

## **MEMORANDUM**

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

**From:** Frank A. Buda  
Counsel to Commissioner Allison Herren Lee  
U.S. Securities and Exchange Commission

**Date:** February 4, 2020

**Re:** Meeting with Shareholder Rights Organizations

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On January 14, 2020, Commissioner Lee and her counsels, Katherine Kelly and Frank Buda, met with representatives of several shareholder rights organizations. Participants in the meeting included:

- Sanford Lewis, Director, Shareholder Rights Group
- Lisa Woll, Director, US SIF
- Bryan McGannon, Policy Director, US SIF
- Ken Bertsch, CEO, Council of Institutional Investors
- Josh Zinner, Director, Interfaith Center

Among the topics discussed were the Commission's proposed Procedural Requirements and Resubmission Thresholds Under Exchange Act Rule 14a-8 and Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice.