Council of Institutional Investors®
The voice of corporate governance

Via Electronic Comments

July 2, 2026

Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549–1090

***Re: File Number DSP-3, Draft Strategic Plan***

Dear Secretary Countryman:

The Council of Institutional Investors (CII)[1] respectfully submits this letter in response to the Securities and Exchange Commission's (SEC or Commission) solicitation of comments on its Draft Strategic Plan for fiscal years 2026-2030 (Draft Plan).[2]

CII is a nonprofit, nonpartisan association of U.S. public, corporate and union employee benefit funds, other employee benefit plans, state and local entities charged with investing public assets, and foundations and endowments with combined assets under management of approximately $5.2 trillion. Our member funds include major long-term shareowners with a duty to protect the retirement savings of millions of workers and their families, including public pension funds with more than 15 million participants – true and real "Main Street" investors through their pension funds. Our associate members include non-U.S. asset owners with about $5.8 trillion in assets, and a range of asset managers with more than $74 trillion in assets under management.

CII commends Chairman Paul S. Atkins and the Commission for recognizing the importance of the SEC's investor protection mission including more than 20 references to "investor" in the Draft Plan.[3] We strongly endorse the Draft Plan's mission, vision, values, and goals.[4] And we offer the following specific comments on those Draft Plan objectives that are particularly relevant to CII, our members, and other long-term institutional investors.

**Objective 1.1: Provide a firm regulatory foundation for digital assets and distributed ledger technologies through a rational, coherent, and principled approach.**[5]

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[1] For more information about the Council of Institutional Investors (CII), including its board and members, please visit CII's website at http://www.cii.org.

[2] *See* Press Release, U.S. Securities and Exchange Commission, SEC Publishes Draft Strategic Plan for Public Comment (June 2, 2026), https://www.sec.gov/newsroom/press-releases/2026-51-sec-publishes-draft-strategic-plan-public-comment; U.S. Securities and Exchange, Strategic Plan, fiscal years 2026 – 2030 (June 2026 Draft), https://www.sec.gov/files/draft-strategic-plan-fy26-fy30.pdf.

[3] *See* U.S. Securities and Exchange, Strategic Plan, fiscal years 2026 – 2030 at 3-9 (includes 23 references to "investor").

[4] *See id.* at 5.

[5] *Id.* at 6.

CII strongly supports Objective 1.1. We agree that for the Commission's regulatory foundation for digital assets and distributed ledger technologies to benefit long-term investors and the U.S. capital markets it must be designed in a manner that "protect[s] investors and preserve[s] market integrity."[6]

In addition, with respect to the Draft Plan's discussion of jurisdictional coordination,[7] we have long supported clarifying the respective roles of the Commission and the Commodity Futures Trading Commission (CFTC).[8] We generally support the March 2026 Memorandum of Understanding between the two agencies[9] and strongly agree that any further clarifications of jurisdictional questions between the SEC and the CFTC must be resolved in a manner that "maintain[s] the highest degree of investor protection."[10]

As a recommendation in connection with the Commission's pursuit of Objective 1.1, we would respectfully request that the SEC allocate resources to consider how distributed ledger technologies may be utilized to improve the proxy voting system. CII has a long-standing membership approved policy entitled "Effective and Efficient Proxy Voting."[11] That policy states:

> The Council of Institutional Investors believes the public equity market and its stakeholders are best served by a proxy voting system characterized by:
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> - Timeliness—Voting related communications should reach eligible voters in sufficient time to allow for careful review of the materials and to facilitate voter participation.
> - Accessibility—Mechanisms should be in place to ensure that shareowners receive proxy materials and can vote even if they do not use electronic voting and communications methods.
> - Accuracy—All votes properly cast should be correctly tallied.

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[6] *Id.*

[7] *See id.* at 7 ("A modernized framework will also ensure that custody, trading, and staking services can operate under appropriate oversight without duplicative or conflicting requirements [and] [t]his also involves clarifying jurisdictional questions between the SEC and Commodity Futures Trading Commission.")

