

HARVARD LAW SCHOOL
Program on Institutional Investors
Report of Activities, July 1, 2019 – June 30, 2020

The Program on Institutional Investors at Harvard Law School (PII), established in the summer of 2011, seeks to contribute to research, policy-making, discourse, and education with respect to institutional investors and issues of interest to institutional investors. During the university year 2019-2020, the PII's director was Professor Lucian Bebchuk, the associate director was Stephen M. Davis, and the administrative director was Kat Linnehan.

As the report documents, during the 2019-20 university year, the Program made the following contributions to research, education, and discourse in the corporate governance field:

- **Harvard Law School Institutional Investor Forum:** The Program operates The Harvard Law School Institutional Investor Forum (HIIF), which aims at contributing to discourse, policy making and education with respect to institutional investors and issues of interest to them. It has 32 institutional investor members and an advisory council of leading governance offers from the institutional investor community (See Section A);
- **Conferences:** The Program supported and facilitated one major conference on campus and (following the outbreak of COVID-19) two virtual events, the Harvard Roundtable on Corporate Governance in November 2019, the Harvard Virtual Roundtable on Virtual Meetings and Remote Engagement During the COVID-19 Crisis in June 2020, and the Harvard Virtual Roundtable on The 2020 Proxy Season: A Mid-Season Assessment in June 2020. Each of the roundtables attracted between 86 and 96 prominent participants, including investors, issuers, advisors, regulators, judges, and academics (See Section A).
- **Research:** The Program supported and fostered cutting-edge research on corporate governance, including 17 studies by faculty members and senior fellows associated with the Program (see Section B); and
- **Online forum:** Along with the Program on Corporate Governance, the Program operated *The Harvard Law School Forum on Corporate Governance*, an online publication which featured 963 posts in 2019-20, bringing the total number of posts to over 8,340 since inception. The Forum has more than 13,000 Twitter followers, more than 9,700 LinkedIn followers, and more than 7,000 subscribers to its daily newsletter (see Section C).

In the upcoming university year, the Program plans to continue activities similar in nature and scale to those summarized above and described in more detail in the body of the Report.

Additional information regarding the Program is available on the Program's website: <http://pii.law.harvard.edu/>.

A. Harvard Institutional Investor Forum

The Harvard Law School Institutional Investor Forum (HIIF), operated by the Harvard Law School Program on Institutional Investors and the Harvard Law School Program on Corporate Governance, aims at contributing to discourse, policy making and education with respect to institutional investors and issues of interest to them. The Forum is supported by its 32 institutional investor members, which include public pension funds, mutual funds and other investing institutions in the US and other jurisdictions. An advisory council consisting of leading governance officers from the institutional investor community provides the Forum with input on events and topics that could add value to the community of investors.

1. Members

During 2019-20, the HIIF's member institutions were as follows:

AllianceBernstein

Allianz GI

BlackRock

BNP Paribas

BNY Mellon

Caisse de dépôt et placement du Québec

California Public Employees' Retirement System

California State Teachers' Retirement System

Capital Group

Charles Schwab Investment Management

Colorado Public Employees' Retirement Association

Dimensional Fund Advisors

DWS Group

Fidelity Investments

Franklin Templeton

Goldman Sachs Asset Management

JANA Partners

JPMorgan Asset Management

Legal & General Investment Management America

MFS Investment Management

Neuberger Berman

NN Investment Partners

Norges Bank Investment Management

Northern Trust Asset Management

Nuveen

Ontario Teachers' Pension Plan

PGGM Investments

State Board of Administration of Florida

State Street Global Advisors

USS Investment Management

Vanguard Group

Wellington Management

2. Advisory Council

During 2019-20, the HIF's advisory council was as follows:

