December 12, 2019

Ms. Vanessa Countryman  
Secretary  
Securities and Exchange Commission  
100 F Street N.E.  
Washington, D.C. 20549

File numbers: S7-23-19; S7-22-19

Dear Ms. Countryman,

The PRI and its undersigned signatories write to urge you to ensure that the SEC preserve the right of shareholders to make their voices heard and the independence of proxy voting advice. If finalized, the SEC’s proposed rules on shareholder proposals and proxy advisers would introduce major impediments to environmental, social and governance (ESG) integration, which has traditionally depended on dedicated investors engaging with management and access to independent and efficient proxy voting advice.

The shareholder proposal process is critical to the advancement of ESG integration in the US and the fulfilment of the second PRI principle, active ownership. Shareholder proposals are a component of fundamental investor rights in the US. They enable investors to engage with the companies they own at annual elections on critical issues. Those issues include but are not limited to: corporate transparency, executive compensation and climate change. The proposed changes to the 14a-8 thresholds significantly raise the ownership requirements and the percentage vote a proposal must receive to be resubmitted, making it more difficult to submit and sustain proposals. That’s especially the case for ESG resolutions, because the reality is that it often takes several years for the investor community to appreciate the importance of an emerging ESG topic and integrate the appropriate response into their voting decisions. Accordingly, if finalized, the SEC’s proposed amendments to Rule 14a-8 would in many cases hinder discussion of emerging ESG issues before investors have the chance to analyze and incorporate the latest thinking into voting behavior.

Moreover, proxy advisory firms play a vital role in providing impartial analyses of and recommendations on corporate issues that are important to investors. Many PRI signatories make use of the information from proxy advisers when assessing how to vote their shares. But requiring proxy advisory firms to allow companies to review and comment on recommendations before investors even see them, as the SEC has proposed, is an unprecedented intrusion of management into this arena, greatly limiting investors’ access to independent advice on matters brought to a vote in
corporate elections. The PRI is deeply concerned that the SEC’s proposed rule will undermine the reliability of this source of advice and cause unwarranted delays in an already compressed process. These hurdles will likely make it harder for investors to carry out their fiduciary responsibilities.

Any rulemakings should address the concerns set out in this letter. We urge you to preserve the existing framework and look forward to working with you to make sure that these important elements of shareholder democracy are maintained.

Thank you for the opportunity to share our views. For further conversation and follow up, please feel free to contact our policy team:

- Will Martindale, Director of Policy and Research: will.martindale@unpri.org
- Colleen Orr, U.S. Policy Analyst: colleen.orr@unpri.org

Yours sincerely,

[Signature]

Fiona Reynolds
Chief Executive Officer
Principles for Responsible Investment

cc. The Honorable Jay Clayton, Chairman
The Honorable Robert J. Jackson, Jr., Commissioner
The Honorable Hester M. Peirce, Commissioner
The Honorable Elad L. Roisman, Commissioner
The Honorable Allison H. Lee, Commissioner

About the PRI

The Principles for Responsible Investment (PRI) is the world’s leading proponent of responsible investment. It works to understand the investment implications of environmental, social and governance (ESG) factors and to support its international network of investor signatories in incorporating these factors into their investment and ownership decisions. The PRI acts in the long-term interests of its signatories, of the financial markets and economies in which they operate and ultimately of the environment and society as a whole. Launched in New York in 2006, the PRI has grown to over 2,700 signatories, managing over $90 trillion AUM and is still growing. The U.S. is the PRI’s largest market, with over 500 signatories investing over $42 trillion AUM.
Signatories

Sacha Sadan
Director of Corporate Governance
Legal & General Investment Management

Wendy Cromwell
Vice Chair, Director, Sustainable Investment
Wellington Management Company

Nathalie Lhayani
Head of Responsible Policy
Joël Prohin
Head of Portfolio Management
Caisse des Dépôts et Consignations (CDC)

