



DIVISION OF  
CORPORATION FINANCE

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

March 14, 2024

Thomas J. Kim  
Gibson, Dunn & Crutcher LLP

Re: AT&T Inc. (the "Company")  
Incoming letter dated December 22, 2023

Dear Thomas J. Kim:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by AFL-CIO Equity Index Funds for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the board of directors to take the steps necessary to conduct an independent third-party assessment of the Company's due diligence process for preventing health and safety violations in the Company's supply chain for wireless communications services.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal relates to ordinary business matters. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7).

Copies of all of the correspondence on which this response is based 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: Maureen O'Brien  
Segal Marco Advisors

December 22, 2023

**VIA INTERNET SUBMISSION**

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

Re: *AT&T Inc.*  
*Stockholder Proposal of AFL-CIO Equity Index Funds*  
*Securities Exchange Act of 1934—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, AT&T Inc. (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 AFL-CIO Equity Index Funds (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 such correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 2

## THE PROPOSAL

The Proposal states:

RESOLVED, that shareholders of AT&T Inc. (“AT&T”) urge the Board of Directors to take the steps necessary to conduct an independent third-party assessment of AT&T’s due diligence process for preventing health and safety violations in AT&T’s supply chain for wireless communication services. The results of the assessment, prepared at reasonable cost and omitting legally privileged, confidential, or proprietary information, should be publicly disclosed on AT&T’s website.

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

## BASIS 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)(7) because the Proposal relates to the Company’s ordinary business operations.

## BACKGROUND

The Company outsources the vast majority of its wireless tower construction and maintenance to third-party companies, many of which are large, publicly traded firms with decades of experience. The Company’s contracts with these companies require strict compliance with state and federal laws and regulations, including those related to worker safety. For example, all outsourced tower workers must be certified by a training provider whose program meets or exceeds the Climber/Rescue Training Standard established by the National Association of Tower Erectors, a non-profit trade association for companies in the towers and communications infrastructure construction, service and maintenance industries. Additional requirements relate to compliance with regulations covering radio frequency radiation safety and Occupational Safety and Health Administration (“OSHA”) training and certifications for Class II structures. The Company also requires these contractors to establish a separate safety organization to fully train their employees and to perform background checks, including drug screens, on every individual who works on the Company’s projects. For each project, contractors are expected to provide, for the Company’s review, OSHA jobsite hazard and safety assessments review when a project is closed out and a report of any OSHA reportable incidents. The Company also requires contractors to provide documentation showing that at least 50% of the crew on site each day where elevated work is being performed have National Wireless Safety Alliance (an

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 3

American National Standards Institute accredited nonprofit assessment and certification organization) trade credentials.

## ANALYSIS

### **The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Deals With Matters Relating To The Company's Ordinary Business Operations.**

This Proposal seeks a third-party assessment of the Company's procedures regarding health and safety, specifically addressing the Company's "due diligence process for preventing health and safety violations in [the Company's] supply chain for wireless communication services." As discussed below, the Proposal may be omitted under Rule 14a-8(i)(7) as it relates to workplace safety and safety management, and it does not focus on any significant social policy issue that transcends the Company's ordinary business operations.

#### *A. Background On The Ordinary Business Standard.*

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified two central considerations that underlie this policy. *Id.* As relevant here, one of these considerations is that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." *Id.* Examples of the tasks cited by the Commission include "management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers." *Id.*

The 1998 Release further distinguishes proposals pertaining to ordinary business matters from those involving "significant social policy issues," the latter of which are not excludable under Rule 14a-8(i)(7) because they "transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote." 1998 Release. In this regard, when assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 4

No. 14C, part D.2 (June 28, 2005) (“In determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole.”).

A stockholder proposal being framed in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Staff has indicated that “[where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7).” *Johnson Controls, Inc.* (avail. Oct. 26, 1999).

