

## MEMORANDUM

**To:** File No. S7-12-15, "Listing Standards for Recovery of Erroneously Awarded Compensation"

**From:** Amber Porter, Confidential Assistant to Commissioner Hester Peirce

**Re:** Meeting with Representatives of the Council of Institutional Investors

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On Thursday, March 15, 2018, Commissioner Hester Peirce and Amber Porter, Confidential Assistant to Commissioner Peirce, met with the following individuals representing the Council of Institutional Investors:

- Lynn Turner, Trustee, Colorado PERA;
- Patti Brammer, Corporate Governance Officer, Ohio PERS;
- Jennifer O'Dell, Assistant Director of Corporate Affairs, LiUNA;
- Chris Phillips, Director, Institutional Relations and Public Affairs, Washington State Investment Board;
- Millicent Budhai, Director, Research and Sustainability, Office of the NYC Comptroller;
- Kyle Seeley, Corporate Governance Investment Officer, New York State Common Retirement Fund;
- Liz Gordon, Executive Director of Corporate Governance, New York State Common Retirement Fund;
- Aeisha Mastagni, Portfolio Manager, CalSTRS;
- Louis Malizia, Assistant Director, Capital Strategies, Teamster Affiliations Pension Plan;
- Jeff Mahoney, General Counsel, Council of Institutional Investors;
- Ken Bertsch, Executive Director, Council of Institutional Investors; and
- Kylund Arnold, Executive Assistant, Council of Institutional Investors.

Among the topics discussed were the proposed new rule and amendments to implement the provisions of Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act directing national securities exchanges and associations to establish listing standards requiring companies to adopt policies that require executive officers to pay back incentive-based compensation that they were awarded erroneously. (RELEASE NOS. 33-9861; 34-75342; IC-31702; File No. S7-12-15.)