



Submitted via e-mail

December 21, 2021

Vanessa A. Countryman
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: Proxy Voting Advice (File Number S7-17-21)

Dear Ms. Countryman,

We appreciate the opportunity to comment on the Securities and Exchange Commission's proposed amendments to the Federal proxy rules governing proxy voting advice.¹

We are writing to support one part of the release: the Commission's proposal to rescind the Rule 14a-2(b)(9)(ii) conditions adopted in 2020 that require proxy advisors to make their recommendations available to the companies that are the subject of those recommendations and provide clients with a way to learn about any written responses by those companies.

The company feedback and client alert framework in Rule 14a-2(b)(9)(ii) was a significant improvement from the issuer review periods that were originally proposed in 2019. In our comment letter on that 2019 proposal,² we explained that, as a public company, we certainly understand the frustration that management may have when a proxy advisory firm recommends a vote against it. But we also explained that the issuer review periods were unworkable and had the potential to both compromise the independence of proxy research and diminish the time registered investment advisers need to fulfill their essential fiduciary obligations related to proxy voting. We forcefully opposed that part of the proposal, and we were pleased that the Commission adopted the company feedback and client alert framework instead of the proposed issuer review periods.

That said, we support the Commission's proposal to rescind the Rule 14a-2(b)(9)(ii) conditions. In adopting those conditions in 2020, the Commission stated that they should "increase confidence across participants in the proxy system that clients of proxy voting advice businesses...have timely access to transparent, accurate, and complete information material to their voting decisions."³ As we said in our 2020 comment letter, it is our informed belief, based

¹ *Proxy Voting Advice*, Release No. 34- 93595 (Nov. 17, 2021), available at <https://www.sec.gov/rules/proposed/2021/34-93595.pdf>.

² Letter from William J. Stromberg, January 29, 2020, available at <https://www.sec.gov/comments/s7-22-19/s72219-6721059-206207.pdf>.

³ *Exemptions from the Proxy Rules for Proxy Voting Advice*, Release No. 34-89372 (Jul. 22, 2020), p. 87, available at <https://www.sec.gov/rules/final/2020/34-89372.pdf>.

on years of experience working with proxy advisory firms as both an issuer and an institutional investor, that proxy advisors do not need oversight by issuers in order to provide accurate research reports. We have not seen any empirical evidence of widespread market abuse or failure that warranted the Rule 14a-2(b)(9)(ii) conditions, and accordingly we are not concerned with the idea of removing those conditions. In our view, this was – and remains – a solution in search of a problem.

While we support the Commission's current proposal, we end this letter as we have with many of our proxy-related letters in the past several years, by encouraging the Commission to focus its efforts on reforming the proxy process in areas where it can effect positive changes. We continue to strongly believe that the SEC's highest priority should be to modernize our proxy infrastructure starting with end-to-end vote confirmation, because shareholders deserve to have their proxy votes consistently and transparently counted.

We thank the SEC for its consideration of our perspective. Please do not hesitate to contact us if we can be of further assistance.

Sincerely,

/s/

Donna F. Anderson
Vice President
Head of Corporate Governance

/s/

Bob Grohowski
Managing Legal Counsel
Head of Legislative & Regulatory Affairs