

October 16, 2018

U.S. Securities and Exchange Commission

100 F Street, NE Washington, DC 20549

Re: File Number 4-725; SEC Staff Roundtable on the Proxy Process

To whom it may concern:

My name is Robert E. Coakley. I am, as is my spouse of over forty years, a baby boomer. We are both social security recipients, as well as recipients of Medicare Parts A and B. We are owners of a diversified stocks and bonds portfolio, which consists of individual corporations (both large and medium in size), exchange traded funds which imitate the Standard and Poor 500 and the NASDAQ indexes, and bonds. We also both carry life insurance policies, which rely on equity markets regulated by the Securities and Exchange Commission (SEC) to support their operations.

As a result of these investments, we are on the receiving end of a lot of information from retail and institutional investors on the topic of shareholder proposals.

I am a former civil servant who spent over twenty years in the federal legislative branch in the Senate, the House of Representatives, and the General Accountability Office (GAO). Presently, I'm a partner in two alternative energy start-up companies that could become public companies in the future, and I serve on an advisory board of another similar company.

Based on these experiences, I know firsthand that the definition of Socially Responsible Investing is always shifting, and the public information available when shareholder proposals must be deliberated upon by management is constantly changing, presenting ever evolving issues that all shareholders and proxy advisory services should consider. From my experience with alternative energy companies and capital markets, for instance, I can state the issue area of "climate change risks" is rife with misinformation.

I am also on the board of several non-profit organizations that focus on promoting and protecting the interests of senior citizens. As board members, a guiding principle of our decision-making is that senior citizens such as ourselves, and the growing number of senior citizens in our country, bring a different and important perspective to the investment community. This principle, by itself, is one that should not be neglected in Socially Responsible Investing.

I commend Chairman Clayton and the SEC's initiative to host a Staff Roundtable on the Proxy Process. I have read the Chairman's July 30, 2018 statement announcing the Roundtable on the Proxy Process and his invitation for public comments. I further commend the Chairman's statement that "shareholder engagement is a hallmark of our public capital markets, and the proxy process is a fundamental component of that engagement."

Please consider the following comments from my perspective as a retail investor, a senior citizen, and as a partner in several alternative energy companies.

1. A growing number of senior citizens are tuned in to today's capital markets and stockholder proposals. This changing level of awareness among seniors stems from the large increase in information from third parties on shareholder proposals. Be it company-generated, from proxy advisory services, or social media sources, there is no shortage of opinions and information on the stockholder proposals. This coincides with a time in which there is heightened concern over the priority given by corporate management to carrying out fiduciary responsibilities. If the SEC updates its disclosure mandates, there needs to be an understanding that the value of information disclosed is perceived and evaluated differently by generational differences. Disclosure mandates related to the proxy process should be mindful of the distinctions and their relationship to value creation.

2. There are significant flaws in the disclosure practices associated with shareholder proposals. The challenge of seeking a good housekeeping seal for SEC mandated disclosure information is a necessary challenge. Disclosure practices should ensure that generational issues impacting retirement security for tens of millions of baby boomers and older citizens are considered. This community is becoming more, not less, important in this regard.

From my experience, the balances that need to be struck in Socially Responsible Investing, such as disclosure mandates regarding climate change risk assessments, are especially challenging. For example, we have one former President who pursued the Paris Climate Agreements, while our current President decides that maintaining our previous relationship with the Paris accords on climate change is not the right way to address climate change and its risks. The ideological content of both views is apparent, yet these views are often used as a basis for corporate governance decisions with implications for years to come.

In this mix, corporate managers, stockholders, and proxy advisory services should consider issues concerning "materiality" and their fiduciary responsibility. This is one among several social issues which are changing everyday with the onset of exponential technologies that impact corporate behavior. Generational differences on what is considered necessary, or otherwise mandated to be disclosed during stockholder proposals, should be a persistent and insistent issue the Staff Roundtable on the Proxy Process takes into account in its work and recommendations.

3. It is important that the SEC, as well as the general public of stockholders, understands the importance of transparency in the proxy process. The common presumption is that more, not less information must be disclosed. However, more disclosed information does not necessarily result in more meaningful transparency. As a regulator, the SEC should encourage more quality, reliability, and accuracy of whatever information is disclosed. Better disclosure sponsored by the SEC is necessary in an era where information and misinformation are often given equal footing in the public square.

Senior citizens often become uncertain of how to evaluate the voting advice they receive for shareholder proposals because there is too much information out there. This overflow of information often erodes trust in management's ability to carry out their fiduciary responsibility.

Much of the information generated lacks practical utility. The issue of the "practical utility" of information is a legally defined term which engages the idea of one's ability to use the

information generated by federally sponsored disclosure mandates [44USC3502(11)]. Federally sponsored disclosure mandates by the SEC, be it in the form of bulletins, guidance, informal rulemaking, or otherwise, should not ignore the practical utility of the information produced. The regulatory burdens associated with third party efforts mandated by the SEC to meet such disclosure mandates should be identified, and their practical utility considered.

The SEC Staff Roundtable on the Proxy Process should be mindful of these legal considerations of practical utility and should assess the regulatory burdens -- the “hidden taxes” of SEC sponsored disclosure mandates. This applies to voluntary disclosure mandates as well as required ones. Information generated from federally sponsored disclosure mandates, should not be overlooked simply because taxpayer funds and the federal appropriation process do not contemplate the expenses and other burdens associated with them.

4. More transparency should include a system among proxy advisory firms that requires actual, perceived, and apparent conflicts of interest be disclosed. The issue of social media and how proxy information is distributed today, outside the scope of SEC oversight, should also be taken into account, considering how heavily the public relies on this information when it comes to shareholder proposals.

5. The SEC Staff Roundtable should consider the impacts of other disclosure mandates by other federal agencies. This includes the Department of Labor and its role in the Employee Retirement Income Security Act (ERISA). Any role to change the regulatory regime of disclosure in which proxy advisory services operate should include the needs of ERISA plans.

Thank you for this opportunity to comment on the Commission’s call for comments for its Staff Roundtable on the Proxy Process.

Robert Coakley

