

COUNCIL OF INSTITUTIONAL INVESTORS

Suite 500 • 888 17th Street, NW • Washington, DC 20006 • (202) 822-0800 • Fax (202) 822-0801 • www.cii.org

Via Hand Delivery

February 3, 2009

Mary L. Schapiro
Chairman
United States Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Dear Madam Chair:

I am writing on behalf of the Council of Institutional Investors (“Council”) to congratulate you on your appointment as Chair of the U.S. Securities and Exchange Commission (“Commission” or “SEC”). The Council is a nonprofit association of more than 140 public, union and corporate pension funds with combined assets that exceed \$3 trillion.¹

We look forward to working with you and supporting your efforts to reinvigorate the financial regulatory system to ensure it becomes more transparent, accountable, and responsive to investors.² As indicated in the attached letter that we recently delivered to key members of the U.S. Congress, we believe that a critical element to reforming the regulatory system is improving corporate governance to ensure that long-term significant investors have the tools they need to more efficiently and effectively oversee corporate boards. We, therefore, are particularly encouraged by, and strongly support, your recent statements indicating your interest in acting on (1) the New York Stock Exchange’s long standing proposal to eliminate uninstructed broker votes from director elections,³ and (2) a “thoughtful approach to proxy access for significant, long-term shareholders.”⁴ We respectfully request that those two issues be given a high priority at the Commission.

¹ Additional information about the Council of Institutional Investors (“Council”) and its members is available at <http://www.cii.org/about>.

² See Press Release, U.S. Securities and Exchange Commission, Mary Schapiro Sworn In as Chairman of SEC 1 (Jan. 27, 2009) [hereinafter *Press Release*], <http://www.sec.gov/news/press/2009/2009-11.htm>.

³ Questions for The Honorable Mary Schapiro, Chairman-Designate, Securities and Exchange Commission, from Chairman Dodd 2 (Jan. 15, 2009) (on file with Council).

⁴ Questions from Senator Levin for Mary Schapiro, Nominee to be Chair of the Securities and Exchange Commission 7 (Jan. 8, 2009) (on file with Council), available at <http://levin.senate.gov/newsroom/supporting/2009/PSI.SchapiroResponses.012209.pdf>.

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We also respectfully request that, as you make the important decisions regarding senior staff positions at the Commission, you give appropriate consideration to qualified individuals that share your commitment to “keeping the needs and concerns of investors front and center” and, thereby, assist you in your efforts to return the SEC to its original and essential mission.⁵ For example, we believe, consistent with Recommendation 2.1 of the SEC’s Advisory Committee on Improvements to Financial Reporting (“Committee”), that a necessary qualification of the next SEC Chief Accountant should be a deep understanding and appreciation for the needs of investors—the “primary consumers of financial reports.”⁶ We fully agree with the Committee’s conclusion that “investor perspectives should be given pre-eminence” in the development of financial accounting and reporting, and with a qualified investor or investor representative leading the Office of the Chief Accountant that goal is much more likely to be achieved.⁷

Once again, congratulations on your appointment. Please feel free to contact me with any questions or comments at jeff@cii.org or at 202.261.7081.

Sincerely,



Jeff Mahoney
General Counsel

Attachment

cc: Commissioner Luis A. Aguilar
Commissioner Kathleen L. Casey
Commissioner Troy A. Paredes
Commissioner Elisse B. Walter

⁵ *Press Release, supra* note 2, at 1.

⁶ Final Report of the Advisory Committee on Improvements to Financial Reporting to the United States Securities and Exchange Commission 57 (Aug. 1, 2008), <http://www.sec.gov/about/offices/oca/acifr/acifr-finalreport.pdf>.

⁷ *Id.*

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December 2, 2008

The Honorable Christopher J. Dodd
Chairman
Committee on Banking, Housing, and Urban Affairs
534 Dirksen Senate Office Building
Washington, DC 20510

Re: Financial Markets Regulatory Reform Legislation

Dear Chairman Dodd:

On behalf of the Council of Institutional Investors and the undersigned member funds, I am writing to urge you to consider a number of key corporate governance improvements for inclusion in any financial markets regulatory reform legislation that may be pursued by the 111th Congress.

The Council is a nonprofit association of public, union and corporate pension funds with combined assets that exceed \$3 trillion. Member funds are major long-term shareowners with a duty to protect the retirement assets of millions of American workers. The Council strives to educate its members and the public about good corporate governance, shareowner rights and related investment issues, and to advocate on our members' behalf.

As significant long-term investors, Council member funds have a deep, abiding interest in ensuring that the capital markets are on a sound footing. The global financial crisis has unmasked weaknesses in US regulation of the capital markets and has badly shaken trust in those markets. Simply put, the current crisis represents a massive failure of oversight. In order to restore trust and ensure that such a crisis never happens again, regulators and investors must be given the tools necessary to guarantee robust oversight and meaningful accountability of corporate managers and directors.

