



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

January 16, 2024

Julia Lapitskaya
Gibson, Dunn & Crutcher LLP

Re: The Charles Schwab Corporation (the "Company")
Incoming letter dated January 11, 2024

Dear Julia Lapitskaya,

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the American Family Association (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its December 29, 2023 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Susan Bowyer
Bowyer Research, Inc.

December 29, 2023

VIA ONLINE SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The Charles Schwab Corporation*
Stockholder Proposal of American Family Association
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, The Charles Schwab Corporation (the “Company”), intends to omit from its proxy statement and form of proxy for its 2024 Annual Meeting of Stockholders (collectively, the “2024 Proxy Materials”) a stockholder proposal (the “Proposal”) and statement in support thereof (the “Supporting Statement”), received from Bowyer Research, Inc. on behalf of the American Family Association (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that stockholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be sent at the same time to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Proposal, titled “Report on Respecting Workforce Civil Liberties,” states:

Resolved: Shareholders request the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how Charles Schwab policies and practices impact employees and prospective employees based on their religion (including religious views) or political views, and the risks those impacts present to the Company’s business.

A copy of the Proposal and the Supporting Statement, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

BASES FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to:

- Rule 14a-8(i)(12)(i) because the Proposal addresses substantially the same subject matter as a stockholder proposal that was included in the Company’s proxy materials for the 2023 Annual Meeting of Stockholders (“2023 Annual Meeting”), and the previous proposal did not receive the support necessary for resubmission at the 2023 Annual Meeting; and
- Rule 14a-8(i)(11) because the Proposal substantially duplicates another proposal previously submitted to the Company that the Company intends to include in the 2024 Proxy Materials if the Staff denies the Company’s no-action request, dated December 29, 2023, related to the exclusion of the earlier received proposal from the 2024 Proxy Materials pursuant to Rule 14a-8.¹

¹ Although the Company believes that the Proposal, as well as the Inspire Investing Proposal and the 2024 NCPPR Proposal, each as defined below, may be excluded from the 2024 Proxy Materials under Rule 14a-8(i)(12)(i), to the extent the Staff does not concur that each proposal may be excluded on such basis, the Company intends to include the Inspire Investing Proposal in the 2024 Proxy Materials. In such case, the

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BACKGROUND

The Company has received a proposal entitled “Report On Respecting Workforce Civil Liberties” from three different proponents. Each proposal requests the Company’s Board of Directors “conduct an evaluation and issue a civil rights and non-discrimination report within the next year . . . evaluating how” the Company’s “policies and practices impact employees and prospective employees based on their . . . religion (including religious views) . . . or political views, and the risks those impacts present” to the Company’s business:

- the first proposal was received on October 25, 2023 from Inspire Investing, LLC on behalf of Inspire Global Hope ETF (the “Inspire Investing Proposal”);
- the second proposal was next received on November 28, 2023 from the National Center for Public Policy Research (the “2024 NCPPR Proposal”); and
- the Proposal was received on November 30, 2023 from the Proponent.

As discussed herein, and in the Company’s no-action request related to the Inspire Investing Proposal, dated December 29, 2023, and the Company’s forthcoming no-action request related to the 2024 NCPPR proposal, the Company believes that each of the Proposal, the Inspire Investing Proposal, and the 2024 NCPPR Proposal may be excluded from the 2024 Proxy Materials under Rule 14a-8(i)(12)(i) because each proposal addresses substantially the same subject matter as a previously submitted proposal that was included in the Company’s proxy materials for the 2023 Annual Meeting, and the previously submitted proposal did not receive the support necessary for resubmission at the 2023 Annual Meeting.

If, however, the Staff denies the Company’s no-action request related to the exclusion of the Inspire Investing Proposal from the 2024 Proxy Materials, the Company believes that the Proposal may be excluded under Rule 14a-8(i)(11) because it substantially duplicates the Inspire Investing Proposal.

ANALYSIS

I. The Proposal May Be Excluded Under Rule 14a-8(i)(12)(i) Because It Addresses Substantially The Same Subject Matter As A Previously

Company believes the 2024 NCPPR Proposal and the Proposal may each be excluded from the 2024 Proxy Materials under Rule 14a-8(i)(11) on the grounds that each proposal substantially duplicates the Inspire Investing Proposal.

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Submitted Proposal, And The Previously Submitted Proposal Did Not Receive The Support Necessary For Resubmission at the 2023 Annual Meeting of Stockholders.

Under Rule 14a-8(i)(12)(i), a stockholder proposal that “addresses substantially the same subject matter as a proposal, or proposals, previously included in the company’s proxy materials within the preceding five calendar years” may be excluded from the proxy materials “if the most recent vote occurred within the preceding three calendar years and the most recent vote was . . . [l]ess than 5 percent of the votes cast if previously voted on once.”

A. Overview Of Rule 14a-8(i)(12).

The Commission has indicated that the condition in Rule 14a-8(i)(12) that the stockholder proposals deal with or address “substantially the same subject matter” does not mean that the previous proposal(s) and the current proposal must be exactly the same. Although the predecessor to Rule 14a-8(i)(12) required a proposal to be “substantially the same proposal” as prior proposals, the Commission amended this rule in 1983 to permit exclusion of a proposal that “deals with substantially the same subject matter.” The Commission explained that this revision to the standard applied under the rule responded to commenters who viewed it as:

[A]n appropriate response to counter the abuse of the security holder proposal process by certain proponents who make minor changes in proposals each year so that they can keep raising the same issue despite the fact that other shareholders have indicated by their votes that they are not interested in that issue.

Exchange Act Release No. 20091 (Aug. 16, 1983) (the “1983 Release”). *See also* Exchange Act Release No. 19135 (Oct. 14, 1982), in which the Commission stated that Rule 14a-8 “was not designed to burden the proxy solicitation process by requiring the inclusion of such proposals.” In the release adopting this change, the Commission explained the application of the standard, stating:

The Commission believes that this change is necessary to signal a clean break from the strict interpretive position applied to the existing provision. The Commission is aware that the interpretation of the new provision will continue to involve difficult subjective judgments, but anticipates that those judgments will be based upon a consideration of the substantive concerns raised by a proposal rather than the specific language or actions proposed to deal with those concerns.

