

MEMORANDUM

To: File No. S7-22-19

From: Office of Rulemaking
Division of Corporation Finance

Re: Telephone Call with Representatives from the Center on Executive Compensation (“CEC”)

Date: May 18, 2020

On May 18, 2020, Commission staff met telephonically with representatives from the CEC to discuss the SEC’s proposed amendments to the proxy rules for proxy voting advice. The attendees of the meeting were as follows:

- *CEC*
Ani Huang (President and CEO), Henry Eickelberg (Chief Operating Officer) and Andrew Maletz (VP, Compensation Research)
- *Division of Corporation Finance*
Michele Anderson, Ted Yu, Luna Bloom, Valian Afshar, Lisa Kohl, and Daniel Greenspan