like throwing a piece of raw meat on the table to see who'd go at it. And it was, again, it was a difference in culture and it reminded me a little bit of in our little private company, where we had outside board members, we as staff would prepare and prepare and prepare to have things go well. And then we'd get to the board room, and we had some very outspoken outside directors and we'd put an idea on the table and they didn't want to hear us talk about how we were going to study it or think about it or do research. They wanted it done! Again, it was very fast-paced to get it done right now, so it's a difference in industries and cultures. But to answer your question, Lissa, I never felt marginalized, but in one case I felt I could make a meaningful contribution at the very outset and the other one it took me more time to feel I was truly adding value just because of the behaviors. Do you all understand what I'm trying to say? It's just the atmosphere was different. You've seen that in classes and schools where in one class it's everybody participates and it's a very even flow kind of thing. And others there's more tension in the room.[59]

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58. Interview, Transcript No. DS300015–16, at 4 (Sept. 21, 2007).
59. Interview, Transcript No. DS300010, at 4–5 (July 30, 2007).

For a number of respondents, the ability to contribute from the outset has been derived from long experience as a pioneer. A white female director who is also an experienced corporate lawyer captured this sentiment succinctly:

TEXT 10

Q: How did that feel, being the only woman in the boardroom?

A: Well, I'm sure I spent my life being the only woman in various rooms and so you get used to it. . . .

I was the only woman at [name of firm] in my law firm for a number of years, and so you know, you just sort of get used to it. You know, you can either feel sorry for yourself, or feel awkward and out of place, or you can just say look, I'm happy to be at the table, you know, eventually I hope more people will be at the table with me, but at least it's making progress, so.[60]

Another female director, when asked how it felt to be the only woman on the company's board, responded similarly:

TEXT 11

A: Well that's been my journey so I didn't really feel any different than my entire career [Laughter] because when you start your career in the late seventies and early eighties you're the first woman at anything. At [Company A] I was the first woman general manager, first woman brought into the management training program, first woman vice-president, you know, those types of things and so it kind of had been my journey so it didn't feel any different than the other things that I had done.[61]

A pioneering white female, who had often been the only woman in the boardroom, noted that the "big deal" in her first board stint was not that she was a woman but that she was a rookie director:

TEXT 12

Q: What was it like being the first woman on the board?

A: Well, it was interesting. I mean, it's very hard for me to compare that with my current board experience because I was very inexperienced. And I find that, I think clearly I think women are more accepted on boards today, but I also think I'm a far more effective board member today because I'm doing it professionally and I have a lot of experience. In fact, I have more experience than the average man who's on a board these days. And, so, it's really hard for me to

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60. Interview, Transcript No. DS300029, at 3–4 (Dec. 17, 2007).
61. Interview, Transcript No. DS300057–58, at 2 (Dec. 12, 2008).

compare. But the big issue from my perspective wasn't so much that I was a woman was, because, you know, to be fair, up to that point in time in my career, I had been the first woman this or the only woman that. So, being the first or the only was not a big deal for me at that point because I had been there for twenty years. What was the big deal for me was that it was my first board.[62]

Another white female respondent made a particularly interesting (her word) observation about the reaction of "older men" to these path-breaking female directors, noting that their desire to be open-minded is sometimes in conflict with "a little bit of reservation":

TEXT 13

Q: What was it like going on to these boards where, in one case you're still the only woman, but in both cases you were the first? Did you feel accepted right away?

A: That's a good question and I'll have to answer it by saying I've been in a lot of situations where I was the first female. And that's unfortunate in many ways but fortunate for me in a lot of other ways. I was the first female commercial loan officer at [name of bank], I was the first management trainee that participated in a credit school outside of [bank's headquarters city]. I went to [name of university] and majored in economics. At that point there were very few females in the economics and business, and there were not that many in the whole school. I think the ratio was something like ten to one, and I got my MRS there, real happy to say. And I was the first female who chaired [name of trade association] and just some different things like that. I was used to how people can respond. It's interesting because older men, in particular, I think, want to be open-minded and accepting of people, but there's still a little bit of reservation. I'm sure you've sensed that as you've done different things.[63]

Personal attributes are also important to the success—and failure—of pioneers. One white female director described the qualities that made another woman especially successful:

TEXT 14

And she came in and she made it work. They didn't make it work, she made it work. And it's due to attributes that I think are critical for diverse people to succeed in a setting where you're a minority.