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In Exchange Act Release No. 89964 (Sept. 23, 2020), the Commission amended Rule 14a-8(i)(12) to adjust the resubmission percentage thresholds, and it also altered the provision's lead-in language to state that a company may exclude from its proxy materials a stockholder proposal that "*addresses* substantially the same subject matter" (emphasis added), rather than one that "*deals with* substantially the same subject matter" (emphasis added). In the release adopting this change, the Commission provided no indication that it intended a different substantive interpretation to apply under Rule 14a-8(i)(12) as a result of updating the language from "deals with" to "addresses." On the contrary, the Commission stated that it "did not propose changes to the 'substantially the same subject matter' test." See Exchange Act Release No. 89964 (Sept. 23, 2020).

The Staff has confirmed numerous times that Rule 14a-8(i)(12) does not require that the stockholder proposals or their requested actions be identical in order for a company to exclude the later submitted proposal. Instead, pursuant to the Commission's statement in the 1983 Release, when considering whether proposals deal with or address substantially the same subject matter, the Staff has focused on the "substantive concerns." Consistent with this approach, the Staff has concurred with the exclusion of a proposal under Rule 14a-8(i)(12) when it shares the same substantive concerns even if the proposal differs in scope from a prior proposal. See, e.g., *The PNC Financial Services Group, Inc.* (avail. Feb. 28, 2023) (concurring with the exclusion of a proposal requesting a "report on the company's due diligence process to identify and address environmental and social risks related to financing companies producing controversial weapons and/or with business activities in conflict-affected and high-risk areas" because it addressed substantially the same subject matter as two earlier proposals requesting a report "assessing the effectiveness of PNC's Environmental and Social Risk Management (ESRM) systems at managing risks associated with lending, investing, and financing activities within the nuclear weapons industry"); *Apple Inc.* (avail. Nov. 20, 2018) (concurring with the exclusion of a proposal requesting that the company review its policies related to human rights to assess whether it needed to adopt and implement additional policies because it dealt with substantially the same subject matter as one prior proposal requesting that the company establish a board committee on human rights and a second prior proposal requesting that the board amend the company's bylaws to require a board committee on human rights); *Apple Inc. (Eli Plenk)* (avail. Dec. 15, 2017) (concurring with the exclusion of a proposal requesting that the company prepare a report assessing the feasibility of integrating sustainability metrics, including metrics regarding diversity among senior executives, into performance measures of the CEO because it dealt with substantially the same subject matter as two earlier proposals requesting that the company adopt an accelerated recruitment policy requiring the company to increase the diversity of senior management and its board of directors); *The Coca Cola Co.* (avail. Jan. 18, 2017) (concurring with the exclusion of a proposal requesting a report

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identifying the number of Israel/Palestine employees who were Arab and non-Arab because it dealt with substantially the same subject matter as a prior proposal requesting that the company implement a set of “Holy Land” equal employment principles); *Exxon Mobil Corp.* (avail. Mar. 7, 2013) (concurring with the exclusion of a proposal requesting that the company review its facilities’ exposure to climate risk and issue a report to stockholders because it dealt with substantially the same subject matter as three prior proposals requesting that the company establish a committee or a task force to address issues relating to global climate change); *Pfizer Inc. (AFSCME Employees Pension Plan et al.)* (avail. Jan. 9, 2013) (concurring with the exclusion of a proposal seeking disclosure of the company’s lobbying policies and expenditures because it dealt with substantially the same subject matter as two prior proposals seeking disclosure of contributions to political campaigns, political parties, and attempts to influence legislation); *Saks Inc.* (avail. Mar. 1, 2004) (concurring with the exclusion of a proposal requesting that the board of directors implement a code of conduct based on International Labor Organization standards, establish an independent monitoring process, and annually report on adherence to such code because it dealt with substantially the same subject matter as one prior proposal that was nearly identical to the proposal at issue and a second prior proposal requesting a report on the company’s vendor labor standards and compliance mechanism).²

² We note that Exchange Act Release No. 34-95267 (July 13, 2022) (the “2022 Proposing Release”) proposed, among other changes to Rule 14a-8, amendments to Rule 14a-8(i)(11) and Rule 14a-8(i)(12) that would align the current distinct standards used to analyze proposals under Rule 14a-8(i)(11) and Rule 14a-8(i)(12) (the “Proposed Amendments”). In so doing, the Commission necessarily acknowledges that the current standards are distinct and therefore are subject to discrete analysis under the applicable standard. Applying the realigned standard for Rule 14a-8(i)(12) proposed by the Commission under the Proposed Amendments to the Proposal is inappropriate under the Administrative Procedure Act because those changes are not yet effective. Accordingly, because the Proposed Amendments are not yet effective, the Staff must apply the current Rule 14a-8(i)(12) standard here when analyzing the Proposal. While Rule 14a-8(i)(12) provides that “a proposal which *addresses substantially the same subject matter* as a proposal, or proposals, previously included in the company’s proxy materials within the preceding five calendar years” (emphasis added) may be excluded from a company’s proxy materials, Rule 14a-8(i)(11) provides a separate standard that a shareholder proposal may be excluded if it “*substantially duplicates* another proposal previously submitted to the company by another proponent that will be included in the company’s proxy materials for the same meeting.” (emphasis added).

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B. The Proposal Addresses Substantially The Same Subject Matter As A Proposal That Was Previously Included In The Company’s Proxy Materials Within The Preceding Five Calendar Years.

The Company has, within the past five years, included in its proxy materials a stockholder proposal from the National Center for Public Policy Research requesting that the Board evaluate and report on risks related to discrimination against individuals based on a number of protected characteristics and related impacts on civil rights. The Company included such proposal (the “2023 NCPPR Proposal”) and statement in support thereof (the “2023 NCPPR Proposal Supporting Statement”) in its proxy materials for the 2023 Annual Meeting, filed with the Commission on March 31, 2023, which is attached to this letter as Exhibit B. The Proposal addresses substantially the same subject matter as the 2023 NCPPR Proposal, demonstrated by the language used in each proposal (emphases added):

