

CACI INTERNATIONAL INC /DE/

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

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CIK	0000016058
Industry	Computer Services
Sector	Technology
Fiscal Year	06/30

CACI INTERNATIONAL INC CORPORATE GOVERNANCE SUMMARY

I. Absence of Anti-Takeover Devices:

- No poison pill
- No staggered board
- A single class of voting stock
- Shareholder action by consent authorized

II. A High Level of Director Independence

- Nine of ten present directors are outsiders
- Ten of eleven management candidates for election are outsiders
- The Audit and Compensation Committees are composed entirely of outsiders
- As reflected in proxy statements, the Company engages in very few transactions with Directors outside of standard Board duties
- A dissident shareholder has been on the Board since December, 1993

III. Board Processes Employ Institutionalized Best Practices

- At each organizational meeting the Board is briefed by outside counsel on its fiduciary duties and standard of care under Delaware law
- Each Director is required to sign a Director's Code of Business Ethics and Conduct
- The Audit and Compensation Committees each have a charter and annually review performance against such charter
- Periodic engagement of financial advisors to study alternatives available for enhancing shareholder value (1992, 1995 and 1999)
- Regular consultation with outside counsel and financial advisors in assessing significant corporate actions (for example, during calendar 1999, the Board has held twelve (12) special meetings to address issues raised by expressions of interest in purchasing the Company. Outside counsel has participated in all twelve (12) of the meetings, and Investment Bankers have participated in ten (10) of such meetings).

End of Filing

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