

[118H4656]

[DISCUSSION DRAFT]119TH CONGRESS
1ST SESSION**H. R. _____**

To amend the Securities Exchange Act of 1934 to prohibit robovoting with respect to votes related to proxy or consent solicitation materials, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

Mr. NUNN of Iowa introduced the following bill; which was referred to the Committee on _____

A BILL

To amend the Securities Exchange Act of 1934 to prohibit robovoting with respect to votes related to proxy or consent solicitation materials, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE.**

4 This Act may be cited as the “Protecting American’s
5 Savings Act”.

1 **SEC. 2. REQUIREMENTS RELATED TO PROXY VOTING.**

2 (a) IN GENERAL.—Section 14 of the Securities Ex-
3 change Act of 1934 (15 U.S.C. 78n) is amended by adding
4 at the end the following:

5 “(l) PROHIBITION ON ROBOVOTING.—

6 “(1) IN GENERAL.—The Commission shall issue
7 final rules prohibiting the use of robovoting with re-
8 spect to votes related to proxy or consent solicitation
9 materials.

10 “(2) ROBOVOTING DEFINED.—In this sub-
11 section, the term ‘robovoting’ means the practice of
12 automatically voting in a manner consistent with the
13 recommendations of a proxy advisory firm or pre-
14 populating votes on a proxy advisory firm’s elec-
15 tronic voting platform with the proxy advisory firm’s
16 recommendations, in either case, without inde-
17 pendent review and analysis.

18 “(m) PROHIBITION ON OUTSOURCING VOTING DECI-
19 SIONS BY INSTITUTIONAL INVESTORS.—An institutional
20 investor may not outsource voting decisions with respect
21 to votes related to proxy or consent solicitation materials.

22 “(n) NO REQUIREMENT TO VOTE.—No person may
23 be required to cast votes related to proxy or consent solici-
24 tation materials.

25 “(o) PROXY ADVISORY FIRM CALCULATION OF
26 VOTES.—With respect to votes related to proxy or consent

1 solicitation materials with respect to an issuer, a proxy
2 advisor firm shall calculate the vote result consistent with
3 the law of the State in which the issuer is incorporated.”.

4 (b) PROXY ADVISORY FIRM DEFINED.—Section 3(a)
5 of the Securities Exchange Act of 1934 (15 U.S.C. 78c(a))
6 is amended by adding at the end the following:

7 “(82) PROXY ADVISORY FIRM.—The term
8 ‘proxy advisory firm’—

9 “(A) means any person who is primarily
10 engaged in the business of providing proxy vot-
11 ing advice, research, analysis, ratings, or rec-
12 ommendations to clients, which conduct con-
13 stitutes a solicitation within the meaning of sec-
14 tion 14; and

15 “(B) does not include any person that is
16 exempt under law or regulation from the re-
17 quirements otherwise applicable to persons en-
18 gaged in such a solicitation.”.