[8] *See* U.S. Financial Regulatory Reform: The Investors' Perspective, A Report by the Investors' Working Group (July 2009), https://web.archive.org/web/20100408031825/https://www.cii.org/UserFiles/file/resource%20center/investment%20issues/Investors'%20Working%20Group%20Report%20(July%202009).pdf (The report was adopted by the CII board and includes a specific recommendation that "the SEC and the CFTC must agree on appropriate regulatory standards and on their respective regulatory responsibilities . . . .").

[9] *See* Memorandum of Understanding between the U.S. Securities and Exchange Commission and the U.S. Commodity Futures Trading Commission Regarding Harmonization in Areas of Common Regulatory Interest (Mar. 11, 2026), https://www.sec.gov/files/mou-sec-cftc-2026.pdf.

[10] U.S. Securities and Exchange, Strategic Plan, fiscal years 2026 – 2030 at 7.

[11] CII, Policies on Other Issues, Effective and Efficient Proxy Voting (Updated Oct. 24, 2018), https://www.cii.org/policies_other_issues#effective_proxy_voting.

- Certainty—The proxy voting system should provide for end-to-end confirmation enabling both companies and shareowners to confirm that votes properly cast were included in the final tally as directed.[[12]]
- Cost-effectiveness—The costs of transmitting proxy materials and votes should be reasonable.
- *Best use of technology—Technology should be used to improve the proxy voting process, including through the adoption of private blockchains operated by trusted third parties that promote each of the above five objectives while safeguarding the identities, holdings and voting decisions of individual shareholders.*[13]

We would welcome the opportunity to work with the Commission and other stakeholders to develop and successfully implement a long-overdue solution or solutions for using distributed ledger technologies to improve the proxy voting system so that it better serves investors, issuers, and all market participants.[14]

**Objective 2.1 Increase staff engagement with business and industry groups.**[15]

CII strongly supports Objective 2.1. We agree that active and ongoing dialogue with investors and other market participants "is essential to effective regulation."[16] We also agree that a "more collaborative regulatory posture fosters trust, improves transparency . . . and ensures that rules are responsive to real-world conditions."[17]

As you are aware, in recent months we have provided input to the SEC on several of the topics explicitly referenced in the Draft Plan,[18] including the Commission's existing rules relating to

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[12] *See, e.g.,* Letter from Jeffrey P. Mahoney, General Counsel, CII to Vanessa A. Countryman, Secretary, Securities and Exchange Commission 10 (Oct. 22, 2025), (https://www.cii.org/files/issues_and_advocacy/correspondence/2025/Reg%20Flex%20Ltr%20(final).pdf ("We believe that concurrently with CII joint efforts with the Society, the Commission should consider having a project on its agenda to monitor the progress being made in end-to-end vote confirmation . . . .").
[13] CII, Policies on Other Issues, Effective and Efficient Proxy Voting (emphasis added).
[14] *See, e.g.,* Letter from Kenneth A. Bertsch, Executive Director & Jeffrey P. Mahoney, General Counsel, CII to Brent J. Fields, Secretary, Securities and Exchange Commission 3-4 (Nov. 8, 2014), https://www.cii.org/files/20181108%20CII%20Letter%20for%20SEC%20Proxy%20Roundtable.pdf ("our members believe it is time to look seriously at the use of distributed ledger technology, system-wide, to promote the goals articulated earlier, while safeguarding the identities, holdings and vote decisions of individual shareholders"); *see generally* Vice Chancellor J. Travis Laster, Keynote Speech, at CII: The Block Chain Plunger: Using Technology to Clean Up Proxy Plumbing and Take Back the Vote 16-34 (Sept. 29, 2016), https://www.shareholderforum.com/ACCESS/Library/20160929_Laster-CII-speech.pdf (Describing how distributed ledger technologies can provide better accuracy, greater transparency, and superior efficiency for settling securities trades and voting in corporate elections).
[15] U.S. Securities and Exchange Commission, Strategic Plan, fiscal years 2026 – 2030 at 8.
[16] *Id.*
[17] *Id.*
[18] *See id. at* 9. (Explicitly referencing "[p]eriodic reviews of existing rules—such as those governing foreign private issuers, quarterly and private fund reporting, and executive compensation . . ..").

foreign private issuers,[19] executive compensation, [20] and quarterly reporting.[21] We are hopeful that our input has proved useful and we are committed to continuing to actively engage with the Commission on those topics and other issues of importance to CII, our members, and other long term institutional investors.

