

**Andrew W. Knox**  
Managing Director

800 W 6<sup>th</sup> Street  
Suite 950  
Los Angeles, CA 90017

[REDACTED] (Office)  
[REDACTED] (Mobile)

January 28, 2020

Ms. Vanessa A. Countryman  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, D.C. 20549

RE: Support of File S7-22-19 | Proxy Voting Advice

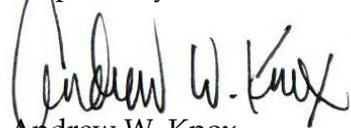
Dear Ms. Countryman:

I am writing in full support of File S7-22-19. As a veteran of the executive recruiting profession for over 30 years, I have been fortunate to work with the chief executive officers, boards of directors, and investors of a wide variety of corporations and financial institutions over this period. This experience has given me a deep understanding of corporate governance, especially regarding proxy advisory firms. Both ISS and Glass Lewis have an undue degree of influence on this advisory market, as well as the voting outcomes of countless shareholder resolutions every year. Given this reality, I am pleased to see the Commission's efforts to hold proxy advisors, including ISS and Glass Lewis, more accountable.

This greater accountability is needed most relative to the practice of automatic voting. Investment manager's time and again simply vote their proxy advisor's recommendation without any additional thought or consultation. The Commission's intent to require further oversight over this oft-cozy transaction is a critical step in the right direction.

I appreciate the opportunity to participate in this public comment period regarding amendments to exemptions from the proxy rules for proxy voting advice. If implemented, this Proposed Rule should play a key role in ensuring not only greater transparency and accountability in corporate governance, but also the long-term health of investors' portfolios nationwide.

Respectfully,



Andrew W. Knox  
Managing Director  
Chelsea Partners

CC: The Honorable Jay Clayton III, Chairman

AWK:ov