

The Fifth Annual
CAPITAL MATTERS: MANAGING LABOR'S CAPITAL
Conference of May 2-4, 2007
Pensions and Capital Stewardship Project
Labor and Worklife Program, Harvard Law School

TABLE OF CONTENTS

I. WHAT ARE CRITICAL CHALLENGES FOR PENSION FUND GOVERNANCE AND MANAGEMENT AND HOW CAN THEY BE MET?

1. **“Pension Fund Governance: Expertise and Organizational Form,”** by **Gordon L. Clark**, *Journal of Pension Economics and Finance*, Vol. 3 No. 2, July 2004, pp. 233-253. [p. 1]
2. **“Identifying and Adopting Best Practices for Institutional Investors,”** by **Samuel W. Halpern and Andrew Irving**, Chapter 11 in *Portfolio Management: A Modern Approach for Professionally Managed Funds*, McGraw-Hill, 2004, pp. 297-338 [p. 12]
3. **“Pension Fund Governance Today: Strengths, Weaknesses, and Opportunities for Improvement,”** by **Keith Ambachtsheer, Ronald Capelle, and Hubert Lum**, 2006 (submitted to the *Financial Analysts Journal* for publication). Available at <http://www.rotman.utoronto.ca/icpm/2.pdf>. [p. 33]

II. CURRENT DEVELOPMENTS IN PRIVATE EQUITY INVESTMENT: WHAT IS THEIR IMPORT FOR CAPITAL MARKETS, PENSION FUNDS, AND STAKEHOLDERS IN TARGETED ENTERPRISES?

1. **“The Performance of Reverse Leveraged Buyouts,”** by **Jerry Cao and Josh Lerner**, National Bureau of Economic Research Working Paper No. 12626. Available at <http://www.people.hbs.edu/jlerner/RLBOPerformance.pdf>. [p. 47]
2. **“The Risk-Adjusted Performance of US Buyouts,”** by **Alexander Peter Groh and Oliver Gottschalg**, November 14, 2006, cover page and pp. 29-31. Available at <http://ssrn.com/abstract=876273>. [p. 69]
3. **“The Performance of Private Equity Funds,”** by **Ludovic Phalippou and Maurizio Zollo**, September 2006, cover pages and pp. 2-7, 35. Available at http://www.hec.fr/hec/fr/professeurs_recherche/upload/cahiers/CR852.pdf. [p. 72]
4. **“Current Research in Private Equity – A Short Review,”** by **Jan Miczkaika**, *Advisoria*. Available at http://www.advisoria.de/pdf/Current_research_in_private_equity.pdf. [p. 77]
5. **“Private Equity: A Discussion of Risk and Regulatory Engagement,”** Financial Services Authority, UK, Discussion Paper 06/6, UK, cover pages and pp. 3-11. Available at http://www.fsa.gov.uk/pubs/discussion/dp06_06.pdf. [p. 79]
6. **“Morgan Stanley Roundtable on Private Equity and Its Import for Public Companies,”** by **Michael Jensen**, *Journal of Applied Corporate Finance*, Vol. 18, No. 3, Summer 2006, pp. 8-37. [p. 85]
7. **“Business Ownership Change and Effects on the Employee Relationship: An Exploratory Study of Buyouts in the UK and the Netherlands,”** by **Paul Boselie**,

- Hans Bruining, Michael Wright, Nicholas Bacon**, *International Journal of Human Resource Management*, Vol.16, Issue 3, 2005, pp. 345-363. [p. 101]
8. **“Inside the Dark Box: Shedding Light on Private Equity,”** by **Phil Thorton**, The Work Foundation, pp. 1-8, 14-20. Available at http://www.theworkfoundation.com/Assets/PDFs/private_equity.pdf. [p. 112]
9. **Additional Readings** [p. 121]

III. CORPORATE GOVERNANCE IN THE UNITED STATES: CHANGING RELATIONSHIPS AMONG SHAREHOLDERS, DIRECTORS, AND SENIOR EXECUTIVES

1. **“The Myth of the Shareholder Franchise,”** by **Lucian Arye Bebchuk**, Harvard Law School Law & Economics, Research Paper Series, March 2007 (Forthcoming in *Virginia Law Review* 2007). Available at <http://ssrn.com/abstract=952078> or http://www.law.harvard.edu/programs/olin_center/. [p. 125]
2. **“Lucky CEOs,”** by **Lucian Bebchuk, Yaniv Grinstein, and Urs Peyere**, Harvard Law School John M. Olin Discussion Paper Series, No, 566, Revised, January 2007, cover pages and pp. 1-6, 37-38. Available at <http://ssrn.com/abstract=945392>. [p. 155]
3. **“Lucky Directors,”** by **Lucian Bebchuk, Yaniv Grinstein, and Urs Peyere**, Harvard Law School John M. Olin Discussion Paper Series, No, 573, cover pages and pp. 1-8, 31. Revised, January 2007. Available at <http://ssrn.com/abstract=952239>. [p. 160]

IV. HOW CAN WE ENSURE RETIREMENT SECURITY FOR ALL? WHAT IS THE ROLE OF EMPLOYMENT-BASED RETIREMENT PLANS IN ACHIEVING IT?

