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Shareholder Proposals

The New Playbook for CHROs and Total Rewards Executives

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Strategic Advisory

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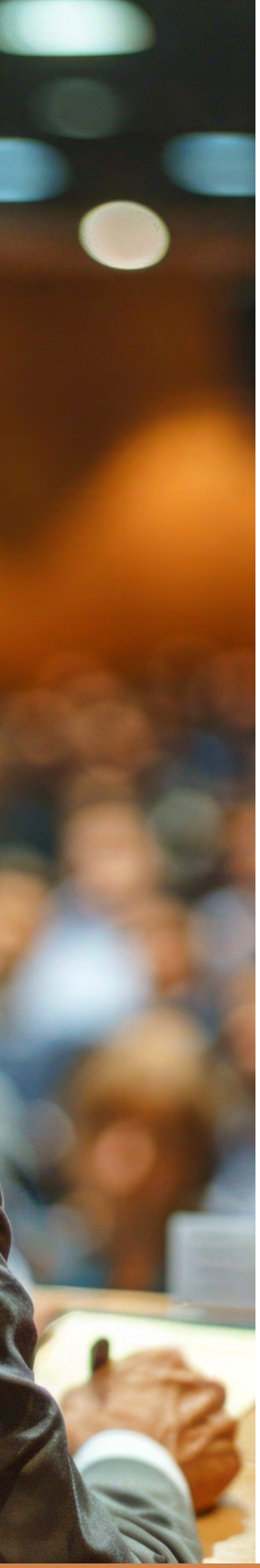


Table of Contents

Introduction and Key Learnings 4

A Timeline of Shareholder Proposals: From Governance to Workforce Strategy 5

1. **Assessing and Understanding Shareholder Proposals** 7
   - Key Steps in Assessment 7
   - Framework for Evaluating Shareholder Proposals 9
2. **Engagement and Response Strategy** 10
   - Initial Contact, Negotiation, and Withdrawal 10
   - Consider Exclusion, Without a Referee 12
     - The 2026 Litigation Record 12
     - Evaluation Factors 13
     - Rise, Fall, and Exit 14
     - Process 15
     - Risk Assessment: Is Exclusion Worth It? 16
3. **Drafting a Statement of Opposition** 17
   - Key Elements 17
   - Board Engagement 17
   - Top 5 Engagement Do's & Don'ts 18
4. **Managing Outcomes and Long-Term Strategy** 19
   - Engage with Shareholders Before and After the Vote 19
   - Long-Term Engagement Strategy 20
   - Metrics to Watch 20
5. **What We Don't Know Yet** 21
   - Planning While It's Unsettled 22
   - Bottom Line 22



Introduction

Shareholder proposals have become an increasingly influential tool for investors shaping corporate strategy. A growing number of proposals deal with human capital issues including executive compensation, and ESG issues. For CHROs and Total Rewards executives, proposals often address pay equity, DEI (for and against), workforce benefits, labor management, and severance issues.

This playbook provides a step-by-step framework to assess, respond to, and manage shareholder proposals. It also offers guidance on aligning their approach with business goals, employee interests, and stakeholder expectations.

Success depends on proactive, cross-functional collaboration between HR, Legal, Investor Relations (IR), and the Board of Directors. A designated point person within the company should oversee the process (governance, legal areas, etc.) and coordinate the company's response.

Recent regulatory shifts have made that coordination even more critical. As of August 2026, the SEC no longer reviews company decisions to exclude shareholder proposals, so a judgment that was once validated by SEC staff now rests entirely with the company. Since September 2026, the SEC has proposed handing over its authority regarding shareholder proposals entirely to the states.

By understanding proponents' motivations, engaging constructively, and carefully weighing the risks of exclusion, CHROs and legal leaders can build trust, strengthen governance, and protect their organizations' reputations.