<i>Proposal</i>	<i>2023 NCPPR Proposal</i>
<i>Both proposals request the same action from the Board.</i>	
<i>“Shareholders request the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation.”</i>	<i>“Shareholders request the Board of Directors conduct an evaluation and issue a report within the next year, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation.”</i>
<i>Both proposals request a report on risks and impacts related to potential discrimination and civil rights.</i>	
<i>“issue a civil rights and non-discrimination report . . . evaluating how [the Company’s] policies and practices impact employees and prospective employees . . . and the risks those impacts present to the Company’s business.”</i>	<i>“evaluating how it oversees risks related to discrimination against individuals . . . and whether such discrimination may impact individuals’ exercise of their constitutionally protected civil rights.”</i>

<i>Proposal</i>	<i>2023 NCPPR Proposal</i>
<i>Both proposals focus on the same type of potential discrimination.</i>	
<p>“evaluating how [the Company’s] policies and practices impact employees and prospective employees <i>based on their religion (including religious views) or political views.</i>”</p>	<p>“evaluating how it oversees risks related to discrimination against individuals <i>based on their race, color, religion (including religious views), sex, national origin, or political views.</i>”</p>

Although there are wording differences between the Proposal and the 2023 NCPPR Proposal, those differences are non-substantive. As demonstrated above, the Proposal and the 2023 NCPPR Proposal share the same substantive concerns and address substantially the same subject matter. Both proposals call for the Board to “conduct an evaluation and issue” a report on civil rights and discrimination. In expressing this concept, the Proposal focuses on “how [the Company’s] policies and practices impact employees and prospective employees” and the 2023 NCPPR Proposal refers to “whether such discrimination may impact individuals’ exercise of their constitutionally protected civil rights.” While the wording differences, at most, suggest a more targeted scope for the Proposal, both proposals are clearly concerned with the Company’s oversight of risks associated with potential discrimination and the impact that such discrimination may have on civil rights.

Both the Proposal and the 2023 NCPPR Proposal contemplate a review of Company policies and practices related to certain types of discrimination and the Company’s role in the protection of civil rights, as further demonstrated by the concerns raised in the Supporting Statement and the 2023 NCPPR Proposal Supporting Statement:

- the 2023 NCPPR Proposal Supporting Statement specifically raises concerns about “recent evidence of religious and political discrimination” and the Supporting Statement similarly points to concerns of “discrimination against employees on a variety of factors, including religion and sometimes political affiliation”;
- both the Supporting Statement and the 2023 NCPPR Proposal Supporting Statement cite the Viewpoint Diversity Score Business Index for examples of discriminatory practices;

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- the Supporting Statement states that the Company “should respect the free speech and religious freedom of its employees” and alleges that the Company “does not provide its employees with protection against viewpoint discrimination,” and the 2023 NCPPR Proposal Supporting Statement raises concerns about discrimination based on “speech or political activity” and cites the U.S. Constitution and other international laws as recognizing that “everyone has the right to freedom of thought, conscience, and religion”;
- the Supporting Statement states that “[r]especting diverse views also allows [the Company] to . . . contribute to a healthy economic market and marketplace of ideas” and the 2023 NCPPR Proposal Supporting Statement raises concerns that discrimination “destabilize[s] the market” and “[w]hen companies engage in this kind of discrimination, they hinder the ability of individuals, groups, and businesses to access and equally participate in the marketplace”; and
- the Supporting Statement points to the importance of the Company being able to “serve its diverse customer base” and the 2023 NCPPR Proposal Supporting Statement states that the Company should “adher[e] to its own standards by serving diverse consumers.”

Thus, it is clear that the subject of both the Proposal and the 2023 NCPPR Proposal focuses on concerns over risks of discrimination in the Company’s business and operations and related impacts on civil rights.

Despite the overwhelming similarity in the subject matter of the 2023 NCPPR Proposal and the Proposal and in the concerns raised in the supporting statements to each proposal, admittedly, the scopes of the proposals are not identical. The 2023 NCPPR Proposal requests an analysis of “risks related to discrimination against individuals based on their race, color, religion (including religious views), sex, national origin, or political views” while the Proposal requests a report on “how [the Company’s] policies and practices impact employees and prospective employees based on their religion (including religious views) or political views.” However, as with *The PNC Financial Services Group, Inc.*, *Exxon Mobil Corp.* and the other precedent described above, the narrower scope of the category of individuals covered and the protected characteristics addressed by the report requested by the Proposal does not change the conclusion that both the Proposal and the 2023 NCPPR Proposal share the same substantive concerns and are requesting substantially the same thing of the Company: an evaluation and report on risks of discrimination and related impacts on civil rights. Notwithstanding the differences in the supporting statements, the actions the Company must take to complete either requested report would be the same, and the broader analysis required by the 2023 NCPPR Proposal would encompass the more narrow analysis sought by the Proposal.

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In short, under Rule 14a-8(i)(12), the proposals at issue need not be identical in terms and scope in order to merit relief. Although the specific language in the resolved clauses of the Proposal and the 2023 NCPPR Proposal may differ, the two proposals call for the same action—evaluate and report on risks of discrimination and impacts on civil rights. As such, the Proposal is excludable under Rule 14a-8(i)(12)(i) because it addresses substantially the same subject matter as the 2023 NCPPR Proposal, and, as discussed and documented below, the 2023 NCPPR Proposal did not receive the necessary stockholder support to permit resubmission.

C. The Stockholder Proposal Included In The Company's 2023 Proxy Materials Did Not Receive The Stockholder Support Necessary To Permit Resubmission.

In addition to requiring that the proposals address the same substantive concerns, Rule 14a-8(i)(12) sets thresholds with respect to the percentage of stockholder votes cast in favor of the last proposal submitted and included in the Company's proxy materials. As evidenced in the Company's Form 8-K filed on May 22, 2023, which states the voting results for the Company's 2023 Annual Meeting of Stockholders and is attached to this letter as Exhibit C, the 2023 NCPPR Proposal received 0.97% of the votes cast at the Company's 2023 Annual Meeting of Stockholders.³ Thus, the vote on the 2023 NCPPR Proposal failed to achieve the 5% threshold specified in Rule 14a-8(i)(12)(i) at the 2023 Annual Meeting.

For the foregoing reasons, the Company may exclude the Proposal from its 2024 Proxy Materials under Rule 14a-8(i)(12)(i).

II. The Proposal May Be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates An Earlier Submitted Proposal That The Company Intends To Include In Its 2024 Proxy Materials.

