

AMENDMENT TO RULES COMMITTEE PRINT

118-50

OFFERED BY MR. NUNN OF IOWA

Add at the end the following:

1 **DIVISION E—PROTECTING**
2 **AMERICAN’S SAVINGS**

3 **SEC. 5001. SHORT TITLE.**

4 This division may be cited as the “Protecting Ameri-
5 can’s Savings Act”.

6 **SEC. 5002. REQUIREMENTS RELATED TO PROXY VOTING.**

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

10 “(l) PROHIBITION ON ROBOVOTING.—

11 “(1) IN GENERAL.—The Commission shall issue
12 final rules prohibiting the use of robovoting with re-
13 spect to votes related to proxy or consent solicitation
14 materials.

15 “(2) ROBOVOTING DEFINED.—In this sub-
16 section, the term ‘robovoting’ means the practice of
17 automatically voting in a manner consistent with the
18 recommendations of a proxy advisory firm or pre-
19 populating votes on a proxy advisory firm’s elec-

1 tronic voting platform with the proxy advisory firm’s
2 recommendations, in either case, without inde-
3 pendent review and analysis.

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

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

11 “(o) PROXY ADVISORY FIRM CALCULATION OF
12 VOTES.—With respect to votes related to proxy or consent
13 solicitation materials with respect to an issuer, a proxy
14 advisor firm shall calculate the vote result consistent with
15 the law of the State in which the issuer is incorporated.”.

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

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

21 “(A) means any person who is primarily
22 engaged in the business of providing proxy vot-
23 ing advice, research, analysis, ratings, or rec-
24 ommendations to clients, which conduct con-

1 stitutes a solicitation within the meaning of sec-
2 tion 14; and
3 “(B) does not include any person that is
4 exempt under law or regulation from the re-
5 quirements otherwise applicable to persons en-
6 gaged in such a solicitation.”.

Page 1, line 5, insert after the item related to sec-
tion 4002:

DIVISION E—PROTECTING AMERICAN’S SAVINGS

Sec. 5001. Short title.

Sec. 5002. Requirements related to proxy voting.

