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Introduction

THE 1970S AND 1980S were a disaster for America's labor movement. Gone were nearly one out of three members from private industry, once the heart of organized labor. Critics charged that unions had become dinosaurs: archaic and doomed. The one bright spot was state and local government. But the gains there did not stop the loss of numbers—and power—in the corporate sector.

Facing slow extinction, leaders of several unions decided the time had come for a do-or-die struggle to renew and rebuild. There then occurred a burst of activity, including the restructuring of unions, new ways of organizing, and more money allocated to underwrite the effort. Part of the rebuilding involved the use of union pension assets as leverage to add members in the private sector. Capital was harnessed to restore labor's strength.

The engagement with finance had two other purposes. One was to shore up pension plans that were a crucial feature of union membership. The other was to make financial institutions and public corporations more accountable, transparent, and public-minded. The attempt resonated with a century of liberal ideas for reconciling corporate power with democracy. The chain stretched from Louis D. Brandeis to Adolf A. Berle, and on down to John Kenneth Galbraith, Saul Alinsky, and Ralph Nader. By exercising their shareholder rights, union investors affected the governance of the nation's largest corporations even as labor faded from within them.

In the background was financialization, a transformative economic force. The financial sector's share of GDP nearly doubled from the 1970s to the eve of the financial crisis. Corporations acquired the characteristics of commodities, bought and sold by speculators. The irony is that workers' pension funds supplied some of the capital that fueled financialization.¹

Labor's financial turn came on the heels of a shareholder revolt led by public pension plans like the California Public Employees' Retirement System

(CalPERS) and informed by ideas emanating from financial economics. Investors shook off their decades-long passivity and pressed executives to prioritize their interests, what is called shareholder primacy. There were three main demands: tying CEO compensation to stock performance, orienting executives and corporate boards to shareholders, and lowering the barriers to acquisitions. It was an assault on the postwar system under which corporations balanced the interests of diverse stakeholders—executives, employees, and shareholders—without privileging any one of them. Now, shareholders told CEOs to do more for them or lose their jobs.

For the financial turn to succeed, unions needed allies like CalPERS. Of necessity this meant supporting the tenets of shareholder primacy. It was odd behavior for labor unions. But if you're down and nearly out, the ends could be made to justify the means.

The traditional pressure tactic—the strike—and the legal protections for union organizing had lost effectiveness by the 1970s. Employers shed their reticence to replace striking workers and to fire union supporters. An alternative approach emerged called the corporate campaign. Corporate campaigns rely on forces external to the workplace to compel employers to recognize a union, or make bargaining concessions, or settle a strike. They often include shareholder activism and other finance-based tactics to pressure a company's directors, business partners, and creditors. These contributed to an uptick of members in industries such as healthcare, lodging, building services, and occasionally industries beyond the service sector.

In the shareholder realm, labor's signature issue was executive compensation. Unions charged that lofty executive pay was the result of a rigged system. CEOs made out like bandits—in fact sometimes they *were* bandits—while workers' wages flatlined. Unions filed pay-related shareholder proposals at a broad range of companies, not only where they sought more members. Pulling back the curtain on the pay-setting process drove a wedge between executives and workers and allowed unions to raise issues like inequality. The shareholder forum was capacious. Topics that the law kept off the bargaining table, such as takeovers and executive remuneration, were capable of being addressed when unions acted as shareholders.

The claims of shareholder primacy—that shareholders owned the corporation and that their interests should be paramount—led to a wealth transfer from labor to capital. For the most part, however, restraining shareholders was not on labor's agenda, other than admonitions to invest for the long term.

Unions were slow to criticize mounting payouts to shareholders. The seeming embrace of shareholder interests caused some European trade unionists to be dubious of what their American counterparts were up to.²

There is a cottage industry of people who study inequality's causes. The widening pay gap between executives and workers, and between educated and less-educated workers, are well-researched topics. Less often considered is the relationship between inequality and the creed of shareholder capitalism. As economist Thomas Piketty observes, inequality is "ideological and political rather than economic or technological." It is a point that runs throughout this study.³

Historians only recently have begun to reckon with the economic events of the twenty-first century, a period of widespread laxity in business ethics.⁴ Not once but several times during the 2000s, executives at some of America's leading corporations were revealed as malefactors of great wealth, a phrase first used by Theodore Roosevelt in 1907 during an earlier era of excess. Business's damaged reputation offered an opportunity for unions.

