

February 3, 2020

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Attn: Jay Clayton, Chairman  
Commissioners Robert J. Jackson, Jr., Hester M. Peirce, Elad L Roisman, Allison Herman Lee  
and Secretary Vanessa Countryman

**Re: Proposals for Changes to Proxy Advisor and Proxy Rules (S7-22-19 & S7-23-19)**

Dear Mr. Chairman, Commissioners and Secretary:

As an active shareholder, I am writing to you to express my concerns over the above proposals and their impact on individual investors.

Every year, I review the proxy statements and vote my proxies. It is important to me to do this for several reasons. It provides me the opportunity and a window to review, understand, and assess their current as well their future operations. Shareholder resolutions provide an avenue for communication between companies and shareholders. In many cases, these dialogues have shown that companies are receptive to listening and making changes to their operations and long term strategies. Recently, we have seen benefits such as more diversified boards, ESG and actions on human trafficking. Also, it provides shareholders with greater transparency concerning the operations of their investment in such areas as political contributions and executive compensation.

The current ownership threshold is \$2,000 and shares are to be held for one year. This is still a viable solution. It allows many small and diverse investors to participate. The proposed changes from 3 years or dollar amounts of \$15-25,000 is disappointing and frustrating. Many small investors do make proposals that are viable and have had impacts on corporations. I still remember the first proxy I ever received. My mother asked me what I was going to do with it and I said I was going to vote it. At that time, I only owned 100 shares, but that investment (through splits and acquisition) has grown to more than 3,000 shares. I equate voting proxies to voting in U.S. elections-every vote counts-and should not be restricted by large dollar amounts or extended lengths of time to hold the shares. Think of the parents and grandparents who give their children/grandchildren small amounts of shares so they can learn about the financial system and corporations.

Concerning proxy advice, these serve as an aid to investors in informing them in an independent and cost effective service so shareholders can be more thoroughly informed about their proxy voting decisions.

Concerning the support for these proposals by the Business Roundtable, US Chamber of Commerce and the National Association of Manufacturers is very surprising and extremely disappointing. Shareholders are their owners as well as their customers. Many companies do not even receive resolutions or many times these resolutions are withdrawn due to conversations between the companies and the proposers which have led to beneficial changes for all. Based on articles that I have reviewed, the costs that these groups have cited are exaggerated.

Finally, in the last few weeks, we have witnessed BlackRock and Larry Fink express their concern over ESG and how their company is adopting a new strategy. Do you not think that some of this change occurred because of the recognition that his shareholders are concerned with many of the proposals that were submitted by perhaps shareholders who may have held a small number of shares?

In summary, the past decades have shown that the proposals and proxies have provided benefits to all of the parties involved. Is it not time to acknowledge the benefits for all of the parties rather than try to limit the benefits to a few?

My thanks for your consideration and review of this letter.

Sincerely,

Ann R. Smith

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CC: Senator Ron Johnson-Wisconsin  
Senator Tammy Baldwin-Wisconsin  
Congressman Bryan Steil