

MEMORANDUM

To: File No. S7-22-19 and S7-23-19

From: Sebastian Gomez, Senior Advisor to Chairman Jay Clayton

Re: Meeting with Representatives of the Society for Corporate Governance

Date: December 16, 2019

On December 13, 2019, Chairman Jay Clayton, Sean Memon (Chief of Staff to Chairman Clayton), and Sebastian Gomez (Senior Advisor to Chairman Clayton), met with the following representatives of the Society for Corporate Governance:

- Jake Amsbary, Chair; Vice President, Corporate Secretary, Walgreens Boots Alliance, Inc.
- Ginny Fogg, Immediate Past Chair; General Counsel, Norfolk Southern Corporation
- Stacy Ingram, Chair, Policy Advisory Committee; Associate General Counsel and Deputy Corporate Secretary, The Home Depot, Inc.
- Jeffrey Taylor, Treasurer; Chief SEC & Corporate Governance Counsel, American Water Works Company, Inc.
- Darla Stuckey, President & CEO
- Granville Martin, SVP Policy & Advocacy & General Counsel

The meeting participants discussed, among other things, the SEC's proposed amendments to: (1) exemptions from the proxy rules for proxy voting advice, and (2) procedural requirements and resubmission thresholds under Exchange Act Rule 14a-8.