In banking, the malefactors caused a financial meltdown in 2008. Because of its newly acquired expertise, labor had a hand in fashioning the legislative response to the crisis, the Dodd-Frank Act. Washington was one place where unions still had some sway. But the final version of Dodd-Frank failed to punish the bankers, which left voters disappointed and angry. The appearance of Occupy Wall Street shortly after President Obama signed Dodd-Frank blindsided unions. Occupy's protests on behalf of the 99 Percent received more media attention than labor's own marches and demonstrations. Occupy Wall Street marks a boundary between history and current events. It is the terminus of this study, although an epilogue is provided.

The late Lloyd Ulman, a distinguished economist, once told his students (I was one of them) that unions had three types of power at their disposal. Two were rooted in the labor market: organizing power and bargaining power. The third was political power. An increase in any type of power strengthened the other two. Over the last fifty years, there's been an ebbing in all of them, particularly in the labor market. Industries with once-high union density, such as manufacturing and transportation, have experienced huge membership losses. Three times—during the Carter, Clinton, and Obama administrations—labor

TABLE I.A. Union Membership and Density, 1973–2019

	Private-Sector Density (%)	Private-Sector Membership (millions)	State and Local Government Density (%)	State and Local Government Membership (millions)	All Wage and Salary Density (%)	All Wage and Salary Workers Membership	Private/ All (%)
1973	24.2	14,954	n.a.	n.a.	24.0	18,089	83
1983	16.5	11,980	37.9	4,744	20.1	17,717	68
1997	9.7	9,363	38.2	5,717	14.1	16,110	58
2008	7.6	8,265	38.5	6,839	12.4	16,098	51
2019	6.2	7,508	35.3	6,087	10.3	14,567	52
			Change (%)				
1973–2019		(–50)		n.a.		(–19)	
1983–2019		(–37)		28		(–18)	

Source: Barry T. Hirsch and David A. Macpherson, “Union Membership and Coverage Database from the CPS,” Georgia State University, www.UnionStats.gsu.edu.

fought without success to rebalance the laws that diminished their power. Three times they failed.

Bargaining power can be gauged by the divergence between union and non-union pay. Economists Barry Hirsch and David Macpherson find a steadily narrowing gap between unionized and comparable private-sector nonunion wages: 26 percent (1983–1992), 24 percent (1993–2002), 21 percent (2003–2012), and 20 percent (2013–2018). In other words, about a quarter of the union wage premium vanished between 1983 and 2018. Because the promise of higher wages is a selling point for joining unions, the premium’s decline diminished labor’s organizing power.⁵

Another measure of bargaining power is labor’s share of a corporation’s financial resources, whether the latter is measured as value-added, earnings, or economic rents. The portion paid to workers has fallen in line with deunionization. In manufacturing, union contraction is responsible for a third of the reduction in value-added received by production workers.⁶

Labor’s political power did not decline as sharply. Writing in the 1960s, political scientist J. David Greenstone observed that unions had become the Democratic Party’s most powerful interest group. Unions, he said, brought new voters into the party, formed alliances with key constituencies, and provided resources for electoral campaigns. It made unions what Greenstone called an “interest aggregator” of the party’s diverse voters.⁷

During the following decades, labor was a crucial part of the Democratic coalition. “Even with a depleted labor movement,” wrote journalist Thomas Edsall in 2014, unions provided to the Democrats “about 5 million votes they would not otherwise have.” No group worked as hard as organized labor to elect Barack Obama in 2008. Coordinating mobilization at the grass roots was Working America, an organization created by the AFL-CIO to build support for labor-backed candidates. To persuade voters and to raise turnout, union volunteers visited ten million households—union and nonunion—and made 70 million phone calls. The AFL-CIO reached out to its white male members, who voted for Obama by a margin of 18 percentage points, whereas their nonunion counterparts voted against him by almost the same margin.

Unions still serve as aggregators for the Democrats, albeit less so than before. They now compete with the party’s other interest groups. They can achieve their political goals if they share objectives with these groups. But Democrats from swing states are wary of helping unions, and unions feel that the party is unresponsive to their needs. According to Steve Rosenthal, a former political director of the AFL-CIO, “The unions basically have become an ATM for Democrats. There is a sense of taking unions for granted, no place else to go, don’t need to do much for them.”⁸

It was difficult for unions to transform their political clout into remedies for their organizing problems. Out of the quandary came a search for new sources of power. Sociologist Nathan Wilmers has identified several strategies that unions recently have pursued, such as working with immigrant and community organizations and accepting into the labor movement quasi-union groups such as workers’ centers. The loss of members made stark the choice between business as usual and the need for new approaches. With their pension funds, unions found a source of power outside the labor market to augment their power within it.⁹

Corporate governance refers to the rules that structure the relationships among executives, boards, shareholders, and employees. Executives make operating decisions, but the board hires them, sets their pay, and reviews their strategic plans. Shareholders vote to approve takeovers and board nominees, and they can petition the board with advisory proposals on a restricted range of topics. Employees lack formal channels for influencing executives and boards, unless they unite to form a labor union in the same fashion that owners

amalgamate their shares. On the sidelines are creditors, who become more important if the firm faces bankruptcy. Joining them on the sidelines are customers, suppliers, and the public. Governance arrangements are created by the actors—private orderings—and by legislatures, regulatory agencies, and the courts. Different sets of rules produce different apportionments of the corporation's wealth to those who have a stake in it. Money and power lie at the heart of corporate governance.