*B. The Proposal Is Excludable Because It Relates To Workplace Safety.*

The Staff has routinely recognized that proposals relating to workplace safety are a matter of ordinary business and excludable under Rule 14a-8(i)(7). For example, in *Amazon.com, Inc. (International Brotherhood of Teamsters General Fund)* (avail. Apr. 1, 2020, *recon. denied* Apr. 9, 2020) (“*Amazon 2020*”), the proposal requested a report on the company’s efforts to “reduce the risk of accidents” that “describe[s] the [b]oard’s oversight process of safety management, staffing levels, inspection and maintenance of facilities and equipment and those of the [c]ompany’s dedicated third-party contractors.” In concurring with exclusion under Rule 14a-8(i)(7), the Staff noted that “the [p]roposal focuses on workplace accident prevention, an ordinary business matter, and does not transcend the [c]ompany’s ordinary business operations.” Similarly, in *Pilgrim’s Pride Corp.* (avail. Feb. 25, 2016) (“*Pilgrim’s Pride*”), the proposal requested that the company publish a report describing the company’s policies, practices, performance, and improvement targets related to occupational health and safety. The supporting statement also referred to alleged occupational health and safety violations and stated that workers in that company’s industry suffer injury and illness at five times the national average. The supporting statement further claimed that the company “was recently named to OSHA’s Severe Violator Enforcement Program for repeated or willful occupational health and safety (“OHS”) violations, and has been fined more than \$300,000 in the last four years for OHS violations.” The company argued that workplace safety is at the core of its business operations, and that the broad report requested by the proposal “implicates every aspect of the [c]ompany’s workplace safety efforts” and therefore related to the Company’s ordinary business operations. The Staff concurred with exclusion of the proposal, noting that the proposal “relates to workplace safety.” *See also TJJX Companies Inc. (NorthStar Asset Management, Inc. Funded Pension Plan)* (avail. Apr. 9, 2021) (concurring with the exclusion of a proposal requesting a report on the company’s use of prison labor with the supporting statement citing to unsafe or unhealthy working conditions and worker mistreatment when the company argued, among other things, that the proposal

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 5

was excludable as relating to overall workplace safety, workplace conditions, and general worker compensation issues); *The GEO Group Inc.* (avail. Feb. 2, 2017) (concurring with the exclusion of a proposal requesting implementation of provisions relating to operational audits of its facilities examining issues such as workplace violence rates and disciplinary and grievance systems, as relating to the company's ordinary business operations); *The Chemours Co.* (avail. Jan. 17, 2017) (concurring with the exclusion of a proposal requesting a report "on the steps the [c]ompany has taken to reduce the risk of accidents" with the supporting statement citing to a number of industrial accidents at the company's facilities and significant regulatory fines that had been assessed against the company for various safety violations).

The Staff's determinations in the foregoing recent precedent are consistent with decades-old precedent concurring with the exclusion of proposals addressing workplace safety issues as implicating a company's ordinary business operations. See *CNF Transportation, Inc.* (avail. Jan. 26, 1998) (concurring with the exclusion of a proposal requesting that the board of directors develop and publish a safety policy accompanied by a report analyzing the long-term impact of the policy on the company's competitiveness and shareholder value because "disclosing safety data and claims history" was a matter of the company's ordinary business); *Chevron Corp.* (avail. Feb. 22, 1988) (concurring with the exclusion of a proposal as ordinary business because it related to the protection of the safety of company employees).

Here, as in *Amazon 2020*, *Pilgrim's Pride* and the other above-cited precedent, the Proposal is concerned with safety management and the prevention of safety-related incidents and seeks an "independent third-party assessment of [the Company's] due diligence process for preventing health and safety violations in [the Company's] supply chain for wireless communication services." This is reiterated in the Supporting Statement, which references "a safe and healthy workplace" multiple times and raises concerns about "the potential violation" of safety standards and "safety concerns due to the hazardous nature of the work." The Supporting Statement approvingly cites to OSHA's and to the FCC's recommendations that "carriers adopt various best practices for contractor selection and vetting, reporting, auditing, training, recordkeeping and communication."