**Objective 2.2: Restore our enforcement approach to one that polices violations of established law, with particular focus on fraud and manipulation.**[22]

CII strongly supports Objective 2.2. We agree that the Commission's enforcement approach "should focus on clear violations of law, especially those involving fraud, deception and market manipulation."[23] We also agree that such an approach "reinforces investor confidence . . . ."[24]

**Objective 2.3: Perform retroactive reviews of our regulatory policies and practices to ensure that they meet current objectives.**[25]

CII supports Objective 2.3. We agree that the Commission should conduct "periodic review of existing rules . . . ."[26] We, however, would respectively request that the objective be revised to provide that periodic reviews of existing rules should be undertaken only when there is substantial evidence of a problem.

As indicated in response to Objective 2.1, we have provided input to the SEC in response to several of the existing rules referenced in the Draft Plan that are described as examples of current

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[19] *See* Prepared Remarks of Jeffrey P. Mahoney, General Counsel, CII, Before the United States Securities and Exchange Commission's Investor Advisory Committee, Panel Discussion: "Reconsidering the Eligibility Criteria and Regulatory Treatment of Foreign Private Issuers (Part II)" (Sept. 18, 2025), https://www.cii.org/files/issues_and_advocacy/correspondence/2025/September%202025%20SEC-IAC%20prepared%20remarks%20(final).pdf; Jeffrey P. Mahoney, General Counsel, CII to Vanessa A. Countryman, Secretary, Securities and Exchange Commission, SEC Solicitation of Public Comment on the Foreign Private Issuer Definition, File No. S7-2025-01 (Sept. 4, 2025), https://www.cii.org/files/issues_and_advocacy/correspondence/2025/09-04-2025%20Comment%20Letter%20to%20SEC%20re%20Foreign%20Private%20Issuers%20(JPM)%20BM%20(Final).pdf.

[20] *See* Robert McCormick, Executive Director, CII to Vanessa A. Countryman, Secretary, Securities and Exchange Commission, Executive Compensation Roundtable, File Number 4-855 (June 25, 2025), https://www.cii.org/files/issues_and_advocacy/correspondence/2025/06-25-25%20CII%20Letter%20to%20SEC%20re%20Executive%20Compensation%20Roundtable,%20File%20Number%204-855.pdf.

[21] *See* Letter from Jeffrey Mahoney, General Counsel, CII to Vanessa Countryman, Secretary, Securities and Exchange Commission, Re: File Number S7-2026-15, Semiannual Reporting (June 25, 2026), https://www.cii.org//Files/Correspondence/June%2025%202026%20CII%20Letter%20to%20SEC%20on%20Quarterly%20Reporting.pdf.

[22] U.S. Securities and Exchange, Strategic Plan, fiscal years 2026 – 2030 at 9.

[23] *Id.*

[24] *Id.; cf.* CII, Policies on Other Issues, Independence of Accounting and Auditing Standard Setters (Updated, Mar. 1, 2017), https://www.cii.org/policies_other_issues#indep_acct_audit_standards (supporting a "clear, rigorous and consistent mechanism for enforcement by regulators . . ..").

[25] U.S. Securities and Exchange, Strategic Plan, fiscal years 2026 – 2030 at 9.

[26] *Id.*

retrospective reviews. We agree with the SEC that retrospective reviews, after identifying the existence of a substantial problem, should assess "whether alternative approaches could better serve investors and the public interest"[27] and we remain committed to providing input that will assist the Commission in making that determination.

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We appreciate the opportunity to provide CII's investor-focused perspective on the Draft Plan. Please contact me (jeff@cii.org) if you have any questions about the content of this letter.

Sincerely,

Jeff Mahoney

Jeffrey Mahoney
General Counsel

[27] *Id.*