

## MEMORANDUM

**To:** File Nos. S7-22-19 and S7-23-19

**From:** Elizabeth Blase and Christina Thomas, Counsels to Commissioner Elad L. Roisman

**Re:** Meeting with the Council of Institutional Investors (“CII”)

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On February 26, 2020, Commissioner Elad L. Roisman, Christina Thomas, and Elizabeth Blase met with the following representatives of CII:

- Ken Bertsch – Executive Director;
- Amy Borrus – Deputy Director; and
- Jeff Mahoney – General Counsel.

Among the topics discussed were the Commission’s proposed amendments to rules under the Securities Exchange Act of 1934 relating to shareholder proposals and the exemptions from the proxy rules for proxy voting advice.