

April 21, 2008

Senator Hillary Rodham Clinton
476 Russell Senate Office Building
Washington, DC 20510

Dear Senator Clinton:

As chair of the Council of Institutional Investors, a non-partisan association of 140 corporate, public and union pension funds with more than \$3 trillion in pension assets, I was very interested in *The Wall Street Journal* article (April 12, 2008) "Candidates Target Executive Pay."

Council members are long-term and significant investors in U.S. companies and leading advocates of good corporate governance practices and requirements. Executive compensation has long been a hot issue for the Council and its members. Concerns in recent years have centered not simply on the amount paid to CEOs and other top executives, but also the board processes for setting pay, the disclosure of pay, the structure of pay and the pay-for-performance metrics.

As detailed by the enclosed policy document, the Council supports advisory votes on executive pay and full and clear disclosure of executive pay. We would be pleased to be a resource for you and your staff on executive pay and other corporate governance issues. We have testified several times on Capitol Hill on governance issues, and we would welcome the opportunity to testify at future hearings.

Please contact Ann Yerger, executive director of the Council, at 202-261-7098 or anny@cii.org if you have any questions or need additional information.

Sincerely,

A handwritten signature in cursive script that reads "Dennis A. Johnson". The signature is written in black ink and is positioned above the typed name and title.

Dennis Johnson, CFA
Chair

Enclosure

cc: Board of Directors, Council of Institutional Investors