

To: File No.: S7-21-21; S7-10-22, S7-09-22, S7-06-22  
From: Office of Public Engagement  
Date: 5/17/23  
Re: Meeting with NACD

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On May 17, 2023, Chair Gensler and SEC staff met with the National Association of Corporate Directors (NACD) Compensation Committee Chair Advisory Council to discuss, among other matters, the following items:

- Share Repurchase Disclosure Modernization, S7-21-21
- The Enhancement and Standardization of Climate-Related Disclosures for Investors, S7-10-22
- Cybersecurity Risk Management, Strategy, Governance, and Incident Disclosure, S7-09-22
- Beneficial Ownership Reporting, S7-06-22

Members of the SEC included:

- Chair Gary Gensler
- Heather Slavkin Corzo, Director of Policy
- Corey Klemmer, Corporation Finance Policy Counsel
- Keo Chea, Director of Public Engagement

Representatives from NACD included:

1. Committee Chair Participants:

- Kristen Blum, Sprouts Farmers Market and Blue Cross and Blue Shield of Florida Inc.
- Steve Halverson, Blue Cross and Blue Shield of Florida Inc. and CSX Corp.
- Melina Higgins, Viatris, Inc. and Genworth Financial
- Ann Klee, Sotera Health and Westinghouse Air Brake Technologies
- Leo Mackay, Ameren Corp. and Cognizant Technology Solutions
- Teri Plummer McClure, Fluor Corp, GMS, Jetblue Airways, Lennar Corp.
- Paula Meyer, Diamond Hill Investment Group and Mutual of Omaha Insurance
- Wendy Murdock, Iron Mountain and USAA Federal Savings Bank
- Allison Mnookin, Bill Holdings Inc. and LPL Financial Holdings Inc.
- Karen Puckett, Entergy Corp.
- Steven Shane, Science Applications International Corporation
- Barbara Snyder, KeyCorp and Progressive Corp.
- Mark Weikel, Tractor Supply Co.
- Mary Winston, Acuity Brands, Chipotle Mexican Grill, Northrup Grumman, TD Bank
- Matthew Winter, ADT, H&R Block, Hartford Financial Services Group

2. Advisory Council Partners:

- Randi Caplan, Leader, Marketing and Business Development, Farient Advisors
- Rani Doyle, Executive Director, EY Center for Board Matters, Ernst & Young
- Kris Pederson, Leader, EY Center for Board Matters, Ernst & Young
- RJ Bannister, Partner, Farient Advisors
- Angela Mor, Partner, Farient Advisors
- Bill Murphy, Partner, EY
- Bala V. Sathyanarayanan, Executive Vice President and Chief Human Resources Officer, Greif, Inc.

3. NACD Staff:

- Peter Gleason, Chief Executive Officer
- Marcel Bucsescu, Senior Director, Credentialing, Peer Networks, and Strategic Engagement
- Kimberly Simpson, Chief Operating Officer, General Counsel and Corporate Secretary