

February 3rd, 2020

Honorable Jay Clayton Chairman  
U.S. Securities and Exchange Commission  
100 F Street, N.E. Washington, DC 20549-1090

Re: Procedural Requirements and Resubmission Thresholds under Exchange Rule Act 14a-8

Dear Chairman Clayton:

I am writing in opposition to the SEC's rule change to change the stock ownership threshold votes from \$2000 to higher filing and submission threshold levels. The change would make it extremely difficult for smaller investors to propose shareholder resolutions at corporate meetings to the same extent as in the past ten years and curb the ability of proxy advisors to offer independent advice to shareholders. Furthermore, it is my understanding, the proposed rule does not seem consistent with the binding legal precedent of *Medical Committee For Human Rights v. SEC* which recognized the rights of shareholders to raise social and political issues on corporate proxies under Rule 14a-8.00

Based on published information in the public record the input, and impact of resolutions submitted by smaller investors over the last years alone has been essential to making positive changes to corporate practices in regards to human rights, social, economic and environmental issues. Most important, these resolutions align with shareholder and public interests---and the public good

If the higher thresholds proposed by the SEC are adopted, small investors that bring up these matters of "conscience" and fair practices before corporate boards will be denied the means to correct the practices of large corporations---reversing essentially a democratic practice within corporations that are themselves composed of diverse shareholders that seek to have a voice in corporate policies that affect their everyday lives, health and that of the public and planet.

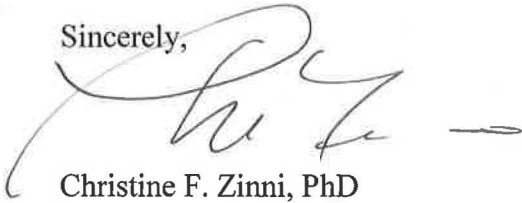
As a lecturer who teaches Native American and Food and Culture classes at the State University of New York at Brockport, I focus on issues related to human diversity, human rights, environmental and social and economic justice issues--and corporate accountability. \* The courses examine the meaning of democracy and look at some of the practices of corporations that affect public health, safety and the environment. In this respect, I have been in communication with a member of the Interfaith Center for Corporate Responsibility (ICCR) through video conferences and was informed of this proposed rule change by the SEC.

Several years ago I was also personally involved in creating a short documentary for the Coalition on Economic Justice (CEJ) in Buffalo, New York that focused on a living wage and workers' rights in regards to corporate practices. Furthermore, my concern about the relationship between corporate practices and the public health, safety and well-being of the populace stems from awareness of the Love Canal debacle in the Buffalo-Niagara Region along with current environmental issues involving corporate dumping in proximity to Native reservations in New York State and across the nation. Members of the ICCR, the Riverside-Salem Church of Christ

and Interfaith Peace Network has successfully raised public awareness of these issues over the years.

Thus as a concerned citizen and educator, I respectfully ask the SEC to maintain its \$2000 threshold to make it possible for small shareholders to raise matters of conscience, participate in corporate decision-making and maintain what is essentially a democratic process that gives people a voice in matters that affects their lives. To not do so, would silence shareholders, thereby diminishing information that make informed decisions possible.

Sincerely,

A handwritten signature in black ink, appearing to read 'Christine F. Zinni', with a horizontal line extending to the right.

Christine F. Zinni, PhD

\* I am writing on my own behalf and not my institution