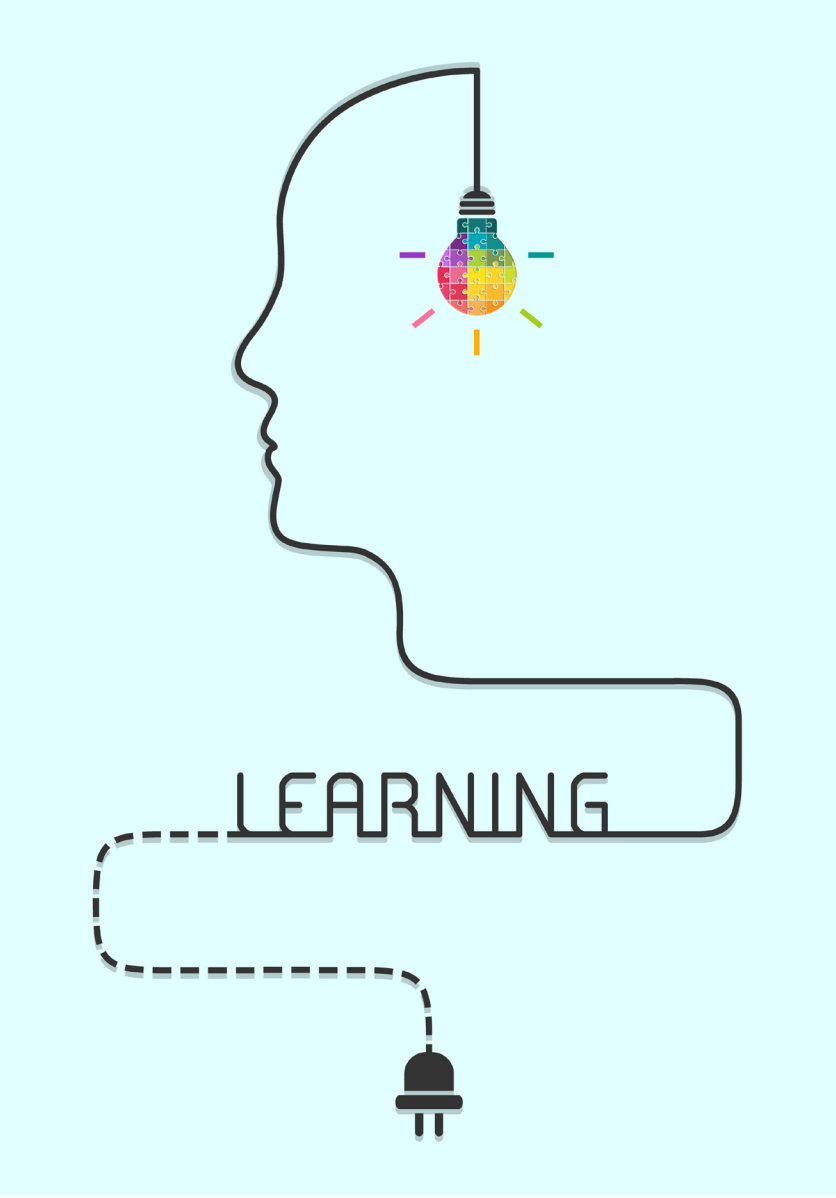
Bottom line: This playbook equips leaders with the strategies to navigate shareholder proposals and the concrete examples that help you think through how to minimize risks and maximize long-term value.

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Key Learnings

Shareholder Volume and Themes

- Companies typically receive four to 12 proposals annually, with 70–90% related to ESG.
- Overall volume has declined, but politically motivated "anti-ESG" (e.g., anti-DEI) proposals have increased. These are often generic and filed across industries, unlike the more tailored proposals of five to seven years ago.
- Executive compensation proposals have decreased as pay programs have become more standardized and aligned with investor/ISS/ Glass Lewis expectations.
- A surprising finding: industry-specific issues often surface under broad ESG themes (e.g., health care affordability, animal treatment, or climate impacts).



A Timeline of Shareholder Proposals: From Governance to Workforce Strategy

1942–1960s

The Foundation: Corporate Governance

- **1942:** The SEC adopts Rule 14a-8, establishing a federal process for eligible shareholders to submit proposals for inclusion in company proxy materials.
- Early proposals focus on corporate governance, shareholder rights, and accountability.
- Workforce and HR issues play a limited role.

1970s–1990s

The Rise of Social Activism

- Faith-based and socially responsible investors increasingly use shareholder proposals to challenge corporate practices.
- Proposals address apartheid, tobacco investments, defense contracts, and nondiscrimination.
- Social and ethical concerns gain a foothold in the proxy process, though filing volumes remain relatively low.

2000s–2010s

The Expansion of ESG

- Investor coalitions, including As You Sow and Ceres, expand proposals addressing environmental, social, and governance (ESG) issues.
- Key topics include pay equity, climate impact, board diversity, and workforce representation.
- Proxy advisors, including ISS and Glass Lewis, gain influence over shareholder voting.
- Boards increasingly treat proposals as substantive governance and business concerns.

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Proponent Intent

- The "ask" is not always clear; proposals can be vague or even misleading. Companies we interviewed stressed the importance of distinguishing genuine concerns such as long-term sustainability, affordability, and labor rights from political crusades or "fishing expeditions." In the latter case, even extensive engagement may not make much of a difference to the outcome.

The Regulatory Ground Has Shifted

- The SEC has withdrawn from the shareholder proposal process. In November 2025, the Division of Corporation Finance suspended its review of company requests to exclude proposals. In August 2026, it made that decision permanent, ending Rule 14a-8 no-action responses. In September 2026, the SEC went further and proposed rescinding Rule 14a-8 altogether.
- Much of the conventional wisdom about exclusion has shifted, and questions remain unresolved. See sections "Consider Exclusion" and "What We Don't Know Yet."