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62. Interview, Transcript No. DS300023, at 6 (Nov. 30, 2007).
63. Interview, Transcript No. DS300010, at 4–5 (July 30, 2007).

The first is complete self-confidence; just complete self-confidence and the second is a sense of humor. And I'm assuming the appropriate skill set. But when [name] gets mad, [name] doesn't hide it, when she thinks something is funny she's laughing louder than anybody else and when her family needs her she walks out of the room and says, "My family needs me." She doesn't try to pretend that she has a meeting or something, she's very open about her family commitments and I just think she's a terrific, terrific role model.[64]

But, consistent with the theme that personal attributes—rather than numbers alone—matter, another respondent discussed a board with three female directors (a critical mass, by most definitions).[65] But the women, according to our respondent, were not successful directors:

TEXT 15

[T]he example I would give is that the way a particular board has developed there are three women on the board whose careers stalled. The company has succeeded, has grown, has thrived at a level that exceeds their status. And I think the women on that board perceived that they are perhaps not taken so seriously; I know at least one of them thinks that that's due to her gender. What I see is that she's no longer in an echelon that matches the board on which she serves. She sees it as a gender issue.[66]

But the fact that these pathbreaking directors succeeded did not mean that it was easy. Several respondents reported that they worked harder and prepared more for board meetings than their male colleagues. This was not necessarily a negative, though; rather, many respondents reported that the pressure of being in the spotlight made them better. The woman whose poignant story is quoted in Text 1 noted that being a pioneer can have a positive effect because it forces an individual "to really stretch," as opposed to what might happen in a diverse environment where one "felt very comfortable":

TEXT 16

Q: Do you think that your first board experience might have been different if the board did look more like you, if there were more African Americans, more women, more Latinos, more Asians, whatever? If it wasn't quite as homogenous as it was, would it potentially have been a different experience?

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64. Interview, Transcript No. DS300039, at 18–19 (May 7, 2008).

65. *See supra* notes 2–30 and accompanying text (discussing the definition of critical mass).

66. Interview, Transcript No. DS300039, at 9 (May 7, 2008).

A: . . . I think if it had been a [less] homogenous[67] board, I would not have learned as much. Because I would have felt very comfortable in that environment, it would not have required me to really stretch and to think outside of myself and to learn about something totally new, to learn and interact with people who had a business background that was different than mine, people who ran corporations, how they made decisions and how they bring that actual expertise to the table. So from that standpoint it was quite different, and I may not have found that level of knowledge or interaction with a [less] homogenous group.[68]

For many, this felt need to work harder did not just emerge in the boardroom. In response to a question about whether she felt she was being held to a higher standard as a woman and therefore *had* to work harder, another respondent—a pioneering white female director as well as a member of her company's management team—recounted her upbringing and her education:

TEXT 17

A: I think that I have a tendency to create that higher standard for myself, because having grown up in the timing that I did, I was always the only woman doing whatever it was, and so, as a result, I always felt I had to work harder—example, being in an accounting class where I was the only woman, and back there that was—back then it was very common, and the professor saying that he had never given a woman an A. And, I mean, he announced that to the class. And you couldn't do that today. So there was always that tendency that you had to work harder.

My father was the type who didn't feel that a woman should go to college, that a two-year school was all that a woman needed. And I had to—I proved him wrong. I paid for myself to go to college, whereas he totally paid for my brother and gave him a car. So I had to prove that I was going to do better than my brother. So I think you get that ingrained into you.[69]

In a similar vein, an African American female director said that she "absolutely" prepared more for board meetings than other directors. Her explanation centered on being black, female, and middle class:

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67. The speaker actually said "more homogenous." But it is evident from the question and the context that she means "more diverse" and thus "less homogenous."

