

CONSTANCE J. HORNER

August 17, 2009

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549-1090

Attention: Elizabeth M. Murphy, Secretary

Re: File No. S7-10-09 (Proposal to “Facilitate Shareholder Director Nominations”)

Ladies and Gentlemen:

I serve on the boards of directors of several public companies. Presently, I am a member of the boards of directors of Ingersoll-Rand Company Limited, Pfizer Inc., and Prudential Financial Inc. I also serve on committees of these boards, including their nominating or corporate governance committees, and I currently serve as Pfizer’s Lead Independent Director. I am writing to express my concerns regarding the Commission’s “proxy access” proposal.

My principal concerns with respect to the proposal are as follows: (1) it fails to recognize the extent to which directors are already accountable to shareholders and the extent to which recent corporate governance reforms have enhanced the process by which directors are elected; (2) it would deprive boards and committees of the ability to assess a shareholder-designated candidate’s independence and qualifications; and (3) it does not adequately consider the possible adverse effects of proxy access on the dynamics and optimal functioning of boards.

As an experienced director of public companies, I can attest that directors understand that they must be accountable and responsive to shareholders. The proposal would not enhance that understanding. I believe that the proposal could impair the functioning of boards and thereby reduce their accountability. Further, the director election process at many companies – including those on whose boards I serve – has been modified in recent years to provide for majority, rather than plurality, voting, and many companies have switched to annual, rather than staggered, director elections. In addition, many boards have devoted substantial time and effort to developing director qualification standards and similar policies designed to ensure that directors represent the highest levels of independence, integrity and ability. I believe that these and other reforms have greatly enhanced the processes by which nominees are selected and directors are elected. I do not believe that the proposal, at least in its current form, would improve these processes.

The proposal would also deprive boards and their nominating or governance committees of the ability to properly consider whether a particular candidate has the requisite levels of independence, integrity or ability. Because the proposal would “trump” the qualification standards and policies referred to above, companies would have no choice

but to accept a shareholder-proposed nominee so long as he or she meets the minimum standards imposed by the relevant stock exchange. Committees and boards would thus be excluded from the selection process with respect to those nominees.

This exclusion and other aspects of the proposal would, in my opinion, have adverse effects upon board dynamics and the proper functioning of boards generally. My experience suggests that the optimal functioning of a board requires high levels of both candor and collegiality, and the proposal could impair both, regardless of whether a shareholder-proposed candidate were elected. First, as noted above, the exclusion of the nominating or governance committee and the full board from the selection process for shareholder-proposed nominees could result in the election of directors whose abilities and experience do not closely match the needs of particular boards at particular times. Second, the application of different – and potentially lesser – independence and qualification standards to different groups of nominees could create two different classes of directors, which would surely jeopardize the quality of board decision-making. Third, the fact that a regular annual election of directors could be turned into a contested election due to proxy access would likely cause the loss of experienced directors who do not have a taste for political confrontation.

The comments in this letter are my own and do not necessarily reflect the views of any of the boards of directors on which I serve.

Thank you for your consideration.

Very truly yours,

Constance J. Horner/ph

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