



**Dominican Sisters of Springfield Illinois**

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January 9, 2020

Hon. Jay Clayton  
Chairman  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

S7-23-19 Procedural Requirements and  
Resubmission Thresholds under Exchange Act  
Rule 14a-8  
S7-22-19 Amendments to Exemptions from the  
Proxy Rules for Proxy Voting Advice

Dear Chairman Clayton,

We strongly oppose the rules proposed by the Securities and Exchange Commission (SEC) on November 5, 2019, which will severely limit the rights of shareholders, especially those who do not have as much to invest but still wish to engage, productively and proactively, with corporations using the shareholder resolution process.

We are Dominican Sisters who are vulnerable ourselves, yet we choose to stand with the poor, to accompany those on the margins, and to work toward systems that promote life.

We have invested for at least 40 years with a socially conscious philosophy and directive in support of our ministries focused on teaching, healing, care for creation, and dismantling racism.

We are long-term investors who engage with companies on critical social, environmental, and governance issues. We believe that the proposed rules are unnecessary and will undermine a corporate engagement process that has been of great value to both companies and investors.

For decades, the shareholder proposal process has served to benefit issuers and proponents alike as an effective, efficient and valuable tool for corporate management. It allows boards to gain a better understanding of shareholder priorities and concerns.

The proposed increase in ownership thresholds will make it difficult for smaller investors to voice important concerns and raise issues of risk to the companies they own. The current ownership threshold of \$2,000 ensures that a diversity of voices are heard, not just the biggest players. Small investors have contributed a multitude of now commonplace best practices.

Excluding this group of shareholders until they have held for three continuous years raises serious questions about the equity of the proposal process and leaves smaller investors who can make valuable contributions without access to the proxy.

The proposed increase in resubmission thresholds threatens to unnecessarily exclude important proposals that gain traction over time; it will ultimately stifle key reforms.

The proposed changes would prevent significant topics from even being raised and considered, to the detriment of all stakeholders.

The current 14a-8 rule has worked well for decades, and there is no need to revise it. Proponents of these changes have misled you by characterizing shareholders who make proposals about social, environmental, and governance issues as “activists” imposing a “social agenda” who are “uninterested in shareholder value.” This misinformation feeds a political agenda which is intended to limit the ability of shareholders to engage with the companies that they own.

We engage as shareholders because we are concerned about the long-term health of the companies in which we are invested. The long-term health of companies is very much dependent on the well-being of society, a healthy environment, and good governance.

Many of the companies that we engage with understand that this engagement enables them to mitigate reputational, legal, and financial risks, and build value. The filing of shareholders resolutions by investors big and small is a crucial part of the engagement process.

For the above reasons, **we strongly urge the SEC to reconsider the proposed rule changes.**

Sincerely,

A handwritten signature in cursive script that reads "Sr. Marcelline Koch, O.P." The signature is written in dark ink and is positioned above the typed name.

Sr. Marcelline Koch, OP  
Director, Office of Justice for Dominican Sisters, Springfield, Illinois

And the Leadership of our Congregation:

Sr. Rebecca Ann Gemma, OP  
Sr. Rose Miriam Schulte, OP  
Sr. Mila Diaz Solano, OP  
Sr. Marie Michelle Hackett, OP