As with the proposals in *Amazon 2020* and *Pilgrim's Pride*, the Proposal seeks information on a broad array of workplace safety matters. The Company's "due diligence process for preventing health and safety violations" involves a number of complex considerations, which may include processes related to receiving reports of compliance with various laws and regulations governing tower climber safety, the review and selection of training programs and certifications, collaboration with industry organizations, relationships with suppliers and contract negotiations. Processes for contractor safety are integrally related to the management of the Company's operations and are routine elements of the Company's

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 6

business. Thus, as in the precedent discussed above, the Proposal may properly be excluded under Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

*C. The Proposal Does Not Focus On Any Significant Social Policy Issue That Transcends The Company's Ordinary Business Operations.*

The well-established precedent set forth above demonstrates that the Proposal squarely addresses ordinary business matters and, therefore, is excludable under Rule 14a-8(i)(7). While the 1998 Release indicated that proposals that "focus on" significant social policy issues may not be excludable under Rule 14a-8(i)(7), in contrast, proposals with passing references touching upon topics that might raise significant social policy issues—but that do not focus on or have only tangential implications for such issues—are not transformed from an otherwise ordinary business proposal into one that transcends ordinary business, and as such, remain excludable under Rule 14a-8(i)(7).

The Proposal does not raise issues that transcend the Company's ordinary business. The fact that the Supporting Statement cites "safety concerns due to the hazardous nature of the work" performed by tower climber contractors does not make workplace safety unique or transcendent to the Company, as the supporting statements in both *The Chemours Co.* and *Pilgrim's Pride* cited unfortunate workplace incidents that occurred at those companies. To the contrary, the Supporting Statement merely recognizes the inherently dangerous nature of the job at issue, and nothing in the Proposal or Supporting Statement suggests that the Company has failed to put in place proper due diligence processes or otherwise raises specific allegations against the Company. Moreover, references to the "human right to a safe and healthy workplace" and "human rights due diligence process" do not change the nature of the proposal, which relates only to the Company's policies and practices governing contractors' compliance with health and safety requirements. The Company acknowledges that workplace accidents can be very serious and agrees that workplace safety issues are important. However, nothing about the Proposal, which refers broadly to "preventing health and safety violations" and addresses safety concerns with the Company's contractors, raises it beyond the day-to-day safety management issues that are incident to the Company's ordinary business operations.

Consistent with long-established Staff precedent, merely referencing topics in passing that might raise significant social policy issues, but which have only tangential implications for the issues that constitute the central focus of a proposal, do not transform an otherwise ordinary business proposal into one that transcends ordinary business. To this end, the Staff has frequently concurred that a proposal that touches, or may touch, upon significant social policy issues is nonetheless excludable if the proposal does not focus on such issues. For example, the proposal in *Union Pacific Corp.* (avail. Feb. 25, 2008) addressed safety concerns in the course of the company's operations and requested disclosures of the

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 7

company's efforts to safeguard the company's operations from terrorist attacks and "other homeland security incidents." The company argued that the proposal was excludable because the proposal related to the company's day-to-day efforts to safeguard its operations—including not only terrorist attacks, but also earthquakes, floods, and other routine operating risks that were overseen by the Department of Homeland Security but were incident to the company's ordinary business operations. The Staff's response noted that the proposal was excludable because it "include[d] matters relating to [the company's] ordinary business operations," despite the fact that safeguarding against terrorist attacks might be viewed as not part of the company's ordinary business. *See also Walmart Inc.* (avail. Apr. 8, 2019) ("*Walmart 2019*") (concurring with the exclusion of a proposal requesting that the board prepare a report evaluating the risk of discrimination that may result from the company's policies and practices for hourly workers taking absences from work for personal or family illness because it related to the company's ordinary business operations, i.e., the company's management of its workforce, and "[did] not focus on an issue that transcends ordinary business matters"); *Amazon.com, Inc. (Domini Impact Equity Fund and the New York State Common Retirement Fund)* (avail. Mar. 28, 2019) ("*Amazon 2019*") (concurring with the exclusion of a proposal requesting a report on the company's "analysis of the community impacts of [the company's] operations" where although the proposal might have touched on significant inequality concerns, the proposal was so broadly worded that the Staff concurred that the proposal did not focus on any single issue that transcended the company's ordinary business); *Wells Fargo & Co. (Harrington Investments, Inc.)* (avail. Feb. 27, 2019) (concurring with the exclusion of a proposal requesting "enhance[d] fiduciary oversight of matters relating to customer service and satisfaction" where the proponent argued that it implicated significant policy issues related to board oversight and accountability and mismanagement of consumer relations and the supporting statement contained references to "insurance abuse," "social harm[s]," and "disregard for lawful conduct"); *Amazon.com, Inc.* (avail. Mar. 1, 2017) ("*Amazon 2017*") (concurring with the exclusion of a proposal that requested adoption and publication of principles for minimum wage reform); *PetSmart, Inc.* (avail. Mar. 24, 2011) (concurring with the exclusion of a proposal requesting that the board require suppliers to certify that they had not violated animal cruelty-related laws, finding that while animal cruelty is a significant social policy issue, the scope of laws covered by the proposals was too broad); *Apache Corp.* (avail. Mar. 5, 2008) (concurring with the exclusion of a proposal requesting the implementation of equal employment opportunity policies based on certain principles and noting that "some of the principles relate to [the company's] ordinary business operations").