A. Receipt of the Inspire Investing Proposal and the Proposal.

As noted above, the Proposal was received by the Company on November 30, 2023, which was after the Company received the Inspire Investing Proposal (together

³ The 2023 NCPPR Proposal received 1,454,343,901 “against” votes and 14,281,846 “for” votes. Abstentions and broker non-votes were not included for purposes of this calculation. The total stockholder votes cast is calculated using a fraction for which the numerator is “for” votes and the denominator is “for + against” votes. See Staff Legal Bulletin No. 14, part F.4 (July 13, 2001).

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with the Proposal, the “Duplicative Proposals”) and statement in support thereof (the “Inspire Investing Supporting Statement,” and together with the Supporting Statement, the “Duplicative Supporting Statements”). Specifically, the Inspire Proposal was received on October 25, 2023—36 days before the Proposal was received. See Exhibit A and Exhibit D.

The Proposal and the Inspire Investing Proposal have the same title—“Report on Respecting Workforce Civil Liberties.” Furthermore, the Inspire Investing Proposal includes a resolved clause that is substantially identical to the resolved clause in the Proposal. The Inspire Investing Proposal and the Inspire Investing Proposal Supporting Statement, as well related correspondence, are attached to this letter as Exhibit D.

The Inspire Investing Proposal states:

Resolved: Shareholders request the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at a reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how Charles Schwab's policies and practices impact employees and prospective employees based on their race, color, religion (including religious views), sex, national origin, or political views, and the risks those impacts present to Charles Schwab's business.

The Company intends to include the Inspire Investing Proposal in the 2024 Proxy Materials if the Staff denies the Company’s no-action request, dated December 29, 2023, related to the exclusion of the Inspire Investing Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8. In that case, the relevant analysis under Rule 14a-8(i)(11) is whether the Proposal “substantially duplicates” the Inspire Investing Proposal and, if so—which the Company believes to be the case—the Company may exclude the Proposal from the 2024 Proxy Materials under Rule 14a-8(i)(11).

B. Overview of Rule 14a-8(i)(11).

Rule 14a-8(i)(11) provides that a stockholder proposal may be excluded if it “substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company’s proxy materials for the same meeting.” The Commission has stated that “the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). When two substantially duplicative proposals are received by a company, the Staff has indicated that the

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company may exclude the later of the proposals it received from its proxy materials, unless the initial proposal otherwise may be excluded. *See, e.g., Great Lakes Chemical Corp.* (avail. Mar. 2, 1998); *Pacific Gas and Electric Co.* (avail. Jan. 6, 1994). A later proposal may be excluded as substantially duplicative of an earlier proposal despite differences in terms or breadth and despite the proposals requesting different actions. *See, e.g., Amazon.com, Inc.* (avail. Apr. 6, 2022) (concurring that a proposal requesting the board commission an independent third-party audit on workplace health and safety, evaluating productivity quotas, surveillance practices, and the effects of these practices on injury rates and turnover was substantially duplicative of a proposal requesting the board commission an independent audit and report of the working conditions and treatment that warehouse workers face). The Staff has traditionally referred to Rule 14a-8(i)(11)'s substantial duplication standard as assessing whether the later proposal presents the same "principal thrust" or "principal focus" as a previously submitted proposal. *See Pacific Gas & Electric Co.* (avail. Feb. 1, 1993).⁴

C. Analysis.

As demonstrated below, the Duplicative Proposals clearly share the same principal thrust and focus. In this regard:

- the Duplicative Proposals have the same title;
- the resolved clause of the Duplicative Proposals is nearly identical, as both request "the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at a reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how [the Company's] policies and practices impact employees and prospective employees based on their . . . religion (including religious views) . . . or political views, and the risks those impacts present to [the Company's] business";
- both Duplicative Proposals request "the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report" evaluating how the

⁴ We note that the Commission has proposed amendments to Rule 14a-8(i)(11) to provide "that a proposal 'substantially duplicates' another proposal if it 'addresses the same subject matter and seeks the same objective by the same means.'" 2022 Proposing Release. We believe that the Proposal satisfies this standard as well for the reasons noted below. Specifically, the Duplicative Proposals share a nearly identical resolved clause that seeks identical objectives by identical means.

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Company’s “policies and practices impact employees and prospective employees based on their . . . religion (including religious views) . . . or political views, and the risks those impacts present” to the Company’s business; and

- the Duplicative Supporting Statements demonstrate that the Duplicative Proposals have the same thrust and focus and share the same concerns and objectives as follows:
 - both Duplicative Supporting Statements raise concerns about discrimination against certain employees, with both Duplicative Supporting Statements stating that the Company must “comply with many laws prohibiting discrimination against employees” on grounds such as “religion and sometimes political affiliation”;
 - both Duplicative Supporting Statements cite the Viewpoint Diversity Score Business Index’s findings on workplace inclusivity;
 - both Duplicative Supporting Statements assert that “[r]especting diverse views also allows” the Company to “attract the most qualified talent, promote a healthy and innovative business culture,” and “contribute to a healthy economic market and marketplace of ideas”; and
 - both Duplicative Supporting Statements raise concerns about companies that “alienate their own employees by taking divisive stances on political issues.”

As shown above, the request made by the Duplicative Proposals is substantially identical and the Duplicative Supporting Statements also use much of the same language to raise the same concerns. The underlying focus of the Duplicative Proposals is not changed by the fact that the Proposal contains a slightly more limited list of protected characteristics—i.e. discrimination based on “religion (including religious views) or political views” rather than the Inspire Investing Proposal’s focus on “race, color, religion (including religious views), sex, national origin, or political views”—because, as shown above, both Duplicative Supporting Statements make clear that the ultimate focus of both of the Duplicative Proposals is discrimination based on religious and political views. Although the Supporting Statement and the Inspire Investing Proposal Supporting

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Statement also include additional distinct details in support of their arguments,⁵ these are not substantive differences that detract from the overall shared principal thrust and focus of the Duplicative Proposals.

