Investment Office
P.O. Box 2749
Sacramento, CA 95812-2749
TTY for Speech and Hearing Impaired: (916) 795-3240
Phone: (916) 795-3400

November 18, 2010 Via E-Mail: rule-comments@sec.gov

Elizabeth M. Murphy, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Dear Ms. Murphy and Commissioners:

Re: File Number S7-30-10; Proposed Rule, Reporting of Proxy Votes on Executive Compensation and Other Matters

I am writing on behalf of the California Public Employees' Retirement System (CalPERS), the largest public pension fund in the United States with approximately $217 billion in global assets and equity holdings in over 3,800 U.S. companies. CalPERS provides retirement benefits to more than 1.6 million public workers, retirees, their families, and beneficiaries. As a significant long-term shareowner in the U.S. public equity markets, CalPERS has a vested interest in a proxy system that operates to the highest standards of accountability and transparency.

We appreciate the opportunity to provide comment on the SEC proposed rule requiring certain Institutional Investment Managers (13F Filers) file annual disclosures regarding their votes on executive compensation. Specifically, the votes tied to Section 14A related to the approval of executive compensation, frequency of executive compensation votes, and golden parachutes.

CalPERS applauds the SEC for its efforts and ongoing consideration of updating its rules to promote greater accountability and transparency, especially as the global equity markets and corporate governance practices continue to evolve.

CalPERS comments are as follows:

Institutional Investment Manager Vote Disclosure

CalPERS is a firm supporter surrounding the disclosure of proxy voting records and views this as a market best practice. Therefore, we support the SEC proposed rule to require certain Institutional Investment Managers to disclose executive compensation votes as required by section 951 of the Dodd-Frank Act.

Further, CalPERS on an annual basis (consistent with the filing deadlines of the proposed rule and current N-PX filing requirements) posts a complete record of proxy voting history for the prior year on its website for public viewing. Notably, this best practice of vote disclosure is a principle also shared by the Counsel of Institutional Investors (CII)[1] and the International Corporate Governance Network (ICGN)[2].

Voting Power and Reporting Requirement

In line with CalPERS current voted disclosure practice, we believe the reporting requirement should be based on the Institutional Investment Manager who retains sole voting power. CalPERS views any guidance the SEC can provide on the type of voting power (shared or sole) an Institutional Investment Manager would be required to report under would be useful.

Reporting Timeframe

Section 951 requires votes to be reported at least annually, similar to current N-PX filing requirement schedules. CalPERS supports the SEC proposed reporting timeframe requiring the Institutional Investment Managers report Section 14A votes on an annual basis for the prior year, no later than August 31. This reporting schedule is modeled in the existing CalPERS vote disclosure process and a similar format going forward would help ensure a seamless transition to the new requirement.

Form N-PX Disclosure

The executive compensation votes covered by the proposed rule would require certain amendments to Form N-PX. CalPERS finds the following additional disclosure requirements and fields acceptable:

- Requirement information appear in standardized order
- Number of shares an Institutional Investment Manager had voting power
- Number of shares that were voted
- Description of executive compensation votes
- Split vote disclosure
- Vote "for" or "against" management

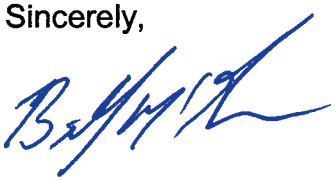
---

[1] Counsel of Institutional Investors: Statement on Best Disclosure Practices for Institutional Investors http://www.cii.org/UserFiles/file/Statement%20on%20Best%20Disclosure%20Practices%20for%20Institutional%20Investors.pdf. pg. 1

[2] ICGN Statement of Principles on Instituational Shareholder Responsibilities: http://www.icgn.org/files/icgn_main/pdfs/best_practice/inst_share_responsibilities/2007_principles_on_institutional_shareholder_responsibilities.pdf . See pg. 13

CalPERS thanks the SEC for its efforts and ongoing consideration of updating its rules regarding proxy voting disclosures on executive compensation. We view the proposed disclosure requirements as another positive step towards making the voting process more transparent and accountable. If you would like to discuss any of these points, please do not hesitate to contact me at (916) 795-2431 or my colleague Todd Mattley at (916) 795-0565.

Sincerely,



BILL MCGREW
Portfolio Manager
Investment Office - Global Equity Corporate Governance

cc: Joseph A. Dear, Chief Investment Officer - CalPERS
Eric Baggesen, Senior Investment Officer - CalPERS
Peter Mixon, General Counsel - CalPERS
Todd Mattley, Investment Officer - CalPERS