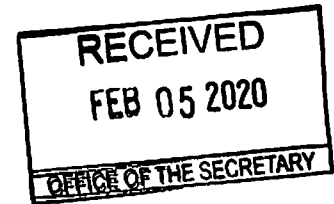


Vanessa Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-0609



Re: File Number S7-22-19

January 30, 2020

Dear Ms. Countryman,

I agree with SEC Commissioner Elad Roisman's statement from November 5 in which he points out the value the proxy voting system brings to our financial world and simultaneously acknowledges the pressing need to modernize the rules governing proxy voting advice.

I am a former Ohio state employee, investing in the Ohio Public Employees System (PERS) and my personal employer matched 401k. I am the only one saving for my own future and these two vehicles are my sole retirement plan. I would like to think a state pension and a 401k will be sufficient in my later years.

My special concern, and one I hope the modernized rules Commissioner Roisman is talking about will address, is automatic voting with proxy recommendations. An article from November 2018 on realclearpolicy.com stated, "A troubling number of asset managers are automatically voting in alignment with proxy advisor shareholder recommendations, in a practice known as 'robo-voting.' As a result, proxy firms are able to operate as quasi-regulators of America's public companies, despite lacking any statutory authority or regulatory oversight."

This is problematic for many obvious reasons. These proxies are not accountable to the shareholders to produce a profit. Investment and pension fund managers have been tasked with maximizing returns for investors and "robo-voting" does not align with that mandate. There is no rule at the moment prohibiting or even curtailing this practice. I hope that as the SEC collects comments and continues discussion of this broad topic, special attention will be given to this detail when rules are modernized.

Very sincerely,



Nikki Jaworski
Cleveland, Ohio