Lindsey Apple	<i>MFS Investment Management</i>
Jonathan Bailey	<i>Neuberger Berman</i>
Glenn Booraem	<i>Vanguard Group</i>
Jeroen Bos	<i>NN Investment Partners</i>
Ray Cameron	<i>BlackRock</i>
Christian Correa	<i>Franklin Templeton</i>
Matthew DiGuiseppe	<i>State Street Global Advisors</i>
Michelle Dunstan	<i>AllianceBernstein</i>
Tom Elliott	<i>Capital Group</i>
Jessy Hayem	<i>Caisse de Dépôt et Placement du Québec</i>
John Hoepfner	<i>Legal & General Investment Management America</i>
Nicolas Huber	<i>DWS Group</i>
Jonas Jølle	<i>Norges Bank Investment Management</i>
Adam Kanzer	<i>BNP Paribas Asset Management</i>
Nishesh Kumar	<i>J.P. Morgan Asset Management</i>
Christina Maguire	<i>BNY Mellon</i>
Aeisha Mastagni	<i>California State Teachers' Retirement System</i>
Michael McCauley	<i>State Board of Administration of Florida</i>
Robbie Miles	<i>Allianz Global Investors</i>
Charles Penner	<i>JANA Partners</i>
Peter Reali	<i>Nuveen</i>
Luz Rodriguez	<i>Colorado Public Employees' Retirement Association</i>
Britt Sahi	<i>Charles Schwab Investment Management</i>
Joel Schneider	<i>Dimensional Fund Advisors</i>
Paul Schneider	<i>Ontario Teachers' Pension Plan</i>
Michael Shavel	<i>Wellington Management</i>
Anne Simpson	<i>California Public Employees' Retirement System</i>
Margriet Stavast-Groothuis	<i>PGGM Investments</i>
Daniel Summerfield	<i>USS Investment Management</i>
Jacob C. Weaver	<i>Northern Trust Asset Management</i>
Catherine Winner	<i>Goldman Sachs Asset Management</i>

3. Conferences

The HIIF holds events that bring together leading members of the institutional investor community and influential corporate executives, advisors, academics, and public officials. During 2019-20, the HIIF co-sponsored one Harvard Roundtable on Corporate Governance, one Virtual Harvard Roundtable on Virtual Meetings and Remote Engagement During the COVID-19 Crisis, and one Virtual Harvard Roundtable on the 2020 Proxy Season: A Mid-Season Assessment. Each event brought together, for a roundtable discussion, prominent experts with a wide range of perspectives on corporate governance issues, including those of investors, issuers, advisors, academics, and public officials.

(a) Harvard Roundtable on Corporate Governance, November 2019

Together with the Program on Corporate Governance, the HIIF co-sponsored the Harvard Roundtable on Corporate Governance, which took place on Wednesday, November 6, 2019 at Harvard Law School.

(b) Harvard Virtual Roundtable on Virtual Meetings and Remote Engagement During the COVID-19 Crisis, June 2020

Together with the Program on Corporate Governance, the HIIF co-sponsored the Harvard Virtual Roundtable Virtual Meetings and Remote Engagement During the COVID-19 Crisis, which took place on Thursday, June 4, 2020 via Zoom.

(c) Harvard Virtual Roundtable on The 2020 Proxy Season: A Mid-Season Assessment, June 2020

Together with the Program on Corporate Governance, the HIIF co-sponsored the Harvard Virtual Roundtable on the 2020 Proxy Season: A Mid-Season Assessment, which took place on Wednesday, June 17, 2020 via Zoom.

B. Books, Journal Articles, and Working Papers

Books, journal articles, and working papers on corporate governance by faculty members and fellows affiliated with the Program that were published, released, or accepted for publication during 2019-20 included:

Lucian A. Bebchuk and Roberto Tallarita, “The Illusory Promise of Stakeholder Governance,” 105 *Cornell Law Review* (forthcoming, 2020).

Lucian A. Bebchuk, Alon Brav, Wei Jiang, and Thomas Keusch, “Dancing with Activists,” 137 *Journal of Financial Economics* 1 (2020).

Lucian A. Bebchuk, Robert J. Jackson, Jr., James David Nelson, and Roberto Tallarita, “The Untenable Case for Keeping Investors in the Dark,” 10 *Harvard Business Law Review* 1 (2020).

