

To: File No.: S7-20-21; S7-12-15; S7-07-15
From: Keo Chea
Date: 3/14/22
Re: Meeting with representatives from the Council of Institutional Investors (CII)

On March 10, 2022, members of the Chair's office met with representatives of CII to discuss matters relating to Rule 10b5-1 trading plans, Pay versus Performance, Clawbacks, Climate, Dual-class share structures, and Non-GAAP financial measures in CD&A.

Members of the Chair's office included:

- Chair Gary Gensler, Chair
- Amanda Fischer, Senior Counselor
- Jessica Wachter, Chief Economist and Director of Economic Risk and Analysis
- Dan Berkovitz, General Counsel
- William Birdthistle, Director of Investment Management Division
- Keo Chea, Director of Public Engagement

Representatives from CII included:

- Amy Borrus, Executive Director, CII
- Jeff Mahoney, General Counsel, CII
- Lucy Nussbaum, Senior Research Analyst, CII
- Patti Gazda, Corporate Governance Officer, OPERS
- Aeisha Mastagni, Portfolio Manager, CalSTRS
- Yumi Narita, Executive Director of Corporate Governance, Office of the NYC Comptroller
- Chris Phillips, Director, Institutional Relations and Public Affairs, Washington State Investment Board
- Luz Rodriguez, Investment Stewardship, Senior Corporate Governance Analyst, Colorado PERA
- Leola Ross, Deputy CIO & Head of ESG, Seattle City Employees' Retirement System
- Tara Stacy, Director of Investment Stewardship, Colorado PERA
- Anthony Tedesco-Nichols, Assistant Government Relations Officer, OPERS
- Scott Zdrazil, Senior Investment Officer, LACERA
- Gina Sanchez, Trustee, LACERA