

This Week in Governance News

February 15, 2012 | Client Update | 2-minute read

- Just in time before most proxy statements are issued, the [SEC staff has issued a CDI](#) on how say-on-pay resolutions should be described on proxy cards and voting instruction forms, with specific examples given of resolutions that would be considered compliant. The four examples (To approve the company's executive compensation; Advisory approval of the company's executive compensation; Advisory resolution to approve executive compensation; and Advisory vote to approve named executive officer compensation) all contain the notion of "approval" in casting the vote. The Staff indicated it was concerned that some resolutions, such as "To hold an advisory vote on executive compensation," are not sufficiently clear.
- [Western Union has announced that it will drop its plans to adopt a proxy access bylaw](#), in light of its decision to declassify its board and "its ongoing assessment of whether proxy access should be included in the Company's corporate governance structure."
- [CalPERS, other pension funds and investors submitted a letter to the SEC](#) asking that the Commission focus on certain priorities in the next 12 months. The list includes proxy access, the remaining executive compensation provisions required under the Dodd-Frank Act, International Financial Reporting Standards (IFRS) and corporate disclosure on sustainability issues, such as environmental matters and board diversity.
- As noted on [TheCorporateCounsel.net](#), Apache and John Chevedden have reached a settlement in the Southern District of Texas, permitting Apache to exclude Chevedden's shareholder proposal, which Apache had disputed with respect to Chevedden's proof of ownership. Chevedden's appeal in the Fifth Circuit with respect to a similar prior case (*KBR v. Apache*), is pending.
- [The NY Post reports](#) that a whistleblower has filed a complaint with the SEC alleging that an employee in the Boston office of ISS has been providing proxy solicitors with shareholder voting data in exchange for cash and gifts.

If you have any questions regarding the matters covered in this publication, please reach out to any of the lawyers listed below or your usual Davis Polk contact.

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