As Congress evaluates potential reforms, certain principles should be paramount: Oversight must include an independent and reliable regulator with a mandate of investor protection; and required disclosures of the issuers of securities must be robust, timely and meaningful. Above all, investor protection and enforcement of the rules must be vigorous.

Vigorous regulation focusing on investor protection cannot alone solve many of the issues that led to the current crisis, however. While crucial, such regulatory oversight is no replacement for shareowner driven market discipline. Only through the combination of effective regulation and strong investor oversight will trust be restored and future crises avoided. Investors need stronger tools to hold managers and boards accountable.

In our view, a number of key corporate governance reforms are essential to providing meaningful investor oversight of management and boards. Such measures would address many of the problems that led to the current crisis, and more importantly, empower shareowners to anticipate and address unforeseen future risks. Governance reforms must thus be part of any broader legislative effort to improve the effectiveness of the regulation of our financial markets.

More specifically, the governance improvements that the Council believes would have the greatest impact and, therefore, should be contained in any financial markets regulatory reform legislation include:

- 1. Majority Voting for Directors:** Directors in uncontested elections should be elected by a majority of the votes cast.
- 2. Shareowner Access to the Proxy:** A long-term investor or group of long-term investors should have access to management proxy materials to nominate directors.
- 3. Broker Voting Restrictions:** Broker non-votes and abstentions should be counted only for purposes of a quorum.
- 4. Independent Board Chair:** The board should be chaired by an independent director.
- 5. Independent Compensation Advisers:** Compensation advisers and their firms should be independent of the client company, its executives and directors, and should report solely to the compensation committee.
- 6. Advisory Shareowner Vote on Executive Pay:** All companies should provide annually for advisory shareowner votes on the compensation of senior executives.
- 7. Stronger Clawback Provisions:** At a minimum, senior executives should be required to return unearned bonus and incentive payments that were awarded due to fraudulent activity or incorrectly stated financial results.
- 8. Severance Pay Limitations:** Executives should not be entitled to severance payments in the event of termination for poor performance.

We look forward to working with you on this critical issue of reforming the regulation of the financial markets. To continue the dialogue, we plan on contacting your office in the near future to arrange for a mutually convenient date and time to meet with you and your staff in person to share views and discuss these matters in more detail. In the meantime, if you have any questions, please feel free to contact me at (202) 261-7081 or jeff@cii.org, or Council analyst Jonathan Urick at (202) 261-7096 or jonathan@cii.org.

Sincerely,



Jeff Mahoney
General Counsel
Council of Institutional Investors



Daniel F. Pedrotty
Director, Office of Investment
AFL-CIO Pension Plan



Richard C. Ferlauto
Director, Corporate Governance and Pension
Investment
AFSCME Employees Pension Plan



Gail H. Stone
Executive Director
Arkansas Public Employees Retirement System



David F. Stupar
Executive Director
Bricklayers & Trowel Trades International
Pension Fund



Eric B. Baggesen
Senior Investment Officer, Global Equity
California Public Employees' Retirement System



John Chiang
California State Controller



Jack Ehnes
Chief Executive Officer
California State Teachers' Retirement System



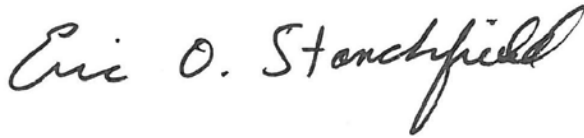
Bill Lockyer
California State Treasurer



Meredith Williams
Executive Director
Colorado Public Employees' Retirement
Association



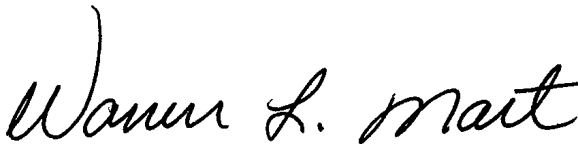
Denise L. Nappier
Connecticut State Treasurer
Connecticut Retirement Plans and Trust Funds



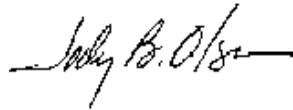
Eric O. Stanchfield
Executive Director
District of Columbia Retirement Board



Ashbel C. Williams
Executive Director and Chief Investment Officer
Florida State Board of Administration



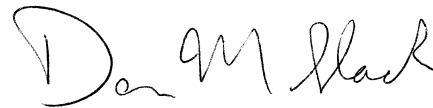
Warren L. Mart
Board Co-Chair, Union Trustee
IAM National Pension Fund



Jody B. Olson
Chairman
Public Employee Retirement System of Idaho



William R. Atwood
Executive Director
Illinois State Board of Investment



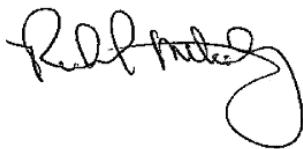
Dan M. Slack
Executive Director
State Universities Retirement System of Illinois