AXA Investment Managers

Steve Waygood
Chief Responsible Investment Officer
Aviva Investors

Alice Evans
Co-Head Responsible Investment
Claudia Wearmouth
Co-Head Responsible Investment
BMO Global Asset Management

Will Oulton
Global Head of Responsible Investment
First Sentier Investors

Thomas P. DiNapoli
New York State Comptroller
New York State Common Retirement Fund

René Nicolodi
Head of Equities & Themes
Rochino Contangelo
Head of Research, Global ESG Integrated Equities
Swisscanto Invest by Zürcher Kantonalbank

Mart Keuning
Senior Advisor, Responsible Investment and Governance
MN

Terrence Murphy
Chief Executive Officer
ClearBridge Investments

Jean-Marie Catala
Deputy Managing Director
Groupama Asset Management

Jordi Balcells
Head of SRI and Strategy Department
VidaCaixa

Richard Watt
Managing Director, Global Portfolio Management
Epoch Investment Partners, Inc.

Mansco Perry III
Executive Director and CIO
Minnesota State Board of Investment

Laurent Jacquier-Laforge
Global Head of Sustainable Investing
La Française Asset Management

Tycho Sneyers
Managing Partner
LGT

Ashish Ray
Head of Governance & Sustainability
Jupiter Asset Management Limited

Denise Le Gal
Chair
Brunel Pension Partnership

Arne Lööw
Head of Corporate Governance
AP4

Peter Lundkvist
Senior Strategist and Head of Corporate Governance
Third Swedish National Pension Fund (AP3)
Ulrika Danielson  
Head of Communications, HR & Corporate Governance  
Andra AP-fonden (AP2)

Ossian Ekdahl  
Chief Active Ownership Officer and Chairman of The Council of Ethics  
Första AP-fonden (AP1)

Laurent Galzy  
CEO  
ERAFP - Etablissement de Retraite Additionnelle de la Fonction Publique Pension Scheme

Arnaud Cosserat  
CEO  
Comgest

Councillor Brenda Warrington  
Chair  
Greater Manchester Pension Fund

Victoria Powell  
Regulatory Policy Director  
Ruffer LLP

Valborg Lie  
Stewardship Manager  
LGPS Central

Rodney Barton  
Director  
West Yorkshire Pension Fund

Dr. Jürg Tobler  
CIO  
Pensionskasse Stadt Zürich

Jean-Pierre Costes  
Chairman  
Ircantec

Maurizio Agazzi  
Managing Director  
Fondo Pensione Cometa

Longfellow Investment Management Co., LLC

Peter Wallach  
Director of Pensions  
Merseyside Pension Fund

David Murphy  
Chief Executive and Secretary  
Northern Ireland Local Government Officers’ Superannuation Committee (NILGOSC)

Marco Kastelein  
Chairman of the Investment Committee  
PWRI - Pensioenfonds Werk en (re)Integratie

Doug Heron  
CEO  
Lothian Pension Fund

Pierre Valentin  
CEO  
Ecofi Investissements

Timothy Smith  
Director of ESG Shareowner Engagement  
Boston Trust Walden

Stephen Rowe  
CEO  
Vision Super

Duane Roberts  
Director of Equities  
Dana Investment Advisors

Jordi Jofra  
President  
Pensions Caixa 30 FP

Eric Techel  
Partner and CFO  
Ion Yadigaroglu  
Partner  
Capricorn Investment Group, LLC
Alfonso de Lara
President
Carlos Moreno
Secretary
CCOO, FP

Susan Smith Makos
Vice President of Social Responsibility
Mercy Investment Services, Inc.

Louise Davidson AM
CEO
Australian Council of Superannuation
Investors

Robert J Goellner
Managing Partner
Common Interests

Edward R Doughty
Managing Director
Epic Capital Wealth Management

Joe Holman
CEO
ESG Administration, LLC

Dr. Hazel Henderson
CEO, Editor-in-Chief
Ethical Markets Media

Donald Calcagni
Chief Investment Officer
Mercer Advisors