68. Interview, Transcript No. DS300043, at 4–5 (May 18, 2008).

69. Interview, Transcript No. DS300067–68, at 11–12 (Nov. 12, 2009).

TEXT 18

I was always told, and remember I grew up in the 60s when I was a teenager and went to college, that I have to go that extra mile, I have to extend myself beyond the benefit of the doubt 'cause I'm not going to be extended the benefit of the doubt, so, if I'm asked to X, I have to do X plus Y.[70]

Being the first and only woman or minority, and thus a presumptive representative of that demographic group, could in itself be a source of stress. For one thing, some found that not all of their colleagues "wanted to be open-minded." A white female director gave this account of her first meeting as the first female board member of a professional association:

TEXT 19

At the end of the session the head of it came to me and he said to me, "You were wonderful to be here. We didn't even realize you were a woman."

Q: That's great.

A: Which you can imagine. And he said, "Well, I mean," then he started stammering when he saw my expression. And he said, "Well, you just fit in."[71]

In addition, boys will be boys:

TEXT 20

A: So, I mean, when you're the only woman, it's like men continue the discussions in the restrooms. Let's put it that way.[72]

Other stresses inherent in being the first and only woman or minority director reported by our respondents included automatic visibility and the heightened scrutiny that came with it; the pressure of being looked at as the representative of an essentialized conception of female or minority interests; and anxiety about making it harder for future female or minority candidates. One white female board member acknowledged the difficulty of being the only female voice at the table:

TEXT 21

I was the one who kept saying we need another woman, your customers are women, and I'm glad I can be that voice at this table, but

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70. Interview, Transcript No. DS30059, at 5 (Feb. 18, 2009).

71. Interview, Transcript No. DS300067–68, at 24 (Nov. 12, 2009).

72. *Id.* at 8.

you need another female voice and that took a lot longer than finding another board member.[73]

A white female academic and former board member remarked that when she was the only woman on one board, "it did feel like I was continually representing something, or being a token. And that didn't feel nearly as good as being part of a group of two or three," as she was on another board she later served on.[74] She also mused:

TEXT 22

I was just trying to figure out whether there are ways in which women are more or less likely to want to serve on boards as men; or whether minority people are more or less likely? Whether they feel that they will have too heavy a burden because they'll be expected to be responsible for womanhood or minorityhood? I don't think that's true of most boards in fact. But whether, before you've ever served on one you might think you were going to have to? I don't know if that's a concern for some potential board members . . . if so, I would hope people would be able to lay those worries to rest.[75]

Several women also reported that they understood in some sense that whether they did well as the first female board member might influence whether or when a second woman would be invited to join the board. One white female board member told us that she was the first woman on a particular corporate board, joining an African American male who was already on that board. She acknowledged that by the time she left the board, there were four female board members, then quipped, "I guess I didn't mess up too badly."[76] She also commented, however, on the pressure that this placed on her:

TEXT 23

I never really had a bad experience as a token. In fact, they seemed to be particularly curious in what I did think. And that put some pressure on—if you were speaking, you didn't want to just blurt out stupid things. But I never really felt intimidated about asking questions, either.[77]

Another white female commented on the pressure of being the only female board member:

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73. Interview, Transcript No. DS300057–58, at 3 (Dec. 12, 2008).
74. Interview, Transcript No. DS300060, at 3–4 (May 21, 2009).
75. *Id.* at 14.
76. Interview, Transcript No. DS300055, at 4–5 (Nov. 14, 2008).
77. *Id.* at 9.

TEXT 24

It does add a little more pressure and I feel like, and I've felt like this all of my career, I'm kind of blazing a trail and a lot of the opportunity that comes for my daughters and the women behind me is based on what I contribute and how well I give to that company or to that role and opportunity.[78]

Finally, a white female director expressed her pride in helping to increase the number of women on the boards on which she served. "I guess probably one of the things that I'm most proud of is that I haven't stayed the only woman on any of the boards that I've joined . . . ."[79]

B. Does Critical Mass Matter?

Respondents did not consistently articulate the case for the impact of critical mass on board operations or corporate performance, but some common themes did emerge. The first, already discussed, is that even a lone woman or minority can make a contribution—but almost always as a competent board member, not a representative of a group.