1. **“Guaranteed Retirement Accounts: Toward Retirement Income Security,”** by **Teresa Ghilarducci**, For the Agenda for a Shared Prosperity, Economic Policy Institute, April 2007. [p. 167]
2. **“Choice, Chance, and Wealth Dispersion at Retirement,”** by **Steven F. Venti and David A. Wise**, Working Paper 7521, February 2000, cover pages and pp 1-5, 33-38. Available at <http://www.nber.org/papers/w7521>. [p. 176]
3. **“Aging and Housing Equity,”** by **Steven F. Venti and David A. Wise**, NBER Working Paper No. W7882, September 2000, pp. 1-6, 21-23. Available at <http://www.nber.org/papers/7882>. [p. 183]
4. **“Defined Contribution Plans, Defined Benefit Plans, and the Accumulation of Retirement Wealth,”** by **James Poterba, Joshua Rauh, Steven Venti, and David Wise**, NBER Working Paper 12597, October 2006, cover pages and pp. 1-4. 33-36. Available at <http://www.nber.org/papers/w12597>. [p. 188]
5. **“A New National Retirement Risk Index,”** by **Alicia H. Munnell, Anthony Webb, and Luke Delorme**, Center for Retirement Research at Boston College, Issue in Brief #48, June 2006. Available at http://www.bc.edu/centers/crr/issues/ib_48.pdf. [p. 193]
6. **“Households 'At Risk': A Closer Look at the Bottom Third,”** by **Alicia H. Munnell, Francesca Golub-Sass, Pamela Perun, and Anthony Webb**, Center for Retirement Research, Boston College, Issue Brief 2007-2, January 2007. Available at http://www.bc.edu/centers/crr/issues/ib_2007-2.pdf. [p. 197]
7. **“Will People Be Healthy Enough to Work Longer?,”** by **Leora Friedberg**, Issues in Brief, Center for Retirement Research at Boston College, Issue Brief 2007-3. Available at http://www.bc.edu/centers/crr/issues/ib_2007-3.pdf [p. 202]

8. **“What Happens to Household Portfolios After Retirement,”** by Courtney Coile and Kevin Milligan, Center for Retirement Research at Boston College, Issue in Brief #6, November, 2006. Available at http://www.bc.edu/centers/crr/issues/ib_56a.pdf. [p. 208]
9. **“The Retirement System in Transition: The 2007 Retirement Confidence Survey,”** by Ruth Helman, Jack VanDerhei, and Craig Copeland, Employee Benefit Research Institute, Issue Brief No. 304, April 2007, p. 1. Available at http://www.ebri.org/pdf/briefspdf/EBRI_IB_04a-20075.pdf. [p. 211]
10. **“Saving Incentives: What May Work, What May Not,”** by Thomas. L. Hungerford, Congressional Research Service, June 20, 2006. Available at <http://digitalcommons.ilr.cornell.edu/crs/22/>. [p. 212]
11. **Additional Readings** [p. 222]

V. INFRASTRUCTURE: WHAT OPPORTUNITIES FOR INVESTMENT DOES IT OFFER PENSION FUNDS? HOW ARE THOSE OPPORTUNITIES BEST SEIZED? WHAT IS THEIR IMPACT ON GOVERNMENT AND PUBLIC SECTOR WORKERS?

1. **“The Power of Governance in Financial Relationships: Governing Tensions in Exotic Infrastructure Territory,”** by Morag I. Torrance, Oxford University Centre for the Environment, Working Papers in Employment, Work and Finance, WPG 2007, No. 06. Available at <http://www.ouce.ox.ac.uk/research/transformations/wpapers/wpg07-06.pdf>. [p. 225]
2. **“Investment: Infrastructure, An Investor’s Guide to Essential Services,”** by Morag Torrance, *Investment & Pensions Europe*, March 2007. [p. 246]
3. **“Opportunities in Private Infrastructure Investments in the US,”** by Asieh Mansour and Hope Nadji, RREEF, September 2006. Available at http://www.irei.com/uploads/marketresearch/67/marketResearchFile/Opp_Priv_Infr_Inv.pdf. [p. 248]
4. **“US Infrastructure Privatization and Public Policy Issues,”** by Asieh Mansour and Hope Nadji, RREEF, September 2006. Available at https://www.rreef.com/GLO_en/bin/Infrastructure_Privatization_and_Public_Policy_Issues_9-06.pdf. [p. 258]
5. **“Investing in California’s Infrastructure. How to Ensure Value for Money and Protect California’s Competitive Position in the National and Global Economy,”** Bay Area Economic Forum, June 2006, pp. 30-44. Available at <http://www.bayeconfor.org/pdf/CAInfrastructureJune06.pdf>. [p. 269]
6. **“The Highwaymen: Why you could soon be paying Wall Street investors, Australian bankers, and Spanish builders for the privilege of driving on American roads,”** by Daniel Schulman and James Ridgeway, *Mother Jones*, January/February 2006, pp. 4-9. Available at <http://www.motherjones.com/news/feature/2007/01/highwaymen.html>. [p. 277]
7. **“Indiana Toll Road vs. Chicago Skyway: An Analytical Review of Two Public/Private Partnerships,”** by Dennis J. Enright, NW Financial Group, LLC, November 1, 2006. Available at <http://www.nwfinancial.com/pdf/indianatollroads.pdf>. [p.283]
8. **Additional Readings** [p. 289]