Here, the Proposal's broad application to the "due diligence process for preventing health and safety violations" in the Company's supply chain encompasses matters incident to the Company's (and many other businesses') ordinary business operations, ranging from injury and illness (including matters of simple first-aid) to processes to hire, vet, negotiate with, and terminate contracts with suppliers and compliance with various laws, regulations, and



Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 8

industry standards. Thus, the Proposal's broad scope renders the Proposal excludable because the report requested by the Proposal implicates the Company's ordinary business. As with the proposal in *Union Pacific Corp.*, even if certain aspects of the Company's workplace safety program were deemed to implicate significant policy issues (which the Company does not believe is the case), the Proposal's broad request does not transcend the day-to-day safety management issues that are incident to the Company's ordinary business operations, and as such, the Proposal is properly excludable under Rule 14a-8(i)(7).

The Company is aware that the Staff has been unable to concur with the exclusion of workforce safety proposals under Rule 14a-8(i)(7) where the proposal related to the company's role in creating unsafe working conditions. For example, in *Amazon.com Inc.* (avail. Apr. 6, 2022) ("*Amazon 2022*"), the proposal requested that the company commission an audit and report on "working conditions and treatment that [company] warehouse workers face, including the impact of its policies, management, performance metrics, and targets" and in *Dollar General Corp.* (avail. Mar. 31, 2023) ("*Dollar General 2023*"), the proposal requested that the Company commission an audit on "the impact of the company's policies and practices on the safety and well-being of workers." In *Dollar General 2023*, the Staff noted that the proposal "transcend[ed] ordinary business matters because it raises human capital management issues with a broad societal impact." In both *Amazon 2022* and *Dollar General 2023*, the applicable proposal raised concerns about the company's role in creating unsafe working conditions and specific company practices that led to violations of OSHA standards. Specifically, in *Amazon 2022* the proposal raised concerns about company injury rates higher than those in the company's industry and specific policies and practices that prioritized quotas and led to safety violations, and the proposal in *Dollar General 2023* raised concerns about a violent environment plagued by gun violence and company practices that prioritized profit over employee safety. Here, the Proposal is distinguishable from these precedents because the Proposal focuses on the Company's "due diligence process for preventing health and safety violations in AT&T's supply chain" (emphasis added), and the Proposal does not contain any allegations that the Company has violated any laws or regulations or otherwise taken (or omitted to take) any actions that have led to safety violations or created an unsafe environment.

In Staff Legal Bulletin No. 14L (Nov. 3, 2021), the Staff stated that it "will realign its approach for determining whether a proposal relates to 'ordinary business' with the standard the Commission initially articulated in [the 1976 Release] . . . and which the Commission subsequently reaffirmed in the 1998 Release." As such, the Staff stated that it will focus on the issue that is the subject of the stockholder proposal and determine whether it has "a broad societal impact, such that [it] transcend[s] the ordinary business of the company." The Staff noted further that "proposals squarely raising human capital management issues with a broad societal impact would not be subject to exclusion solely because the proponent did not demonstrate that the human capital management issue was significant to the company"

Office of Chief Counsel  
Division of Corporation Finance  
December 22, 2023  
Page 9

(citing to the 1998 Release and *Dollar General Corp.* (avail. Mar. 6, 2020) (“*Dollar General 2020*”) and providing “significant discrimination matters” as an example of an issue that transcends ordinary business matters). This guidance does not affect the excludability of the Proposal because, unlike *Dollar General 2020*, the Proposal does not raise significant discrimination matters or board oversight of human capital issues, and does not focus on any other issue “with a broad societal impact” such that it transcends ordinary business matters. Instead, as discussed above, the Proposal focuses on general workforce concerns that the Staff has consistently determined over the years do not transcend ordinary business.