The Staff has consistently concurred with the exclusion of proposals under Rule 14a-8(i)(11) when the earlier and later-received proposals presented the same principal thrust or focus even when the supporting statements are worded differently. For example, in *McDonald's Corp. (John Chevedden)* (avail. Apr. 3, 2023), the Staff concurred with the exclusion under Rule 14a-8(i)(11) of a proposal requesting a report on the company's lobbying expenditures where, as with here, the resolved clauses were nearly identical and the supporting statements were worded differently, but both addressed concerns about the company's lobbying activities, with one supporting statement focused in part on reputational risks associated with the company's lobbying activities, and the other supporting statement addressing potential misalignment with the company's values. In *PepsiCo, Inc.* (avail. Feb. 8, 2022), the Staff concurred with the exclusion under Rule 14a-8(i)(11) of an independent board chair proposal where, as with the Duplicative Supporting Statements here, the supporting statements were worded differently, but both addressed concerns with having the same person fulfilling two roles, with one supporting statement elaborating on concerns that the situation is not remedied by having an independent lead director, and the other supporting statement citing various corporate governance studies. In *The Southern Co.* (avail. Mar. 6, 2020), the Staff concurred with the exclusion an independent board chair proposal where the supporting statement outlined certain management-related benefits of an independent chair and expressed concern with the company's corporate governance practices, including the company's failure "to adopt a simple majority vote standard for company elections," but the earlier-received proposal's supporting statement raised concerns related to the company's "strategic transformation necessary for [the company] to capitalize on the opportunities available in the transition to a low carbon economy." Despite the different concerns expressed in the supporting statements of the proposals at issue, the Staff concurred that the proposals in *The Southern Co.* shared the same principal thrust such that relief under Rule 14a-8(i)(11) was appropriate. *See also Pfizer Inc. (International*

⁵ For example, the Supporting Statement notes concerns about "radical stances and policies on abortion," while the Inspire Investing Supporting Statement notes that "78% of scored companies discriminate against religious nonprofits in their charitable giving." Similarly, the Supporting Statement discusses the Company's failure to "provide its employees with protection against viewpoint discrimination," while the Inspire Investing Supporting Statement discusses "promoting 'diversity, equity, and inclusion'" and related activities more broadly.

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Brotherhood of Teamsters General Fund) (avail. Feb. 28, 2019) (concurring with the exclusion of a proposal requesting information on certain categories of lobbying expenditures and related company risks, with a supporting statement that “describe[d] the [p]roponents’ concern that the lack of lobbying disclosure creates reputational risk when such lobbying contradicts public positions,” as substantially duplicative of an earlier-received proposal with a supporting statement that “describe[d] lobbying in the context of [the company’s] free speech and freedom of association rights”) and *Danaher Corp.* (avail. Jan. 19, 2017) (concurring with the exclusion of a proposal to adopt goals for reducing greenhouse gas emissions, with a supporting statement describing reasons to do so, as substantially duplicative of an earlier-received proposal with a supporting statement describing risks and opportunities associated with climate change).

As shown above, the request made by the Duplicative Proposals is substantially identical and the Duplicative Supporting Statements also use much of the same language to raise the same concerns. While the Supporting Statement and Inspire Investing Supporting Statement each contain some differing, non-substantive arguments in support of their shared request, consistent with the aforementioned precedent, this does not change the conclusion that the Proposal would have its key focus addressed through implementation of the Inspire Investing Proposal and shares the same principal thrust and focus.

Finally, as noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). As the Proposal substantially duplicates the Inspire Investing Proposal, if the Company were required to include both Duplicative Proposals in its 2024 Proxy Materials, there is a significant risk that the Company’s stockholders would be confused when asked to vote on the nearly identical Duplicative Proposals. In such a circumstance, stockholders could assume incorrectly that there are substantive differences between the Duplicative Proposals and the requested actions. In addition, if the voting outcome on the Duplicative Proposals differed, the stockholder vote would not provide guidance on what actions stockholders want the Company to pursue, given that the same actions would be necessary to implement either the Proposal or the Inspire Investing Proposal.

For the reasons discussed above, the principal thrust and focus of the Duplicative Proposals is the same. Moreover, the Company intends to include the Inspire Investing Proposal in the 2024 Proxy Materials (if the Staff denies the Company’s no-action request, dated December 29, 2023, related to the exclusion of the Inspire Investing Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8). Accordingly, the Company believes that the Proposal may be excluded under Rule 14a-8(i)(11).

Office of Chief Counsel
Division of Corporation Finance
December 29, 2023
Page 16

CONCLUSION

Based upon the foregoing analysis, the Company intends to exclude the Proposal from its 2024 Proxy Materials, and we respectfully request that the Staff concur that the Proposal may be excluded under Rule 14a-8.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 351-2354 or Kristopher Tate, the Company's Managing Director and Assistant Corporate Secretary, at (469) 278-2912.

Sincerely,

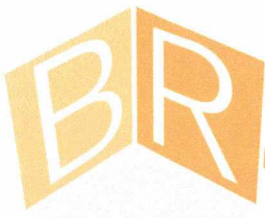


Julia Lapitskaya

Enclosures

cc: Kristopher Tate, The Charles Schwab Corporation
Walter Billingsley, American Family Association
Jerry Bowyer, Bowyer Research Inc.
Susan Bowyer, Bowyer Research Inc.

EXHIBIT A



Bowyer Research

November 29, 2023, via FedEx

Corporate Secretary
The Charles Schwab Corporation
3000 Schwab Way
Westlake, Texas 76262

Re: Proposal: Report on Respecting Workforce Civil Liberties

Dear Secretary,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Charles Schwab Corporation (the "Company") 2024 proxy statement to be circulated to Company shareholders in conjunction with the Company's 2024 annual meeting of shareholders. The Proposal is submitted under Rule 14a-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations. The resolution at issue relates to the subject described below.

Shareholder: American Family Association
Company: The Charles Schwab Corporation
Subject: Report on Respecting Workforce Civil Liberties

I submit the Proposal on behalf of, and with the permission of, the American Family Association ("AFA" or "Shareholder"), which has continuously owned 800 of the Company's shares entitled to vote on the proposal since 10/25/21 and intends to hold the required amount of securities through the date of the Company's 2024 annual meeting of shareholders. A letter from AFA authorizing us to submit this proposal on their behalf is enclosed.

A Proof of Ownership letter attesting to the Shareholder's ownership of the shares as of the date of the submission of this proposal is enclosed. Copies of correspondence or any request for a "no-action" letter may be sent to Jerry Bowyer, Bowyer Research, [REDACTED] or emailed to me at [REDACTED]@bowyerresearch.com, copying [REDACTED]@bowyerresearch.com.

