

MEMORANDUM

To: File Nos. S7-24-16, S7-22-19, and S7-23-19

From: Christina Thomas and Elizabeth Blase
Counsels to Commissioner Elad L. Roisman
U.S. Securities and Exchange Commission

Date: March 12, 2020

Re: Discussion with Council of Institutional Investors (“CII”)

On March 12, 2020, Elizabeth Blase and Christina Thomas spoke with the following representatives of CII:

- Jeff Mahoney, CII
- Connor Garvey, CII
- Aeisha Mastagni, Portfolio Manager, CalSTRS
- David Veal, Chief Investment Officer, City of Austin Employees’ Retirement System
- Luz Rodriguez, Director of Corporate Governance and Legal Services, Colorado Public Employees’ Retirement Association
- Tara Stacy, Director of Investment Stewardship, Colorado Public Employees’ Retirement Association
- Simiso Nizima, Investment Director, Global Equity, California Public Employees’ Retirement System
- Craig Rhines, Investment Officer, California Public Employees’ Retirement System
- Todd Mattley, Investment Officer, California Public Employees’ Retirement System
- Yumi Narita, Executive Director of Corporate Governance, Office of the NYC Comptroller
- Michael Garland, Assistant Comptroller, Office of the NYC Comptroller
- Scott Zdrazil, Senior Investment Officer, Los Angeles County Employees Retirement Association
- Chris Phillips, Director, Institutional Relations and Public Affairs, Washington State Investment Board
- Patti Brammer, Corporate Governance Officer, Ohio Public Employees Retirement System
- Kyle Seeley, Corporate Governance and ESG Officer, New York State Common Retirement Fund
- Nick Abel, Manager, Sustainable Investments, Wespath

The parties discussed the Commission’s proposed Universal Proxy rulemaking, the Commission’s proposed amendments to rules under the Securities Exchange Act of 1934 relating

to the exemptions from the proxy rules for proxy voting advice, and the Commission's proposed amendments to rules under the Securities Exchange Act of 1934 relating to shareholder proposals.