Accordingly, consistent with the precedent cited above, because the Proposal relates to ordinary business matters—workplace safety—and does not focus on a significant social policy issue, the Proposal may be excluded under Rule 14a-8(i)(7).

## 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(i)(7).

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](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 887-3550.

Sincerely,

/s/ Thomas J. Kim

Thomas J. Kim

Enclosures

cc: Bryan Hough, AT&T Inc.  
Moni DeWalt, AT&T Inc.  
Maureen O’Brien, Segal Marco Advisors

# Exhibit A



Maureen O'Brien  
Senior Vice President, Corporate Governance,  
Engagement and Proxy Voting

550 W. Washington Blvd  
Suite 900  
Chicago, IL 60661  
segalmarco.com

December 4, 2023

David McAtee  
Senior Vice President – Deputy General Counsel and Secretary  
AT&T Inc.  
208 S. Akard Street, Suite 2951  
Dallas, Texas 75202

**Re: Shareholder proposal for 2024 Annual Shareholder Meeting**

Dear David McAtee:

Segal Marco Advisors is filing a shareholder proposal on behalf of the AFL-CIO Equity Index Funds (the "Proponent"), a shareholder of AT&T Inc. (the "Company"), for action at the next annual meeting of the Company. The Proponent submits the enclosed shareholder proposal for inclusion in the Company's 2024 proxy statement, for consideration by shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The Proponent has continuously beneficially owned, for at least one year as of the date hereof, at least \$25,000 worth of the Company's common stock. The Proponent intends to continue to hold the requisite amount of securities through the date of the 2024 shareholders' meeting. A letter from the Bank of New York Mellon verifying the Proponent's share ownership and the Proponent's submission of the shareholder proposal is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

Segal Marco Advisors and the Proponent is available to meet with the Company via teleconference at 11am CST on December 19th or 20th. We are also available to discuss this issue at a mutually agreeable day and time. We appreciate the opportunity to engage and seek to resolve the Proponent's concerns. I can be contacted [REDACTED] to schedule a meeting and to address any questions. Please address any future correspondence regarding the proposal to me at this address.

Sincerely,

A handwritten signature in black ink, appearing to read "Maureen O'Brien", written in a cursive style.

Maureen O'Brien  
Senior Vice President, Corporate Governance,  
Engagement and Proxy Voting



BNY MELLON

December 4, 2023

David McAtee  
Senior Vice President – Deputy General Counsel and Secretary  
AT&T Inc.  
208 S. Akard Street, Suite 2951  
Dallas, Texas 75202.

Re: Shareholder proposal submitted by the AFL-CIO Equity Index Funds

Dear Mr. McAtee:

I write concerning a shareholder proposal (the "Proposal") submitted to AT&T Inc. (the "Company") by the AFL-CIO Equity Index Funds as the proponent of the Proposal. The Bank of New York Mellon acts as trustee and discretionary investment manager for the AFL-CIO Equity Index Funds, and has appointed Segal Marco Advisors as its agent to act on behalf of the AFL-CIO Equity Index Funds for all matters related to the submission of the Proposal in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The Bank of New York Mellon, as trustee and discretionary investment manager for the AFL-CIO Equity Index Funds, hereby confirms that the AFL-CIO Equity Index Funds supports the Proposal that Segal Marco Advisors is submitting on behalf of the AFL-CIO Equity Index Funds for the Company's 2024 annual meeting of shareholders. The Proposal urges the Board of Directors to take the steps necessary to conduct an independent third-party assessment of Verizon's due diligence process for preventing health and safety violations in Verizon's supply chain for wireless communication services.