Sincerely,

Jerry Bowyer
Bowyer Research
Enclosures (3)



Report on Respecting Workforce Civil Liberties

Supporting Statement:

Charles Schwab Corporation is one of the largest companies in the United States and employs over 35,000 people. As a major employer, Charles Schwab should respect the free speech and religious freedom of its employees. Charles Schwab is legally required to comply with many laws prohibiting discrimination against employees on a variety of factors, including religion and sometimes political affiliation.

Respecting diverse views also allows Charles Schwab to attract the most qualified talent, promote a healthy and innovative business culture, serve its diverse customer base, and contribute to a healthy economic market and marketplace of ideas.

Despite this, the current edition of the Viewpoint Diversity Score Business Index,¹ in which Charles Schwab scored 13%, notes that Charles Schwab does not provide its employees with protection against viewpoint discrimination. While the Company expressly condemns and prohibits discrimination based on a variety of characteristics, including “gender identity or expression, national origin, ancestry, age, disability” and others, it maintains no such protection against employees of diverse political beliefs. Diversity in the workplace is a key element of a company’s fiduciary duty and legal obligation. Is Charles Schwab dedicated to denouncing all facets of discrimination, or merely those that are politically expedient to denounce?

Many companies also alienate their own employees by taking divisive stances on political issues. For example, many companies have adopted radical stances and policies on abortion, Charles Schwab included. The 1792 Exchange’s 2023 report² found that the Company gives to abortion facilitator Planned Parenthood “via employee grants allotted through the Schwab Charitable program.” Abortion is a deeply personal issue to all parties involved. Views on the topic are often rooted in an individual’s core belief system, making taking a position on it a potential reputational, legal, and financial liability for a company, yet Charles Schwab has insisted on doing just that.

Taking positions on such issues can only serve to alienate consumers, employees, and investors and impact the Company’s bottom line. The Company should instead focus on its fiduciary duty to shareholders, a fiduciary duty likely to be violated by engaging in politically divisive rhetoric and/or actions. Further, the Company’s lack of express viewpoint diversity protections represents a serious concern in an age where nondiscrimination is a foregone conclusion for businesses wishing to maintain their competitive edge.

Resolved: Shareholders request the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how Charles Schwab policies and practices impact employees and prospective employees based on their religion (including religious views) or political views, and the risks those impacts present to the Company’s business.

¹<https://www.viewpointdiversityscore.org/company/charles-schwab>

²<https://1792exchange.com/company/charles-schwab-corporation/>

11/28/2023

Corporate Secretary
The Charles Schwab Corporation
3000 Schwab Way
Westlake, Texas 76262

Re: Authorization to File Shareholder Proposal

Dear Secretary,

In accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934, the undersigned ("Proponent") authorizes *Bowyer Research, Inc.* to file a shareholder proposal on the Proponent's behalf with The Charles Schwab Corporation ("the Company") for inclusion in the Company's 2024 proxy statement. The proposal at issue relates to the subject described below.

Proponent: American Family Association
Company: The Charles Schwab Corporation
Subject: Report on Respecting Workforce Civil Liberties

The Proponent gives *Bowyer Research, Inc.* the authority to address, on the Proponent's behalf, any and all aspects of the shareholder proposal, including drafting and editing the proposal, representing the Proponent in engagements with the Company, entering into any agreement with the Company, and designating another entity as lead filer and representative of the Proponent. The Proponent understands that the Proponent's name may appear on the company's proxy statement as the filer of the aforementioned proposal, and that the media may mention the Proponent's name in relation to the proposal.

The Proponent supports this proposal and authorizes *Bowyer Research* to write a more detailed statement of support of the proposal on the Proponent's behalf.

The American Family Association (the "Proponent") has continuously owned 800 of the Company's shares entitled to vote on the proposal since 10/25/21 and intends to continue holding the requisite amount of Company shares through the date of the Company's 2024 Annual Meeting of Shareholders.

Pursuant to interpretations of Rule 14a-8 by the U.S. Securities and Exchange Commission staff, I initially propose the following times for a telephone conference to discuss this proposal:

Monday, December 18th, 2:00-2:30 PM Central
Friday, December 22nd, 2:00-2:30 PM Central

If these times prove inconvenient, please suggest some other times to speak. Feel free to contact me at [REDACTED]@afa.net, copying [REDACTED]@bowyerresearch.com and [REDACTED]@bowyerresearch.com, so that we can determine the mode and method of that discussion.

Sincerely,

DocuSigned by:



1943A5F496C84EB...
Walter Billingsley

Chief Financial Officer
American Family Association

EXHIBIT B



November 30, 2022

Corporate Secretary
Charles Schwab
3000 Schwab Way
Westlake, TX 76262

Dear Mr. Morgan,

I hereby submit the enclosed shareholder proposal (“Proposal”) for inclusion in the Charles Schwab (the “Company”) proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission’s proxy regulations.

I submit the Proposal as the Coordinator of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for at least 3 years prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company’s 2023 annual meeting of shareholders. A proof of ownership letter is enclosed.

Pursuant to interpretations of Rule 14(a)-8 by the Securities & Exchange Commission staff, I initially propose as a time for a telephone conference to discuss this proposal December 19, 2022 or December 20, 2022 from 1-4 p.m. eastern. If that proves inconvenient, I hope you will suggest some other times to talk. Please feel free to contact me at [REDACTED]@nationalcenter.org so that we can determine the mode and method of that discussion.

Copies of correspondence or a request for a “no-action” letter should be sent to me at the National Center for Public Policy Research, [REDACTED] and emailed to [REDACTED]@nationalcenter.org.

Sincerely,

A handwritten signature in cursive script, appearing to read "Sarah Rehberg".

Sarah Rehberg

cc: Scott Shepard, FEP Director

Enclosures: Shareholder Proposal
Proof of Ownership Letter

Report on Ensuring Respect for Civil Liberties

Supporting Statement: Companies that provide banking or financial services are essential pillars of the marketplace. On account of their unique and pivotal role in America’s economy, many federal and state laws already prohibit them from discriminating when providing financial services to the public. And the UN Declaration of Human Rights, consistent with many other laws and the U.S. Constitution, recognizes that “everyone has the right to freedom of thought, conscience, and religion.”¹ Financial institutions should respect these freedoms.