VI. WHAT IS THE RELATIONSHIP AMONG CORPORATE FINANCE AND GOVERNANCE AND LABOR-MANAGEMENT AND OTHER WORKPLACE IMPACTS?

1. **“Finance, Corporate Governance and the Management of Labour: A Conceptual and Comparative Analysis,”** by **Howard Gospel and Andrew Pendleton**, *British Journal of Industrial Relations*, Vol. 41, No. 3, September 2003, pp. 557–582. [p. 294]
2. **“Corporate Governance and Labour Management: An International Comparison,”** by **Howard Gospel and Andrew Pendleton**, Introduction (Chapter 1) in *Corporate Governance and Labour Management, An International Comparison*, Edited by Howard Gospel and Andrew Pendleton, Oxford University Press, 2006. [p. 308]
3. **“The Parallel Worlds of Corporate Governance and Labor Law,”** by **Peer Zumbansen**, *Comparative Research in Law and Political Economy (CLPE)*, Research Paper No. 6, May 16, 2006, 1-2, 14-60. Available at <http://ssrn.com/abstract=902650> and http://www.comparativeresearch.net/papers/CLPE_Vol_02_No_02_RPS_06_Zumbansen%20Parallel%20Worlds%20IJGLS%20in%20PDF.pdf. [p. 320]
4. **“Employee Reactions to Corporate Social Responsibility: An Organizational Justice Framework,”** by **Deborah E. Rupp, Jyotti Ganapathi, Ruth V. Aguilera, and Cynthia A. Williams**, *Journal of Organizational Behavior*, Vol. 27, pp. 537-543 (2006). Available at <http://www.ilir.uiuc.edu/rupp-papers/RuppGanapathiAguileraWilliamsJOB2006.pdf>. [p. 345]
5. **Additional Readings** [p. 350]

VII. SECURITIES CLASS ACTION LITIGATION: WHAT HAS IT ACHIEVED? WHO HAS BENEFITED? WHAT MIGHT THE FUTURE FOR IT HOLD?

1. **“Institutional Activism through Litigation: An Empirical Analysis of Public Pension Fund Participation in Securities Class Actions,”** by **Michael A. Perino**, St. John's Legal Studies Research Paper No. 06-0055, October 2006. Available at <http://ssrn.com/abstract=938722>. [p. 353]
2. **“Investor Litigation in the U.S. – The System is Working,”** by **Jay W. Eisenhofer and Gregg S. Levin**, *Securities Reform Act Litigation Reporter*, Vol. 22, No. 5, February 2007, p. 618. [10 pages] [p. 371]
3. **“Does the Plaintiff Matter? An Empirical Analysis of Lead Plaintiffs in Securities Class Actions,”** by **James D. Cox and Randall S. Thomas**, 106 *Columbia Law Review* 1587 (2006). Available at <http://www.columbialawreview.org/pdf/Cox-Thomas.pdf>. [p. 381]
4. **“Reforming the Securities Class Action: An Essay on Deterrence and its implementation,”** by **John Coffee**, 106 *Columbia Law Review* 1534-1561, 1572-1586 (2006). Available at <http://www.columbialawreview.org/pdf/Coffee.pdf>. [p. 408]

VIII. WHAT MAKES FOR EFFECTIVE LABOR REPRESENTATION ON PENSION BOARDS?

1. **“What Makes for Effective Labor Representation on Pension Boards?,”** by **Johanna Weststar and Anil Verma**. (Forthcoming 2007, *Labor Studies Journal*) [p. 431]
2. **“Just Having Voice is Not Enough: Labour’s Voice on Pension Boards,”** by **Johanna Weststar and Anil Verma**. (Forthcoming as a chapter in *Socially Responsible Investment of Union-Based Pension Funds*, Jack Quarter, Isla Carmichael, and Sherida Ryan (Eds.), University of Toronto Press, Toronto.) [p. 454]