There is variety in governance systems. Governance in the United States is different now from what it was following the Second World War; Germany's and Japan's systems are not the same as in the United States. Within a country at any point in time, companies cluster around particular governance practices, but there are always deviations.

In an important study of corporate governance, political scientists Peter Gourevitch and James Shinn analyze the coalitions that “set the rules of the corporate governance game.” They develop a model with three groups: workers, owners, and executives. Based on their preferences, the groups can form alliances (owners-workers, owners-executives, executives-workers) or play the game on their own. Each group is riven by cleavages, which Gourevitch and Shinn acknowledge but do not dwell upon. Taking stock of the cleavages makes the game more complicated but also more realistic.¹⁰

Owners: At the height of exuberant stock markets in the 1990s, it seemed that everyone was buying shares or receiving stock options from their employers. One financial journalist wrote that America had “democratized” share ownership. The rhetoric was as overheated as the markets; ownership was far from being widespread. It was the affluent who held most of the shares in public corporations, either directly or through retirement plans. Among US households in 2016, the top 1 percent owned 53 percent of all stocks and mutual funds. For the top 10 percent, the figure was 93 percent. Included in the top 1 percent are corporate insiders—executives, founders, and inheritors—who, as we will see, hold substantial stakes.

The bottom half of households own no stock whatsoever. In the three deciles above them are households who own stock—including in their retirement plans—but seven out of ten of these households have holdings worth less than \$10,000. In other words, stock markets are mostly irrelevant for 80 percent of US households except to exacerbate wealth inequality.¹¹

The picture changes when a household member participates in a traditional defined-benefit pension plan, a privileged group comprised of around a sixth

of corporate employees. The stock held in those plans does not belong to them, but it is their deferred wages that helped to purchase it. For private-sector plans, the stock was worth roughly \$45,000 per participant in 2017.¹²

Pension plans are part of a larger universe of institutional investors. The biggest are mutual funds and exchange-traded funds (ETFs), whose equity holdings dwarf those of pension plans. Institutions also include banks, insurance companies, and endowments. They differ systematically in their approach to investment and corporate governance. The upshot is that “owners” are a motley group with diverse preferences. Alliances are structured with different configurations around different issues.¹³

Workers: Through their pension funds, workers participate, indirectly, in corporate governance at companies whose shares are owned by the fund. A route by which covered workers can influence governance is via a pension fund’s trustees. So-called multiemployer pension plans, for private-sector union members, have an equal number of trustees representing employers and the union. State and local pension plans usually permit participants to elect some of their trustees. On the other hand, the trustees of corporate plans—also called single-employer plans—are banks and investment managers and may include executives and directors.

Because of widespread pension coverage and the size of their pension plans, state and local government employees have greater influence over corporate governance than most of the people employed by those companies. Public plans could be indifferent to the situation facing workers in the private sector. But they also could be powerful allies. Around four in ten state and local employees belong to unions, which means that they have some commonality with their private-sector counterparts.¹⁴

Union membership is another channel through which workers can affect corporate governance and the allocation of corporate wealth. Research shows an inverse relationship between a company’s cash holdings and the wages that result from collective bargaining. Also, if a firm is unionized, executive pay is reduced. Thus, worker preferences in corporate governance and the ability to potentiate them vary depending on income, pension coverage, and union representation. Like owners, workers are diverse.¹⁵

Executives: There are divisions among executives too. CEOs who have risen through the ranks have greater sympathy for fellow lifers—and less for shareholders—than do CEOs hired from the outside. Executives behave differently depending on whether they are engineers, attorneys, or MBAs, and whether

their backgrounds are in finance, marketing, or technology. The size of executive stock holdings affects business decisions and the board's composition.¹⁶



For most of the twentieth century, the worlds of finance and labor spun in separate orbits. They drew nearer as the century came to a close and a new one began. It was an era when finance was driving the economy, and unions adapted to the moment. Finance-based pressure tactics, which included shareholder activism but went beyond it, became a regular part of campaigns to add members. The recurring corporate scandals of the 2000s, which angered the public and investors, put the wind at labor's back. After the banking crash, labor's regulatory agenda drew on its financial turn. It was a pretty good showing for an alleged dinosaur.

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