

Bank of America Corporation

Ticker : BAC.US

Country of Operation : UNITED STATES

Industry Sector : Diversified Banks

Meeting Date : 4/22/2020

Meeting Type : Annual

Item #	Proposal Text	Proponent	Mgmt Rec	Vote Instruction	Vote Rationale
1	Amend Proxy Access Right	Shareholder	Against	For	Proposed amendments to eliminate shareholder aggregation limit makes the proxy access right to be more feasible for more minority shareholders, meriting support in line with AB policy approach.
2	Provide Right to Act by Written Consent	Shareholder	Against	For	While BAC has a fairly low threshold for shareholders to call a special meeting (10%), we note the restriction on proxy access right with the aggregation limit that makes the right difficult to exercise for minority shareholders with smaller capital. The proponent also has not defined a ownership threshold for the company, which makes sense for us to support, encouraging greater shareholder access right.
3	Report on Gender Pay Gap	Shareholder	Against	Against	While we supported similar proposal last year, to which BAC has published an inaugural Human Capital Management Report in response to discuss its diversity status in 2019, proponent is asking the company to report on global median pay gap, which does not appear to add value given that global numbers will not be able to reflect different market contexts and norms after being normalized into one number. We voted against the same proposal at Cigna corp this year for a similar reason. In addition to the new & existing disclosures in the U.S. and U.K, BAC has committed to meet the 28% target of female representation at the senior management level in the EMEA region, which is seen as a more practical goal towards broadening gender equality than just reporting on a median pay gap number. Support is not warranted.
4	Review of Statement of the Purpose of a Corporation and Report on Recommended Changes to Governance Documents, Policies, and Practices	Shareholder	Against	Against	We voted against the same proposal at Citi Group proposed by Harrington Investment this year. The proposal, triggered by the fact that BAC signed onto BRT statement in 2019 asks the company to review its existing governance documents and ensure that they don't conflict with the BRT statement's view on stakeholder based philosophy of corporate purpose. BAC's existing governance documents are not necessarily conflicting CEO's pledge as it addresses most of its main stakeholders including community, employees and customers. It may make more sense to initiate a dialogue with the management to understand management's thinking behind signing onto BRT Statement and any related plans stemming from that action rather than voting on an ambiguous proposal that doesn't appear to deliver a clear message or add any specific value for shareholders.