As shareholders of Charles Schwab, we believe it is of great import that the company respect civil rights by identifying potential factors that may contribute to discrimination in the provision of services based on race, color, religion, sex, national origin, or social, political, or religious views.

We are particularly concerned with recent evidence of religious and political discrimination by companies in the financial services industry, as detailed in the Statement on Debanking and Free Speech.²

When companies engage in this kind of discrimination, they hinder the ability of individuals, groups, and businesses to access and equally participate in the marketplace and instead skew it to their own ends.

The Statement on Debanking and Free Speech identified many companies in the financial services industry that frequently include vague and subjective standards in their policies like “hate speech” or promoting “intolerance” that allow employees to deny or restrict service for arbitrary or discriminatory reasons. The 2022 edition of the Viewpoint Diversity Business Index³ also identified numerous examples of this in many companies’ terms of service. The inclusion of vague and arbitrary terms risks impacting clients’ exercise of their constitutionally protected civil rights, by creating the potential that such persons or groups will be denied access to essential services as a consequence of their speech or political activity. Moreover, they risk giving fringe activists and governments a foothold to demand that private financial institutions deny service under the sweeping, unfettered discretion that such policies provide.

These actions and policies are an affront to public trust, destabilize the market, and threaten the ability of American citizens to live freely and do business according to their deeply held convictions.

¹ <https://www.un.org/en/about-us/universal-declaration-of-human-rights>.

² https://storage.googleapis.com/vds_storage/document/Statement%20on%20Debanking%20and%20Free%20Speech.pdf.

³ <https://viewpointdiversityscore.org/business-index>.

Charles Schwab also maintains that it promotes good social policy and diversity, equity, and inclusion practices.⁴ It is important for the shareholders to know that Charles Schwab is adhering to its own standards by serving diverse consumers without regard to their beliefs or other factors above.

Resolved: Shareholders request the Board of Directors conduct an evaluation and issue a report within the next year, at reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how it oversees risks related to discrimination against individuals based on their race, color, religion (including religious views), sex, national origin, or political views, and whether such discrimination may impact individuals' exercise of their constitutionally protected civil rights.

⁴ <https://www.aboutschwab.com/diversity-and-inclusion>; <https://www.aboutschwab.com/schwab-ramps-up-its-ongoing-d&i-efforts-in-2021>

EXHIBIT C

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 18, 2023

The Charles Schwab Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-9700
(Commission
File Number)

94-3025021
(IRS. Employer
Identification No.)

3000 Schwab Way
Westlake, Texas
(Address of principal executive offices)

76262
(Zip Code)

Registrant's telephone number, including area code: (817) 859-5000

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock - \$.01 par value per share	SCHW	New York Stock Exchange
Depository Shares, each representing a 1/40th ownership interest in a share of 5.95% Non-Cumulative Preferred Stock, Series D	SCHW PrD	New York Stock Exchange
Depository Shares, each representing a 1/40th ownership interest in a share of 4.450% Non-Cumulative Preferred Stock, Series J	SCHW PrJ	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The 2023 Annual Meeting of Stockholders of The Charles Schwab Corporation (“CSC”) was held on May 18, 2023.
- (b) All nominees for directors were elected, and each nominee received more “for” votes than “against” votes cast for his or her election. The proposal to ratify the selection of Deloitte & Touche LLP as CSC’s independent auditors for the 2023 fiscal year was approved. The advisory vote on named executive officer (“NEO”) compensation was approved. The advisory vote on the frequency of approval of named executive officer compensation was approved as one year. The stockholder proposal requesting pay equity disclosure was not approved. The stockholder proposal requesting disclosure of discrimination risk oversight and impact was not approved. The final voting results were as follows:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>	
1 Election of Directors					
(a) Marianne C. Brown	1,391,923,049	77,744,557	10,504,388	65,171,953	
(b) Frank C. Herringer	1,187,522,013	276,652,237	15,997,744	65,171,953	
(c) Gerri K. Martin-Flickinger	1,398,255,689	71,370,592	10,545,713	65,171,953	
(d) Todd M. Ricketts	1,397,658,822	71,906,569	10,606,603	65,171,953	
(e) Carolyn Schwab-Pomerantz	1,386,051,905	78,347,621	15,772,468	65,171,953	
2 Ratification of the selection of Deloitte & Touche LLP as independent auditors	1,466,597,288	77,187,153	1,559,506	0	
3 Advisory vote to approve named executive officer (NEO) compensation	1,358,945,646	118,735,604	2,490,744	65,171,953	
	<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
4 Frequency of advisory vote on NEO compensation	1,463,499,865	3,414,694	11,453,065	1,804,370	65,171,953
	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>	
5 Stockholder Proposal on Pay Equity Disclosure	361,505,475	1,101,320,605	17,345,914	65,171,953	
6 Stockholder Proposal on Discrimination Risk Oversight and Impact	14,281,846	1,454,343,901	11,546,247	65,171,953	

(d) CSC has decided, in light of the vote of stockholders, to include a stockholder vote on the compensation of NEOs in its proxy materials annually until the next required vote on the frequency of stockholder votes on the compensation of NEOs (which would be at CSC’s 2029 Annual Meeting of Stockholders unless presented earlier).

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE CHARLES SCHWAB CORPORATION

Date: May 22, 2023

By: /s/ Peter Crawford

Peter Crawford

Managing Director and Chief Financial Officer

EXHIBIT D

Via UPS

October 20, 2023

The Charles Schwab Corporation
Attn: Secretary of the Company
3000 Schwab Way
Westlake, TX 76262

To whom it may concern,

I hereby submit the enclosed shareholder proposal (“Proposal”) for inclusion in the Charles Schwab (the “Company”) proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission’s proxy regulations.

I submit the Proposal as the Founder & Managing Member of Inspire Investing, LLC, which has continuously owned Company stock with a value exceeding \$25,000 for at least 1 year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company’s 2023 annual meeting of shareholders. A Proof of Ownership spreadsheet from our custodian, BBH, will be made available. Please let us know to whom it can be emailed.

Copies of correspondence or a request for a “no-action” letter should be sent to me and Tim Schwarzenberger at Inspire Investing, [REDACTED] and emailed to [REDACTED] [@inspireinvesting.com](mailto:[REDACTED]@inspireinvesting.com). We will make ourselves available to speak to the company about this proposal as needed.