Lucian A. Bebchuk and Scott Hirst, “Index Funds and the Future of Corporate Governance: Theory, Evidence, and Policy,” 119 *Columbia Law Review* 2029 (2019).

Lucian A. Bebchuk and Scott Hirst, “The Specter of the Giant Three,” 99 *Boston University Law Review* 721 (2019).

Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff, *The Oxford Handbook of Fiduciary Law* (Oxford University Press) (2019).

Stephen Davis, “The Rise of Investor Stewardship,” in Richard Leblanc, editor, *The Handbook of Board Governance: A Comprehensive Guide for Public, Private, and Not-For-Profit Board Members* (Second Edition) (John Wiley & Sons, Inc.) (2020).

Einer Elhauge, “The Causal Mechanisms of Horizontal Shareholding,” 82 *Ohio State Law Journal* (forthcoming, 2021).

Howell E. Jackson, *A System of Fiduciary Protections for Mutual Funds*, in *Fiduciary Obligations in Business* (Arthur Laby and Jacob H. Russell, eds.) (Cambridge University Press) (Forthcoming, 2020).

John Morley and Robert H. Sitkoff, “Comment Letter of Professors John D. Morley and Robert H. Sitkoff on the Office of the Comptroller of the Currency’s Advance Notice of Proposed Rulemaking on the Definition of ‘Fiduciary Capacity’ Regarding ‘Directed Trusts’” (2019).

John Morley and Robert H. Sitkoff, “Making Directed Trusts Work: The Uniform Directed Trust Act,” 44 *ACTEC Law Journal* 3 (2019).

John Morley and Robert H. Sitkoff, “Trust Law: Private Ordering and the Branching of American Trust Law,” in *The Oxford Handbook of the New Private Law* (Andrew Gold, John C.P. Goldberg, Daniel B. Kelly, Emily L. Sherwin, and Henry E. Smith, eds.) (Oxford University Press) (Forthcoming, 2020).

Max M. Schanzenbach and Robert H. Sitkoff, “Comment Letter of Professors Max M. Schanzenbach and Robert H. Sitkoff on the Securities Exchange Commission’s Request for Comment on the Names Rule for Mutual Funds in Light of ESG Investing and Other Market Developments” (2020).

Max Schanzenbach and Robert H. Sitkoff, “Reconciling Fiduciary Duty and Social Conscience: The Law and Economics of ESG Investing by a Trustee,” 72 *Stanford Law Review* 381 (2020).

Robert H. Sitkoff, “Fiduciary Principles in Trust Law,” in *The Oxford Handbook of Fiduciary Law* (Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff, eds.) (Oxford University Press) (2019).

Robert H. Sitkoff, “Other Fiduciary Duties: Implementing Loyalty and Care,” in *The Oxford Handbook of Fiduciary Law* (Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff, eds.) (Oxford University Press) (2019).

Leo E. Strine, Jr., “Fiduciary Blind Spot the Failure of Institutional Investors to Prevent the Illegitimate Use of Working Americans’ Savings for Corporate Political Spending,” Harvard John M. Olin Discussion Paper No. 1022 (2019).

C. Online Forum

The Harvard Law School Forum on Corporate Governance

Together with the Program on Corporate Governance, the Program co-sponsors the widely-followed blog website entitled *The Harvard Law School Forum on Corporate Governance*. The Forum can be accessed at <http://corpgov.law.harvard.edu/>.

From its inception to June 30, 2020, the Forum has featured a total of 8,340 posts. Currently, it features an average of 80 posts per month, and has more than 9,700 followers on LinkedIn, more than 13,000 Twitter followers, and more than 7,000 subscribers to its daily newsletter.

The Forum features articles about corporate governance research and practice both by individuals associated with the Program – faculty, fellows, and members of the Program’s advisory board – as well as by guest contributors, including prominent academics, public officials, executives, legal and financial advisers, institutional investors, and other market participants. With Forum posts having been cited in over 800 academic articles and regulatory documents, the Forum has established itself as the go-to outlet for readers interested in corporate governance and financial regulation.

Further information about the Forum is available in the annual report of the Program on Corporate Governance.