

ST. MARY'S INSTITUTE OF O'FALLON
204 NORTH MAIN STREET
O'FALLON, MISSOURI 63366-2299

Telephone (636) 240-3420
(636) 240-6010

Facsimile (636) 272-5031

January 23, 2020

Hon. Jay Clayton, Chairman
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

RE: S7-23-19 Procedural Requirements and Resubmission Thresholds under Exchange Act Rule 14a-8
S7-22-19 Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice

Dear Chairman Clayton,

We strongly oppose the rules proposed by the SEC on November 5, 2019. These proposed changes would severely limit the of us as shareholders to engage with corporations by use of the shareholder resolution process over issues which we feel would have a distinct impact on long-term value.

St. Mary's Institute, the legal name of the Sisters of the Most Precious Blood of O'Fallon, MO, has been engaging with various companies in which we hold shares for over 20 years. We have found these engagements to be most valuable, especially when a company does not move toward greater transparency after dialogue with them. We are especially interested in environmental, social, and governance (ESG) issues. We believe that the proposed rule changes are unnecessary and will undermine the corporate engagement process that has been of great value to both the companies we engage with and us as investors.

As I mentioned above we have used this process for over 20 years and have found it very beneficial. We believe that the proposed rule changes will have the effect of making companies far less accountable to shareholders and the public at large.

The proposed increase in ownership also causes a burden to us smaller shareholders. The current ownership level of \$2,000.00 seems an appropriate level to allow all investors to have a voice in the companies in which they hold shares. We have been actively engaged with many companies and have seen some significant changes in them related to their best practices and making them better citizens of the community in which they are located (by their own admission).

Another issue is the proposed increase in percentages needed for resubmission. Some of these issues take time to gain traction as more shareholders become aware of them and agree with them. Raising the threshold would eliminate some of these efforts and allow companies not to respond to issues effecting governance, climate problems, water issues, pollution of the atmosphere, etc. because they might relate to their bottom line. These are issues that effect the entire world not just a local area and companies need to be pushed to deal with them in appropriate ways.

In addition to the Rule 14a-8 proposals, changes regarding proxy advisory firms were approved at the November meeting. We believe these modifications have been proposed to undermine the voice of the investors and produce management-friendly votes, unfairly stacking the deck **against** shareholders and **toward** corporate management. The fact that the proposed rule does not give shareholder proposal proponents and shareholders conducting "vote no" campaigns the same right of review further underlines that the rule would provide and unfair advantage to company management to the detriment of shareholders.

The current 14a-8 rule has worked well for decades, and there is no need to revise it. Trade associations like the Business Roundtable, the U.S. Chamber of Commerce, and the National Association of Manufacturers have lobbied rigorously for the proposed changes by exaggerating the cost of the process to companies, and by misleadingly painting shareholders raising ESG issues as "activists" imposing a "social agenda" who are "uninterested in shareholder value." Nothing is further from the truth. We engage as shareholders on ESG risks precisely because we are concerned about the long-term health of the companies in which we are invested. Many of the companies that we engage with understand that this engagement enables them to mitigate reputational, legal, and financial risks, and building value. The filing of shareholder resolutions by investors big and small is a crucial part of the engagement process.

For the above reasons, we strongly urge the SEC to reconsider the proposed rule changes.

Sincerely,



Sr. Carmen Schnyder
Sisters of the Most Precious Blood
Treasurer, St. Mary's Institute
204 N. Main Street
O'Fallon, MO 63366