A second theme is that the behavior of female and minority board members may change according to their numbers, although it is unclear whether these changes have any substantive impact on board performance or decision-making. In Text 25, for example, in response to a question about "a study that says one woman is a token, two is a skewed group, and three is a critical mass," the respondent talked about the steps she has taken when she is one of only two women on a board, in order to avoid "that perception of the two women agreeing on everything." Women, in other words, must take care to present themselves as board members who happen to be women rather than as women board members:

TEXT 25

Two is skewed, we've never talked about it and we have assigned places that change, we have little name plates at [name of company] and they move them around so that you're never sitting beside the same person, which I think is a great idea but they rearrange several times so people are sitting in different places in the boardroom. And [name of female board colleague] and I, if we have free sitting at a dinner or something, she and I will rarely sit together. We will spread out but then we'll do social things together, as I mentioned, after the meetings. And that's sort of how I was taught to do things. I grew up under [name of CEO]'s leadership and you were taught to

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78. Interview, Transcript No. DS300057–58, at 18–19 (Dec. 12, 2008).
79. *Id.* at 2.

go in, seize the moment . . . . So I had that early raising, if you will. So for me, when I enter a room, any room, I'm not going to go sit with all the women because I've been taught you just don't do that, you don't want that homogeneity or whatever that word is. So, the two is skewed thing, I think if people try to get joined at the hips and that kind of stuff, that could be the perception, so you need to protect against that perception of the two women agreeing on everything.[80]

Nonetheless, interactions among female board members may still be different than those between men and women or among men, as evidenced by this story told by the white female lawyer–director quoted in Text 10. Note the bathroom reference, which came up in several of our interviews:

TEXT 26

Q1: Oh, yeah, and I think you mentioned on the panel that we were on that women relate to other women on the board differently.

Q2: I was going to ask you about that.

A: Yeah, actually I was just thinking about it because last week after the [meeting of a board on which she serves], there was a break between the committee meetings and the dinner, and then [a well-known female director] and I headed for Sak's. [Laughter]. And then we found out that Sak's is a new . . . client of [the company], "Oh, great." So yeah, and I was thinking, how does, I do certainly have a sense of camaraderie with other women on the board, and I was thinking maybe it's because we all go to the same restrooms as the two on the panel you and I saw, but men go to the same bathrooms, too, so I'm not sure that's the distinguishing factor, but I don't know, it's sort of in law firms, you kind of bond with the other women because you're so used to being excluded, or in the minority, or unusual you can kind of make friends, you have common interests. And women talk more about their families.[81]

In another example, a white female board member recounted that the company used to have a meeting in Florida at which the board would have a golf outing. When a second female director joined the board, there were then two female directors, neither of whom played golf. The result: "No golf anymore."[82] She elaborated:

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80. Interview, Transcript No. DS300010, at 12 (July 30, 2007).
81. Interview, Transcript No. DS300029, at 26–27 (Dec. 17, 2007).
82. Interview, Transcript No. DS300050, at 14 (Oct. 3, 2008).

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TEXT 27

We don't do that anymore, and I think as goofy as that sounds, I think they sort of went to themselves hmm, if we're going to have a social activity, we need to have it be inclusive rather than purpose-fully exclusive and oh P.S. the two women on this board neither of them play golf so it looks like we're being, I can imagine that thought process going through the C suite, being this just doesn't look good anymore.[83]

Another white female director noted that when a second woman joined her board, its dynamics changed, though it is unclear from her narrative whether the change was due to the presence of multiple women or to the particularly "aggressive" nature of the new board member:

TEXT 28

A: The particular woman, I think, influenced it more than the fact that she was a woman. I think that she's much more outspoken. And I tend to be outspoken most of the time, but she was even more ag-gressive, and that caused the other men to—when I—they did grandstanding, let's put it that way, I found that it's very interesting dynamic that several of the men had to show that—monopolize the conversation.

Q: So they would grandstand in response to her aggressiveness, you mean?

A: Yes. And that's a little disruptive.[84]

She went on to give a specific example:

TEXT 29

Q: Could you give an example of, if you recall, one of these mer-chandising issues where you asserted a viewpoint and there was grandstanding in response?

A: This isn't as much merchandising as it is in terms of the projec-tions that were being given I felt were unrealistic, and [name of fe-male board colleague] also chimed in and felt they were unrealistic. And then all of the men felt the same way. But initially no one was bringing it up.

