

July 22, 2016

Mr. Robert deV. Frierson, Secretary
Board of Governors of the Federal Reserve
System
20th Street and Constitution Avenue NW
Washington, DC 20551

Mr. Robert E. Feldman, Executive Secretary
Federal Deposit Insurance Corporation
550 17th Street NW
Washington, DC 20429

Mr. Alfred M. Pollard, General Counsel,
Federal Housing Finance Agency
400 7th Street SW
Washington, DC 20219

Mr. Gerard S. Poliquin, Secretary of the
Board
National Credit Union Administration
1775 Duke Street
Alexandria, Virginia 22314

Legislative and Regulatory Activities
Division
Office of the Comptroller of the Currency
400 7th Street SW, Suite 3E-218
Washington, DC 20219

Mr. Brent J. Fields, Secretary
Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Re: Proposed implementation of Wall Street incentive compensation rules as provided under Dodd-Frank Sec. 956

Dear Secretary Frierson, Executive Secretary Robert Feldman, General Counsel Pollard, Secretary Poliquin, and Secretary Fields,

We appreciate the opportunity to comment on the proposed rule regarding incentive compensation in the financial industry. This proposal is a significant improvement over the 2011 version. We strongly support measures to extend compensation deferral requirements beyond top executives to all employees who could put large financial firms at risk, as well as the improved requirements for internal governance of bonus pay and the limitations on inappropriate pay practices such as volume-based compensation.

However, we remain deeply concerned that loopholes in the regulation will allow a reckless Wall Street bonus culture to continue, putting taxpayers and the broader economy at risk. The specific issues that most concern us are as follows:

1. Requirements regarding the deferral of bonuses are too weak

The proposal requires 60 percent of bonus pay to be deferred for only four years for the most senior executives at the largest banks, with even lower levels of deferral for other employees whose activities could put the financial institution at risk and executives at midsize banks. The proposal also allows pay to vest in equal (pro rata) shares each year. Thus, even the very highest-ranking executives could receive 70 percent of their pay within two years and 85% within three years. To curb short-term, reckless behavior, deferral periods must be significantly longer, ideally more than five years, to cover the typical length of a credit cycle, with cliff vesting.

2. The proposal gives management too much discretion over clawbacks and other adjustments to pay for misconduct

The Dodd-Frank law requires regulators to ban forms of incentive compensation that induce inappropriate risk-taking. Yet even in a circumstance where such risk-taking or misconduct is clearly found, this proposed rule requires only that companies “consider” reducing bonus pay. Firms are required to have “clawback” policies for pay already awarded, but again, implementation is left to management discretion. Such policies should be mandatory and firms should be required to publicly disclose the individuals subject to the clawback and the amounts involved. The triggers for clawbacks should also be stronger and cover systematic failures of supervision within the individual’s sphere of managerial responsibility, not simply actions of the single individual in question. We also ask that the proposal require that boards of directors identify a class of senior executives whose pay will be subject to being clawed back to satisfy regulatory penalties imposed on the firm.

3. Restrictions on stock options should be strengthened.

We appreciate the effort to discourage use of stock options, which can be especially problematic in encouraging short-term, reckless behavior. However, it would be more effective to either ban stock options entirely or limit them to no more than 15 percent of total compensation. The current proposal to limit options as a percentage of deferred incentive compensation could serve as an incentive to provide excessive amounts of other forms of compensation.

4. Hedging of incentive compensation should be banned for individuals as well as the firm.

Bonus deferral will not be effective in reducing inappropriate risk-taking if employees can use hedging strategies to reduce their risk to poor company performance. Because the current proposal does not limit hedging of bonus pay by individual employees, only by the bank itself, it will not be effective at preventing compensation hedging. The Bank of England already requires the banks it supervises to maintain policies that prohibit individual hedging, and several major U.S. banks have voluntarily instituted such anti-hedging policies. This rule should do so as well.

Unless these issues are addressed, the Wall Street bonus culture will continue to create incentives for inappropriate short-term risk-taking that could create disastrous long term consequences for society.

Sincerely,

American Family Voices
Americans for Financial Reform
As You Sow
Caney Fork Headwaters Association
Center for Popular Democracy Action
Central Ohio Fair Housing Association in Columbus, Ohio.
Consumer Action

Cornucopia Network/NJ/TN Chapter
Cumberland Countians for Ecojustice
Delaware Alliance for Community Advancement
Florida Alliance for Consumer Protection
Impact Investors
Institute for Policy Studies, Global Economy Project
Maryknoll Fathers and Brothers
Maryland Consumer Rights Coalition
Miami Valley Fair Housing Center in Dayton, Ohio.
Natural Investments
Network for Environmental & Economic Responsibility of United Church of Christ
NETWORK Lobby for Catholic Social Justice
Philadelphia Unemployment Project
Public Citizen
SharePower Responsible Investing, Inc.
Sisters of Charity of Saint Elizabeth
Sisters of St. Francis of Philadelphia
The Franciscan Action Network
U.S. PIRG
United Action for Idaho
United Vision for Idaho
Working Families
WV Citizen Action Group
New York Communities for Change
Woodstock Institute
Connecticut Fair Housing Center