

MEMORANDUM

TO: SEC File Nos. S7-22-19, S7-23-19

FROM: Alexandra M. Ledbetter
Senior Corporation Finance Counsel
Office of the Investor Advocate
U.S. Securities and Exchange Commission

DATE: November 26, 2019

RE: Meeting with Representatives of the Council of Institutional Investors

On November 6, 2019, Rick Fleming, Marc Sharma, Stephen Deane, Adam Moore, John Foley, Morgan Tangney and Alexandra Ledbetter met with representatives of the Council of Institutional Investors, including the following individuals:

- Tony Tedesco-Nichols of Ohio Public Employees Retirement System
- Elizabeth Lance of T. Rowe Price
- Roy Katzovicz of Saddle Point Group
- Kyle Seeley of New York State Common Retirement Fund
- Jeff Mahoney of Council of Institutional Investors
- Amy Borrus of Council of Institutional Investors
- Connor Garvey of Council of Institutional Investors
- Scott Zdrazil of Los Angeles County Employees Retirement Association
- Anne Sheehan of the SEC Investor Advisory Committee

Among the topics discussed were the Commission's proxy voting proposals: Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice and on Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8.