Q: So the two of you gave voice to a concern that they seemed to have but had been reluctant to express?

A: Yes.

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83. *Id.*
84. Interview, Transcript No. DS300067–68, at 11 (Nov. 12, 2009).

Q: Did you have some sense of why that was? I mean, maybe you two are just more aggressive people by nature, but was there anything else, perhaps, that was—

A: I think maybe they weren't as into the details.

Q: Mm-hmm.

Q: Do you think as a woman board member you prepared more for the board meetings than the men did?

A: And I'm going to answer in terms of all my boards. Yes.[85]

Another respondent noted that women directors often consider using their political capital on advancing a particular cause, but find it easier when there are other women on the board. At least so far, however, she had not observed the same increased boldness among African American directors:

TEXT 30

You know should I use my capital there? Should I put my foot out on that topic? I might need it someplace else. I think women in my network are becoming a little bolder about supporting each other. I think there's still a reluctance among African Americans to do that. I think that's going to change pretty quickly with Barack Obama as President. I pray so. [Chuckle]. I hope so.[86]

A woman with extensive experience on multiple boards pointed out that on boards that have reached critical mass there are no longer "women's seats," and an individual woman is "not *expected* to represent a woman's point of view." Note that board gender diversity has, despite the survival of "some curmudgeons," become "no big deal" (compare Text 12):

TEXT 31

Q: Can you talk about some of the changes you've seen over the years?

A: Well, there's one, we're just on the tail of. Well, inside, that if we use that example, from inside to definitely majority of outsiders. I think the changes in diversity are quite profound, too, over that time period. Not only minorities, but women, and now it's sort of no big deal, and [name of company]'s board has four women on it, and [name of another company]'s has three. [Name of third company], here, [repeats name], has how many, three or four. It's now, you have this as one of your questions somewhere, critical mass, and I

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85. *Id.* at 11–13.
86. Interview, Transcript No. DS300057–58, at 7 (Dec. 12, 2008).

consider critical mass to be three. And now it's just no big deal, and there are no women's *seats* in the same way, and you're not *expected* to represent a woman's point of view. And that changed over the years when diversity became something that was thought to be good business and some of the men would take up the cause. I always liked that a lot cause you felt it was all in your head, that if you didn't do it right, you would mess it up for everybody coming along, but none of that is really true anymore. Not that there aren't some curmudgeons in the world, because there are. So now we either ignore them or we marginalize them, or we do something, but we keep them out of our hair. So that's a big change.[87]

Another white female director described a similar evolutionary process. She specifically related achievement of critical mass and attendant changes in women's roles in the boardroom to the size and "sophistication" of the companies involved:

TEXT 32

Q1: Does it feel any differently to you being on one of these boards where you're the only woman versus [names of two very large companies] where they're a little more diversified?

A: Well it feels different but some of that has to do with the difference in the companies and the sophistication of the companies, what it's like to work with a company that has a scale and a scope of a [names of same two companies] versus a much more localized company but there are; I'm trying to think about what feels different about it. Well on those boards and on the [name of smaller company] board currently I probably take, I'm very attuned to the role that I might need to play about issues that have to do with women or their role or this, that or the other thing whereas with the other boards now it is much more, A, there's much less of it. Not much comes up where you feel like, "oh I need to raise my hand now." That doesn't happen very often. It did happen and does happen with the others.[88]

In a similar vein, another woman compared her two board experiences—the first in a smaller company [Company A] and the second some years later on the board of a very large and sophisticated company [Company B].

