

June 26, 2016

David M. Zaslav  
Chief Executive Officer  
Discovery Communications, Inc.  
One Discovery Place  
Silver Spring, MD 20910

Dear Mr. Zaslav,

You may be aware of the [report](#)<sup>1</sup> published by the U.S. Government Accountability Office (“GOA”) in December 2015 addressing the representation of women on corporate boards for publicly traded companies. While strides have been made to increase the number of board seats held by women, the gender gap remains wide and at the current rate, as many as forty years away from achieving an even balance among male and females. Discovery Communications, Inc. has the potential, under its own power and control, to expedite this timeline.

The report was commissioned upon the request of Rep. Carolyn Maloney (D-N.Y.), who is currently proposing [legislation](#)<sup>2</sup> requiring companies to increase the transparency of boards' compositions in their proxies and disclose improvement strategies for increasing gender diversity. If this legislation passes, the SEC's involvement will intensify for companies, forcing companies to endure heightened scrutiny and expanded supervision by the SEC.

Women make up [over half](#)<sup>3</sup> of the professional workforce, yet many difficulties prevent them from serving on boards. The most noted hurdles include the lack of prioritization in recruiting diverse candidates, a lower volume of women in the pipeline to serve on boards, and a low turnover of board seats year over year. These concerns are very real and difficult to overcome. However, there are a growing number of resources available to alleviate the extra time constraint and burden on companies searching for qualified candidates — but, only if companies start the process by showing an interest and consideration for female recruits.

Some states have already proposed and passed legislation tackling this issue. Massachusetts passed [legislation](#)<sup>4</sup> in October 2015 asking companies to publicly disclose

---

<sup>1</sup> U.S. Government Accountability Office, Corporate Boards: Strategies to Address Representation of Women Include Federal Disclosure Requirements, *available at* <http://www.gao.gov/products/GAO-16-30>.

<sup>2</sup> House Representative Carolyn Maloney, Increasing the Role of Women in Corporate Boardrooms, <https://maloney.house.gov/issues/report-on-the-underrepresentation-of-women-in-corporate-boardrooms>.

<sup>3</sup> Center for American Progress, The Women's Leadership Gap, *available at* <https://cdn.americanprogress.org/wp-content/uploads/2014/03/WomenLeadership.pdf>.

<sup>4</sup> The Commonwealth of Massachusetts, Resolution S. 1007, <https://malegislature.gov/Bills/189/Senate/S1007>.

the number of women and total number of members on their Board of Directors. Illinois adopted a [resolution](#)<sup>5</sup> in May 2015 that encourages equitable and diverse gender representation on corporate boards and urges publicly held corporations to specify a minimum number of women to serve on boards within the next three years. California passed a similar [resolution](#)<sup>6</sup> in 2013 urging companies to have at least three women on every board of nine or more members by the end of 2016. This trend is only going to continue as more leaders take the next steps towards improving the system.

Utilizing the resources available to appoint women to Discovery Communications' Board of Directors will likely benefit DCI in its long-term development and progress (*See [MSCI Research Report](#)<sup>7</sup> and [Ernst & Young Insights](#)<sup>8</sup>*).

Discovery Communications should be commended for employing at least one woman on its executive team, as this diversity is imperative for the business' future success. It is also of utmost importance to continue training and preparing women to hold leadership positions within the company so that they may gain the experience and knowledge necessary to serve on boards. The GOA report cited factors, such as searching male-dominated networks for the pool of candidates, as well as, the unconscious bias that women would not "fit in," which contribute to the lack of prioritization for diversity on corporate boards. Both of these factors can be extinguished through internal efforts to prepare, train and recruit more high-performing women for boards and senior executive positions. As the company's leader, you should prioritize all efforts towards achieving proportionate gender representation at the executive level.

Despite the failed proposal requesting the Board of Directors to report on plans to increase diverse representation on the Board of Directors in this past proxy vote, as CEO, you can still mold internal leadership and produce trusted candidates to serve on DCI's Board. DCI should take the initiative in making board diversity a priority to prevent further regulatory requirements and voice its willingness to consider and evaluate women as potential board candidates. We are happy to extend our assistance and resources in retaining executive leadership and preparing them to be qualified candidates to serve as Board members.

Best wishes,

Olga V. Mack  
Founder, Women Serve on Boards

---

<sup>5</sup> Illinois General Assembly, H.R. 0439, <http://www.ilga.gov/legislation/BillStatus.asp?DocNum=0439&GAID=13&DocTypeID=HR&LegID=&SessionID=88&SpecSess=&Session=&GA=99>.

<sup>6</sup> California Legislative Information, SCR-62, [https://leginfo.ca.gov/faces/billNavClient.xhtml?bill\\_id=201320140SCR62](https://leginfo.ca.gov/faces/billNavClient.xhtml?bill_id=201320140SCR62).

<sup>7</sup> MSCI Research Insights, Women on Boards: Global Trends in Gender Diversity on Corporate Boards, available at <https://www.msci.com/documents/10199/04b6f646-d638-4878-9c61-4eb91748a82b>.

<sup>8</sup> Ernst & Young Insights, Women on US Boards, <http://www.ey.com/GL/en/Issues/Governance-and-reporting/Women-on-US-boards---what-are-we-seeing>.

Cc:

David C. Leavy

Chief Corporate Operations and Communications Officer

Tammy Shea

Vice President, Corporate Communications

Adria Alpert Romm

Chief Human Resources & Global Diversity Officer

Marjorie Kaplan

President of Content, Discovery Networks International

Nancy Daniels

President and General Manager, TLC