



STATE OF WASHINGTON
STATE INVESTMENT BOARD

2100 Evergreen Park Drive SW • P.O. Box 40916 • Olympia, Washington • 98504-0916
(360) 956-4600 • Fax (360) 956-4785 • www.sib.wa.gov

January 5, 2017

Mr. Brent J. Fields
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: Comments on SEC Release No. 34-79164 – Universal Proxy (File No. S7-24-16)

Dear Mr. Fields,

I am writing to you on behalf of the members of the Washington State Investment Board (WSIB). The WSIB is a long-term investor managing investments for 17 separate retirement funds for public employees, teachers, school employees, law enforcement officers, firefighters and judges. We also manage investments for 16 other funds that support or benefit industrial insurance, colleges and universities, developmental disabilities, and wildlife protection. Total assets under management as of September 30, 2016 were almost \$112 billion.

The WSIB strongly supports the U.S. Security and Exchange Commission's proposed release regarding the use of universal proxy cards in contested elections of directors. We believe this proposal supports the fundamental right of shareholders to elect directors to effectively represent their share ownership.

By law pension fund fiduciaries have a duty to ensure that the funds' proxies are voted in the best long-term interests of plan participants and beneficiaries. In a contested election for board seats, the current voting rules hamper our ability to carry out our fiduciary duty by forcing us to use proxy cards that do not list all board nominees. We must either vote using management's proxy card or the dissident group's proxy card, and neither card lists all nominees.

As a large institutional investor, it is simply not possible for the WSIB to attend the shareholder meetings in order to be able to vote in person for our preferred candidate – whether it be a management candidate or dissident candidate. Mandatory universal proxy cards for all contested elections would guarantee that shareholders are able to choose from among all board nominees, regardless of whether they vote in person or by proxy.

I greatly appreciate the time and effort that SEC staff has taken in crafting this proposal. Enacting this proposal would go a long way in furthering the SEC's commitment to a fair and impartial proxy process. Thank you for this opportunity to comment.

Sincerely,

Theresa Whitmarsh
Executive Director