As of the date of this letter, the AFL-CIO Equity Index Funds beneficially own **2,397,789** of the Company's common stock. The AFL-CIO Equity Index Funds have beneficially owned continuously for at least one year, shares of the Company's common stock worth at least \$25,000 and intend to continue to hold the requisite amount of shares through the date of the 2024 shareholders' meeting. The Bank of New York Mellon has acted as record holder of the shares and is a DTC participant.

While we request that you send all future correspondence regarding the Proposal to Segal Marco Advisors, the address of the AFL-CIO Equity Index Funds is c/o The Bank of New York Mellon, 240 Greenwich Street, New York, NY 10286. If you require any additional information, please do not hesitate to contact me at



Very truly yours,

Sarah Reed  
Senior Vice President



RESOLVED, that shareholders of AT&T Inc. (“AT&T”) urge the Board of Directors to take the steps necessary to conduct an independent third-party assessment of AT&T’s due diligence process for preventing health and safety violations in AT&T’s supply chain for wireless communication services. The results of the assessment, prepared at reasonable cost and omitting legally privileged, confidential, or proprietary information, should be publicly disclosed on AT&T’s website.

#### SUPPORTING STATEMENT

The International Labour Organization’s Declaration on Fundamental Principles and Rights at Work recognizes the following international human rights: “1) freedom of association and the effective recognition of the right to collective bargaining; 2) the elimination of all forms of forced or compulsory labour; 3) the effective abolition of child labour; 4) the elimination of discrimination in respect of employment and occupation; and 5) a safe and healthy working environment.”<sup>1</sup> AT&T’s Principles of Conduct for Suppliers recognizes these human rights.<sup>2</sup>

While we commend AT&T for recognizing the human right to a safe and healthy workplace in its policies, we believe that conducting an independent third-party assessment of AT&T’s due diligence process for preventing health and safety violations is appropriate. The United Nations’ Guiding Principles on Business and Human Rights urge companies to “know and show” that they respect human rights by adopting “a human rights due diligence process to identify, prevent, mitigate and account for how they address their impacts on human rights.”<sup>3</sup>

We are concerned about the potential violation of the human right to a safe and healthy workplace by AT&T’s contractors that climb towers for wireless communication services. The climbing of communication towers to install and maintain wireless infrastructure equipment has raised safety concerns due to the hazardous nature of the work.<sup>4</sup> The Occupational Safety and Health Administration has called tower climbing the most dangerous job in America.<sup>5</sup>

According to a report by the Occupational Safety and Health Administration and the Federal Communications Commission, “responsibility for employee safety is fractured into many layers” between wireless carriers, communications tower owners, and tower climber contractors. These regulatory agencies have recommended that carriers adopt various best practices for contractor selection and vetting, reporting, auditing, training, recordkeeping and communication.<sup>6</sup>

A May 2023 survey of tower climbers by the Communications Workers of America found that 59 percent of respondents know someone who has been seriously injured on the job and 17 percent have known someone who was fatally injured on the job. Moreover, 35 percent of respondents report pressure to work unsafely to meet deadlines and 60 percent of respondents state that safety incidents are only investigated, “some of the time,” “rarely,” or “never.”<sup>7</sup>

For these reasons, we urge you to vote FOR this shareholder resolution.

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<sup>1</sup> <https://www.ilo.org/declaration/lang--en/index.htm>

<sup>2</sup> <https://attsuppliers.com/misc/SupplierSustainabilityPrinciples.pdf>

<sup>3</sup> [https://www.ohchr.org/sites/default/files/Documents/Publications/GuidingPrinciplesBusinessHR\\_EN.pdf](https://www.ohchr.org/sites/default/files/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf)

<sup>4</sup> <https://www.propublica.org/article/cell-tower-fatalities>

<sup>5</sup> <https://www.osha.gov/news/speeches/02132008>

<sup>6</sup> <https://www.osha.gov/sites/default/files/publications/OSHA3877.pdf>

<sup>7</sup> <https://cwa-union.org/sites/default/files/2023-05/TCUCWASafetyReport.pdf>



550 W. Washington Blvd., Suite 900 Chicago, 60661  
T 312.575.9000 F 312.575.9840 www.segalmarco.com

Via <https://www.sec.gov/forms/shareholder-proposal>

January 12, 2024

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Re: AT&T Inc.'s Request to Exclude a Shareholder Proposal Submitted  
by the AFL-CIO Equity Index Funds