Michael Lostutter
Director
IUE-CWA Pension Fund & 401(k) Plan



Richard A. Bennett
Vice President
Lens Foundation for Corporate Excellence



Richard Metcalf
Director, Department of Corporate Affairs
LIUNA Staff and Affiliates Pension Fund



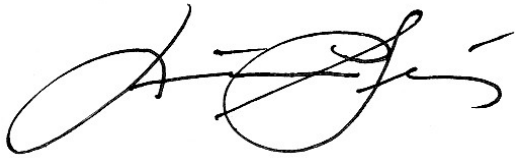
Moctesuma Esparza
Commissioner
Los Angeles City Employees' Retirement System



Gregg Rademacher
Chief Executive Officer
Los Angeles County Employees Retirement
Association



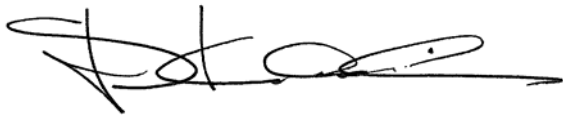
Sangeeta Bhatia
Retirement Plan Manager
Los Angeles Department of Water and Power



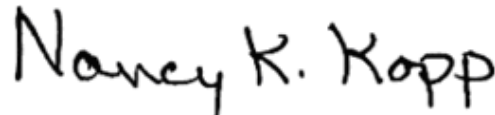
Michael A. Perez
General Manager
Los Angeles Fire and Police Pensions



Peter M. Leslie
Chair, Board of Trustees
Maine Public Employees Retirement System



R. Dean Kenderdine
Executive Director
Maryland State Retirement Agency



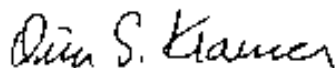
Nancy K. Kopp
Maryland State Treasurer



Michael Travaglini
Executive Director
Massachusetts Pension Reserves Investment
Management Board



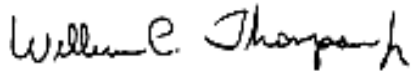
William G. Clark
Director
New Jersey Division of Investment



Orin S. Kramer
Chair
New Jersey State Investment Council



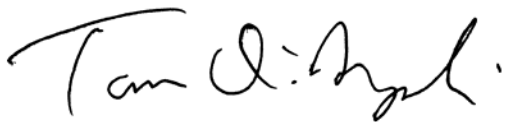
Diane D'Alessandro
Executive Director
New York City Employees' Retirement System



William C. Thompson, Jr.
New York City Comptroller
New York City Pension Funds



Nelson Serrano
Executive Director
Teachers' Retirement System of the City of New York



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



Thomas K. Lee
Executive Director
New York State Teachers' Retirement System



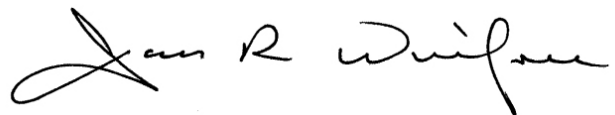
Richard H. Moore
North Carolina State Treasurer
North Carolina Retirement Systems



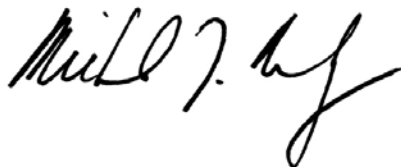
William J. Estabrook
Executive Director
Ohio Police & Fire Pension Fund




Chris DeRose
Chief Executive Officer
Ohio Public Employees Retirement System



James R. Winfree
Executive Director
School Employees Retirement System of Ohio



Michael J. Nehf
Executive Director
State Teachers' Retirement System of Ohio



Jeffrey B. Clay
Executive Director
Pennsylvania Public School Employees' Retirement System



Leonard Knepp
Executive Director
Pennsylvania State Employees' Retirement
System



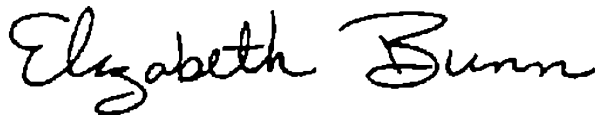
Stephen Abrecht
Executive Director of Benefits
SEIU Master Trust



Kenneth Colombo
Fund Coordinator
Sheet Metal Workers' National Pension Fund



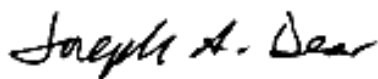
Eric Henry
Executive Director and Chief Investment Officer
Texas Municipal Retirement System




Elizabeth Bunn
Secretary-Treasurer, International Union, UAW
& Plan Administrator, Auto Workers
International Retirement Income Plan



Jeb Spaulding
Vermont State Treasurer
Vermont Pension Investment Committee



Joseph A. Dear
Executive Director
Washington State Investment Board



Gail L. Hanson
Deputy Executive Director
State of Wisconsin Investment Board