Sincerely,

Robert Netzly

Robert Netzly
Chief Executive Officer

Tim Schwarzenberger

Tim Schwarzenberger, CFA
Director of Shareholder Engagement

Enclosure: Shareholder Proposal

Report on Respecting Workforce Civil Liberties

Supporting Statement:

Charles Schwab is one of the largest companies in the United States and employs over 30,000 people. As a major employer, Charles Schwab should respect the free speech and religious freedom of its employees. Charles Schwab is legally required to comply with many laws prohibiting discrimination against employees on a variety of factors, including religion and sometimes political affiliation.

Respecting diverse views also allows Charles Schwab to attract the most qualified talent, promote a healthy and innovative business culture, serve its diverse customer base, and contribute to a healthy economic market and marketplace of ideas.

Despite this, the 2023 edition of the Viewpoint Diversity Score Business Index¹ found that 91% of scored companies promote divisive training concepts like critical race theory (CRT) that replace rich cultural and ideological diversity with a monolithic focus on group identity. These concepts label employees as “oppressed” or “oppressors” based on the color of their skin, biological sex, or religious status. While companies often push concepts like CRT under the guise of promoting “diversity, equity, and inclusion,” such efforts often have the opposite effect. Instead of creating workplaces that afford equal opportunity based on individual merit, DE&I too often leads to hostility, polarization, and partiality.

Many companies also alienate their own employees by taking divisive stances on political issues. For example, many companies have adopted radical stances and policies on abortion. The 2023 Index also found that 78% of scored companies discriminate against religious nonprofits in their charitable giving and 63% give money to legislation that undermines fundamental First Amendment freedoms. According to the Freedom at Work survey, 60% of employees were concerned that their company would punish them for expressing their religious or political views at work, and 54% said they feared the same for sharing these views even on their private social media accounts.²

Companies may also face additional legal liability for DE&I programs that make distinctions based on race, per the recent Supreme Court decisions in *Students for Fair Admission v. Harvard* and *Groff v. DeJoy*. In light of these risks, the Company must take immediate steps to assess potential shortcomings and act to remedy these concerns.

¹ The Index is the first comprehensive benchmark for measuring corporate respect for free speech and religious liberty and is available at <https://www.viewpointdiversityscore.org/>

² [2023 Freedom at Work Survey](#), VIEWPOINT DIVERSITY SCORE (last accessed Sept. 14, 2023).

Resolved: Shareholders request the Board of Directors conduct an evaluation and issue a civil rights and non-discrimination report within the next year, at a reasonable cost and excluding proprietary information and disclosure of anything that would constitute an admission of pending litigation, evaluating how Charles Schwab's policies and practices impact employees and prospective employees based on their race, color, religion (including religious views), sex, national origin, or political views, and the risks those impacts present to Charles Schwab's business.

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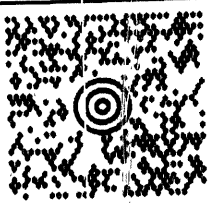
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DATE: 20 OCT 2023

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BOISE ID 83713-2071

SHIP SECRETARY OF THE COMPANY
TO: THE CHARLES SCHWAB CORPORATION
3000 SCHWAB WAY

NESTLAKE TX 76262-8104



TX 768 7-91



UPS GROUND

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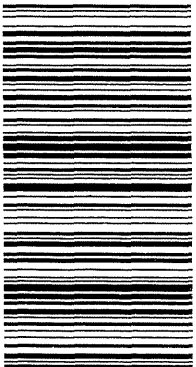
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*Murday,
October 20
(received)*

January 11, 2024

VIA ONLINE SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The Charles Schwab Corporation*
Stockholder Proposal of American Family Association
Securities Exchange Act of 1934—Rule 14a-8

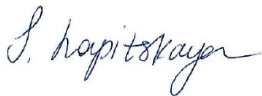
Ladies and Gentlemen:

In a letter dated December 29, 2023, we requested that the staff of the Division of Corporation Finance concur that our client, The Charles Schwab Corporation (the “Company”), could exclude from its proxy statement and form of proxy for its 2024 Annual Meeting of Stockholders a stockholder proposal and statement in support thereof received from Bowyer Research, Inc. on behalf of the American Family Association (the “Proposal”).

Enclosed as Exhibit A is correspondence from Bowyer Research, Inc. withdrawing the Proposal. In reliance thereon, we hereby withdraw the December 29, 2023 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Please do not hesitate to call me at (212) 351-2354, or Kristopher Tate, the Company’s Managing Director and Assistant Corporate Secretary, at (469) 278-2912, if you have any questions.

Sincerely,



Julia Lapitskaya

Enclosure

cc: Kristopher Tate, The Charles Schwab Corporation
Walter Billingsley, American Family Association
Jerry Bowyer, Bowyer Research Inc.
Susan Bowyer, Bowyer Research Inc.

EXHIBIT A

From: [REDACTED]
To: [Walter, Geoffrey E.](#); [Lapitskaya, Julia](#)
Cc: [REDACTED]
Subject: RE: Charles Schwab (American Family Association) Letter
Date: Wednesday, January 10, 2024 3:19:47 PM
Attachments: [image002.png](#)

[WARNING: External Email]

Mr. Walter and Ms. Lapitskaya,

This email serves to inform you that Bowyer Research is withdrawing the shareholder proposal we submitted to The Charles Schwab Corporation on November 29, 2023.

We and the proponent, The American Family Association, would still hope to dialogue with the Company on the issues we address in the proposal.

Please kindly acknowledge receipt of this email.

Very sincerely,

Susan Bowyer



Chief Operating Officer/Bowyer Research

[REDACTED]

[REDACTED] office | [REDACTED] cell

From: Walter, Geoffrey E. <GWalter@gibsondunn.com>
Sent: Friday, December 29, 2023 2:13 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: Charles Schwab (American Family Association) Letter

Mr. Bowyer,

Attached please find a copy of the no-action request we submitted today on behalf of our client, The Charles Schwab Corporation. A copy of this letter also will be sent to you via UPS.

Sincerely,

Geoffrey Walter

Geoffrey E. Walter

Associate Attorney

T: +1 202.887.3749

GWalter@gibsondunn.com

GIBSON DUNN

Gibson, Dunn & Crutcher LLP

1050 Connecticut Avenue, N.W., Washington, D.C. 20036-5306

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