Dear Sir or Madam:

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the AFL-CIO Equity Index Funds (the "Proponent") submitted a shareholder proposal (the "Proposal") to AT&T Inc. (the "Company") for a vote at the Company's 2024 annual meeting of shareholders. In a letter to the staff of the Division of Corporation Finance (the "Division Staff") dated December 22, 2023 (the "No Action Request"), the Company's representative from Gibson, Dunn & Crutcher LLP stated that the Company intends to omit the Proposal from its proxy materials to be distributed to shareholders. The resolved clause of the Proposal states:

RESOLVED, that shareholders of AT&T Inc. ("AT&T") urge the Board of Directors to take the steps necessary to conduct an independent third-party assessment of AT&T's due diligence process for preventing health and safety violations in AT&T's supply chain for wireless communication services. The results of the assessment, prepared at reasonable cost and omitting legally privileged, confidential, or proprietary information, should be publicly disclosed on AT&T's website.

The No Action Request asks the Division Staff to concur that it will not recommend enforcement action if the Company excludes the Proposal in reliance on Rule 14a-8(i)(7), on the basis that the Proposal purportedly deals with matters related to the Company's ordinary business operations. For the reasons set forth below, the Proposal may not be excluded under Rule 14a-8(i)(7) because the Proposal addresses a social policy issue that transcends the Company's day-to-day business matters and does not otherwise micromanage the Company.

The No Action Request argues that the Proposal may be excluded under Rule 14a-8(i)(7) because it involves matters related to the Company’s management of its workforce. As explained below, this argument does not have merit because the Proposal addresses a significant social policy issue. Specifically, the Proposal addresses the internationally recognized human right to a safe and healthy workplace, a subject matter the Division Staff have recognized in recent years as a significant social policy issue that transcends ordinary business.

The human right to a safe and healthy workplace has been recognized in various international conventions dating back to the United Nations’ Universal Declaration on Human Rights in 1948.<sup>1</sup> For example, the International Labour Organization adopted an Occupational Safety and Health Convention in 1981 and a Promotional Framework for Occupational Safety and Health Convention in 2006.<sup>2</sup> In 2022, these two occupational safety and health conventions were incorporated into the International Labour Organization’s Fundamental Principles and Rights at Work (the “ILO Core Conventions”).<sup>3</sup> The other ILO Core Conventions include the freedom of association and collective bargaining; the elimination of forced or compulsory labor; the abolition of child labor; and the elimination of employment discrimination.<sup>4</sup> The ILO Core Conventions define international human rights that all member countries are obligated to protect notwithstanding whether they have ratified the individual conventions in question.<sup>5</sup>

The Division Staff have long recognized that shareholder proposals addressing human rights as defined by the ILO Core Conventions are significant social policy issues that transcend ordinary business. For decades, Division Staff have refused to concur with the exclusion of shareholder proposals under Rule 14a-8(i)(7) that expressly address the ILO Core Conventions or otherwise reference human rights that have been recognized by the ILO Core Conventions on employment discrimination, forced labor, child labor, and freedom of association: Dillard Department Stores (March 13, 1997); Kohl’s Corporation (March 23, 1998 and March 31, 2000), The Warnaco Group, Inc. (March 14, 2000); PPG Industries (January 22, 2001); Kmart Corporation (March 16, 2001); 3M Co. (March 2, 2005 and March 7, 2006); Abercrombie & Fitch Co. (April 12, 2010); Northrop Grumman Corp. (March 19, 2019). Like the current Proposal, nearly all of these shareholder proposals addressed human rights concerns in the company’s vendor supply chains.

Following the adoption of occupational health and safety as an ILO Core Convention, the Division Staff recognized that shareholder proposals on occupational health and safety also address significant social policy issues that transcend ordinary business. For example, in Amazon.com, Inc. (April 6, 2022) and Dollar General Corp. (March 31, 2023), the Division Staff declined to concur with the exclusion of a shareholder proposal on Rule 14a-8(i)(7) grounds that

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<sup>1</sup> “Health And Life At Work: A Basic Human Right,” International Labour Organization, 2009, p. 5, [https://www.ilo.org/static/english/protection/safework/worlddday/products09/booklet\\_09-en.pdf](https://www.ilo.org/static/english/protection/safework/worlddday/products09/booklet_09-en.pdf).

