



## Ursuline Sisters of Tildonk

UNITED STATES PROVINCE  
81-15 UTOPIA PARKWAY  
JAMAICA, NEW YORK 11432-1308

PROVINCIAL'S OFFICE: (718) 591-0681  
FAX: (718) 969-4275

August 13, 2009

Ms. Elizabeth M. Murphy, Secretary  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549-1090

Re: Release Number: 34-60218, File No. S7-12-09

Dear Secretary Murphy:

On behalf of the Ursuline Sisters of Tildonk, U.S. Province, I am submitting comments on the proposed rule issued July 1, 2009, Release Number 34-60218, File No. S7-12-09 entitled "Shareholder Approval of Executive Compensation of TARP Recipients."

The Ursuline Sisters of Tildonk supports the proposal which is intended to improve corporate governance. The regulations, if implemented and enforced, are likely to build investor confidence.

We support the proposed regulation requiring Troubled Asset Relief Program recipients to provide shareholders with an annual advisory vote on executive pay in their proxy solicitations. We hope the practice is instituted as corporate policy. Moreover we join our colleagues in suggesting that the SEC extend the Advisory Vote requirement to all publicly traded companies. While regulations may not prevent a crisis such as the economic downturn through which we are all living, when enforced they may limit impact on society in general and investors, in particular.

We support full disclosure of executive compensation in proxy statements as well as SEC approval of a change to the New York Stock Exchange rule to prohibit brokers from voting proxies in corporate elections without instructions from their customers.

The Ursuline Sisters of Tildonk have been an active investor and members of the Tri-State Coalition for Responsible Investment since the mid 1970s. The Sisters have filed shareholder resolutions on social, environmental and governance issues, taken part in dialogues with management, attended annual shareholder meetings and voted proxies.

We agree with clarifications regarding annual meeting solicitation, advisory (non-binding) nature of the vote and that smaller companies do not need to provide a compensation and analysis section in their proxy statements. We join our colleagues who believe the best way to provide for the vote on the executive pay package is in the form of a management sponsored resolution, similar to the approach used to ratify auditors.

The Proxy Disclosure and Solicitation Enhancements proposed are of interest as well. We believe companies should be required to:

- Define the relationship of its overall compensation policy to risk
- Disclose the qualifications of its directors, executive officers and nominees
- Describe the company's leadership structure, and
- Disclose potential conflicts of interest of compensation consultants.

These are all needed improvements to disclosure rules.

The Ursuline Sisters support expanded attention to board diversity as companies disclose board qualifications and fully support SEC attention to the role of compensation consultants. Finally, we appreciate the Commission's support of the NYSE proposal to eliminate broker discretionary voting for all elections of directors, whether contested or not.

As an institutional investor, the Ursuline Sisters of Tildonk commend SEC efforts to enhance investor enfranchisement. Many of the changes discussed during the July 1, 2009 hearing are overdue. We look for further strengthening of regulations and the disclosures that strengthen investor ability to make the best investment decisions that rebuild our portfolios.

Yours truly,

A handwritten signature in cursive script that reads "Valerie Heinonen, o.s.u." The signature is written in black ink on a white background.

Valerie Heinonen, o.s.u.  
Consultant, Corporate Social Responsibility

Cc: Commissioner Mary Schapiro  
Commissioner Kathleen L. Casey  
Commissioner Elisse B. Walter  
Commissioner Luis A. Aguilar  
Commissioner Troy A. Paredes