TEXT 33

Well, I certainly felt comfortable raising questions about diversity and about our commitment, both to women and to minorities, and to

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87. Interview, Transcript No. DS300032, at 5–6 (Dec. 19, 2007).
88. Interview, Transcript No. DS300017, at 11–12 (Oct. 9, 2007).

gay people and others, around the [Company B] table. And proba-
bly it's true that I felt more comfortable doing that because when I
looked around I saw other women and members of minorities. But it
may also be simply that that was something that [Company B], for
whatever reason, encouraged more, and it may also have been be-
cause it was ten years later than my [Company A] experience, and
these issues may have become more salient.[89]

Later in the interview, she elaborated further about the value of see-
ing a diverse group of faces around the board table:

TEXT 34

So, I think it's more, looking around the table, even not very con-
sciously, and just seeing people who are different, and recognizing
that that's true of the country and true of the company, and also now
true of the board. It just seems comfortable. There's a goodness of
fit about it that may make the whole situation more open to flex-
ibility, more open to alternatives. I don't know, it's hard to make the
connection, but I'm sure that it matters.[90]

She cautioned later, however, that there was a corresponding danger:

TEXT 35

[I]f you had close to a majority or a strong plurality of women,
people would think the board was somehow softer, or less serious,
as looking on from the outside. I don't know. All those things are
possible, but you all would know much more about this than I do.
This is all speculation.[91]

In addition, we heard some evidence that substantive outcomes may
be affected by having multiple women on a board. One female director
recounted meeting with the company's senior female leadership and
learning that to better accommodate family demands, they wanted flexi-
ble work start times and the opportunity to work from home on occasion.
Notwithstanding the director's report to the CEO about this discussion:

TEXT 36

Nothing could ever come of it because the culture wasn't strong
enough yet, and I was the solo voice and it wasn't a strong enough
voice. Now we have another woman, and we also have men who re-
ally firmly believe that not just for the optics of having—and this
gets to your earlier point—but not just the optics of having a diverse
board but it really makes the conversation better. It really makes it a

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89. Interview, Transcript No. DS300060, at 5 (May 21, 2009).
90. *Id.* at 10.
91. *Id.* at 11.

richer, more diverse, more interesting conversation around how to
run a company if you don't just have white guys who are fifty-two
and above.[92]

    As we have discussed at length in prior work, however, the pur-
ported contributions of a diverse board were, with a few exceptions, at a
level of detail that we would not expect to be the subject of boardroom
strategizing.[93] One narrative that ran counter to this general trend relates
to the corporation's relations with employees. Some female and minority
directors reported that they are more readily able than their white male
counterparts to empathize with lower-level employees, and that they use
this empathy to improve employee relations.[94] Some also said that di-
verse boards aid in the recruitment, retention, and promotion of women
and minorities, and in particular with succession issues in senior man-
agement.[95] Respondents have reported instances of diverse board mem-
bers taking a personal interest in these issues and ensuring that they are a
subject of board attention.[96]

    Though both female and minority respondents provide insight on
their first and only status, or about tokenism more specifically, very few
of our texts address the issue of a critical mass of minority (as opposed to
female) directors. In part, this reflects the simple fact that it is hard to
find a public company with three or more minority directors. And even
when one is found, the minorities may be from different demographic
groups, such as African Americans, Asians, or Hispanics.

    We should also emphasize that we introduced the topic of critical
mass into the interviews quoted above, so we have no basis for determin-
ing the extent to which it was on our respondents' minds. Nonetheless,
when the subject was raised, multiple respondents reported a progression
in board diversity that correlated with a perceived change in their profes-
sional roles—a shift from representing a particular perspective to func-
tioning as "normal" directors. Relatedly, we heard from multiple sources
that director diversity is now more prevalent in larger, more global, and
more "sophisticated" companies.[97] But we have no evidence on which
way the arrow of causation points: that is, have larger and more sophisti-

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92. Interview, Transcript No. DS300050, at 6 (Oct. 3, 2008).
93. Broome, Conley & Krawiec, *supra* note 33, at 786–99.
94. *Id.*
95. *Id.*
96. *Id.*
97. Larger corporations tend to have more diverse boards. Catalyst reports that the average
number of women on a Fortune 100 company board is 2.2 (or 18%), but the average number of
women directors on a Fortune 500 company board drops to 1.7 (or 15.7%). Rachel Soares et al.,
2010 Catalyst Census: Fortune 500 Women Executive Officers and Top Earners, app. 6 CATALYST
(2010) (Women's Representation by *Fortune* Rank).

cated (and, presumably, richer) companies been more aggressive in seeking critical mass on their boards, or have they grown and succeeded at least in part because of their diverse boards?[98] While it could be the latter (diversity improves performance), it is also possible that larger companies are more visible and thus more responsive to outside pressures to diversify, as well as better able to attract qualified female and minority board candidates.