<sup>2</sup> International Labour Organization, “International Labour Conference Adds Safety and Health to Fundamental Principles and Rights at Work,” June 10, 2022, [https://www.ilo.org/global/about-the-ilo/newsroom/news/WCMS\\_848132/lang--en/index.htm](https://www.ilo.org/global/about-the-ilo/newsroom/news/WCMS_848132/lang--en/index.htm)

<sup>3</sup> *Id.*

<sup>4</sup> *Id.*

<sup>5</sup> “Fundamental Principles and Rights at Work Fact Sheet,” International Labour Organization, 2020, [https://www.ilo.org/wcmsp5/groups/public/---asia/---ro-bangkok/---ilo-islamabad/documents/publication/wcms\\_741333.pdf](https://www.ilo.org/wcmsp5/groups/public/---asia/---ro-bangkok/---ilo-islamabad/documents/publication/wcms_741333.pdf).



sought an independent audit of workplace safety. The Company attempts to distinguish these decisions on the grounds that the current Proposal addresses the Company's supply chain and is not limited to the Company's direct operations. However, as explained in the preceding paragraph, the vast majority of human rights shareholder proposals that the Division Staff has refused to concur with exclusion under Rule 14a-8(i)(7) have addressed human rights concerns in the companies' respective vendor supply chains, not their direct operations.

The Company fails to distinguish Amazon.com, Inc. (April 6, 2022) and Dollar General Corp. (March 31, 2023) by asserting that the current Proposal does not contain allegations that the Company has violated any laws or regulations. This argument is without merit because the Proposal addresses health and safety as a human rights concern, not as a legal or regulatory compliance issue. The supporting statement makes clear that the Proposal seeks to address human rights by referencing the ILO Core Conventions and the United Nations' Guiding Principles on Business and Human Rights. Staff Legal Bulletin No. 14L (Nov. 3, 2021) explains that "proposals squarely raising human capital management issues with a broad societal impact would not be subject to exclusion solely because the proponent did not demonstrate that the human capital management issue was significant to the company." Moreover, there were at least two wireless tower climber fatalities involving the Company's vendors in 2023,<sup>6</sup> and a wireless tower climber accident involving the Company has resulted in a multimillion dollar settlement.<sup>7</sup>

In conclusion, the Division Staff should not concur with the Company's No Action Request that the Proposal may be excluded. The Proposal may not be excluded under Rule 14a-8(i)(7) because the Proposal addresses significant social policy issues that transcend the Company's day-to-day business matters and does not otherwise seek to micromanage the Company. If you have any questions, please contact me at 312-612-8446 or [mobrien@segalmarco.com](mailto:mobrien@segalmarco.com).

Sincerely,



Maureen O'Brien  
SVP of Corporate Governance, Engagement and Proxy Voting

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<sup>6</sup> "Ohio Tower Technician Succumbs From Injuries Following A 250-Foot Fall During an AT&T Installation," Wireless Estimator, September 29, 2023, <https://wirelessestimator.com/articles/2023/ohio-tower-technician-succumbs-from-injuries-following-a-250-foot-fall-during-an-att-installation/>; "Sadly, The First Fatal Fall In 2023 Took The Life Of A 33-Year-Old Tower Technician In Kansas," Wireless Estimator, May 18, 2023, <https://wirelessestimator.com/articles/2023/sadly-the-first-fatal-fall-in-2023-took-the-life-of-a-33-year-old-tower-technician-in-kansas/>.

<sup>7</sup> Mike Dano, "AT&T in \$30M Settlement Over Tower Climber's Fall," Fierce Wireless, May 23, 2018, <https://www.fiercewireless.com/wireless/at-t-30m-settlement-over-tower-climber-s-fall/>; "Telecom Tower Climber Gets \$30M Settlement In Fall Suit," Associated Press, May 21, 2018, <https://apnews.com/general-news-ddc6777d830e4be6b8df0b9b4a2115a4>.