

**MEMORANDUM**

TO: File No. S7-22-19 – Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice

FROM: Katherine Kelly, Counsel to Commissioner Lee

RE: Meeting with CII

DATE: August 12, 2020

---

On June 8, 2020, Frank Buda and Katherine Kelly, counsel to Commissioner Lee, met telephonically with Jeff Mahoney of the Council of Institutional Investors. Among the topics discussed was the SEC's proposal regarding Amendments to Exemptions from the Proxy Rules for Proxy Voting Advice.