V. CONCLUSION

Almost from the start, researchers have noted the theoretical tensions within critical mass theory. Indeed, Drude Dahlerup, who (along with Kanter) is credited with developing the theory, argued that critical mass theory appears to present female politicians with two conflicting problems.[99] On the one hand, "women politicians must prove that they are just like (just as able as) male politicians," a task rendered especially difficult by male politicians' longer seniority and the fact that their "gender occupied the political arena long before women were allowed to participate."[100] At the same time, "women politicians must prove that it makes a difference when more women are elected."[101]

We observe a related, but different, conflict regarding critical mass in our respondents. Although our texts provide some support for Kanter's workplace environment perspective of critical mass theory, this narrative is complicated by our respondents' apparent embrace of their first and only status. Some of our respondents' narratives confirm that, as female directors, they feel more at ease and less like tokens or group representatives when there is a significant minority of women on the board. Presumably, this comfort level allows our respondents to function as more effective board members.

Yet, at the same time, our female and minority respondents tend to view themselves as pathbreakers—often the first and only female or minority at many important career stages. They exhibit a certain pride in the notion that they are highly qualified corporate directors, accustomed to their "outsider" status, and need no additional reassurance or support from the presence of members of their own demographic group. All re-

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98. Empirical studies of board diversity's impact on corporate performance are mixed. While most studies document a correlation between board diversity and corporate performance, studies employing robust endogeneity controls generally have found no evidence that board diversity affects corporate performance. A few have concluded that gender diversity on boards negatively impacts performance, though others attribute this finding to other factors, such as investor bias or the talent pool. Broome, Conley & Krawiec, *supra* note 33, at 765–67.

99. Dahlerup, *supra* note 2, at 279.

100. *Id.*

101. *Id.*

port an ability to effectively function as contributing board members, even when the sole female or minority in the boardroom.

But, in contrast to KKE, we find less support in the texts for the different outcomes perspective of critical mass, which envisions distinctly feminine results. Indeed, some of our respondents explicitly reject this notion. The most prominent exception to this general narrative probably relates to employee relations, which we have discussed at length in prior work.[102] But even here, the result is muddy and not necessarily indicative of any positive effects of a critical mass of female directors on corporate performance. Although an attention to employee relations and welfare could suggest that diversity is good for business, as KKE conclude, too much empathy with employees could also reduce firm value, to the extent it results in inefficient labor policies.[103]

Our texts thus largely support those researchers who, for both empirical and theoretical reasons, have been wary of the different outcomes perspective. Although increased minority representation could enhance opportunities for collaboration and support—and thus enable the emergence of different, distinctly "feminine" or "minority" outcomes—other scenarios are also plausible. As minority percentages increase, so may majority backlash, undermining the minority group's effectiveness.[104] In addition, as minority representation rises, so may the diversity of viewpoints among the minority representatives. Indeed, critical mass theory itself predicts this result. Yet, as members of the minority gain the freedom to disagree with each other, the chances that any single "female" or "minority" viewpoint or method of interaction emerges may decrease.[105] These theoretical tensions, along with the previously discussed lack of strong empirical support, have caused some researchers, including Dahlerup, to abandon critical mass as a theory that predicts different outcomes.[106] Our work would counsel skepticism that any such different outcomes that do emerge from a critical mass of female directors can be construed as making a positive business case for board diversity.

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102. Broome, Conley & Krawiec, *supra* note 33, at 792–99.

103. *See* David A. Matsa & Amalia R. Miller, A Female Style in Corporate Leadership? Evidence from Quotas (Feb. 10, 2011) (unpublished manuscript), *available at* http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1636047.

104. Childs & Krook, *supra* note 17, at 524.

105. *Id.* at 524–25.

106. *Id.* at 528–29; Dahlerup, *supra* note 8, at 519–20 (distinguishing the "policy outcome perspective" from the "workplace perspective" and arguing that, while the relative number of women may be important to the second—i.e., women's ability to effectively perform their job—it is of limited relevance to the first, which depends on the same factors thought to influence other political issues).