

## MEMORANDUM

**To:** File

**From:** John Fieldsend  
Special Counsel  
Office of Rulemaking  
Division of Corporation Finance  
U.S. Securities and Exchange Commission

**Date:** July 1, 2014

**Re:** Rulemaking pursuant Sections 953(a), 953(b), 954, 955, and 956 of the Dodd-Frank Wall Street Reform and Consumer Protection Act

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On July 1, 2014, Keith Higgins (Director), Felicia Kung, Jennifer Riegel, and John Fieldsend of the Division of Corporation Finance; Timothy Fox of the Division of Trading and Markets; and Daniel Kahl of the Division of Investment Management met with Vineeta Anand of the American Federation of Labor and Congress of Industrial Organizations; Jennifer O'Dell of Laborers' International; Bart Naylor and Lisa Gilbert of Public Citizen; Alya Kayal of The Forum for Sustainable and Responsible Investment; Marcus Stanley of Americans for Financial Reform; John Keenan of the American Federation of State, County and Municipal Employees; Jeff Mahoney of the Council of Institutional Investors; Louis Malizia of the International Brotherhood of Teamsters; and Rosanna Weaver of As You Sow.

The participants discussed the Commission's rulemaking pursuant to certain sections of the Dodd-Frank Wall Street Reform and Consumer Protection Act Section, including Section 953(a), which relates to disclosure on pay-for-performance; Section 953(b), which relates to disclosure on the ratio between the total compensation of a company's chief executive officer and the median total compensation for all other company employees; Section 954, which relates to directing the exchanges to prohibit the listing of securities of issuers that have not developed and implemented compensation clawback policies; Section 955, which relates to disclosure about whether directors and employees are permitted to hedge any decrease in market value of the company's stock; and Section 956, which relates to prohibiting incentive-based payment arrangements at covered financial institutions that encourage inappropriate risks by a financial institution by providing excessive compensation or that could lead to material financial loss.