A Timeline of Shareholder Proposals: From Governance to Workforce Strategy

2020–2024

Growing Political and Workforce Scrutiny

- ESG proposals face growing opposition as competing shareholder groups challenge corporate policies.
- Proposals target DEI programs, reproductive health benefits, workforce equity, and corporate political activity.
- Some proponents use governance, risk oversight, and lobbying disclosures to raise broader policy concerns.
- Pharmaceutical companies and other high-profile sectors face heightened scrutiny.

2025–2026

The SEC Steps Back

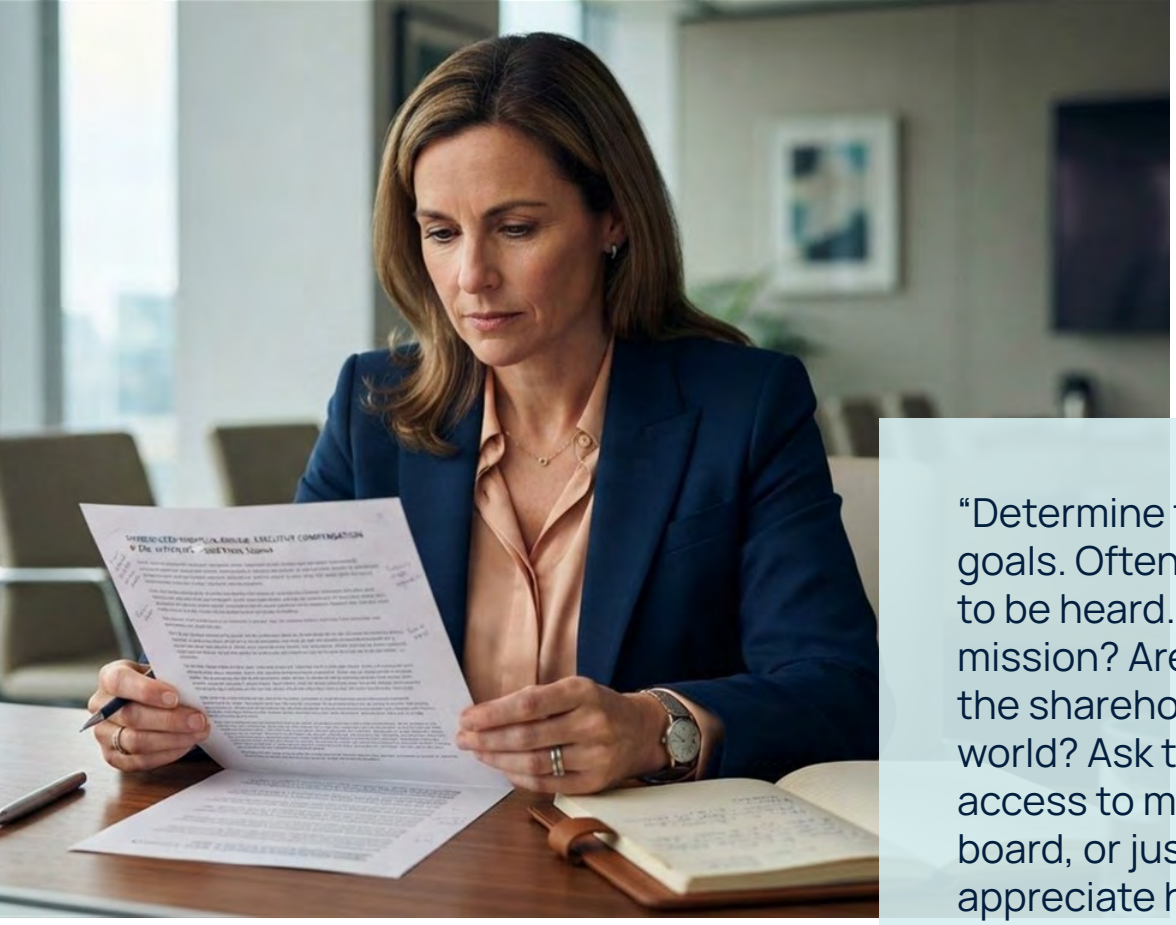
- **November 2025:** SEC staff suspends most substantive reviews of Rule 14a-8 no-action requests for the 2026 proxy season.
- **August 2026:** SEC staff ends its practice of providing substantive responses to Rule 14a-8 exclusion requests.
- **September 2026:** The SEC proposes rescinding Rule 14a-8 entirely, potentially shifting greater authority over shareholder proposals to state corporate law.
- Companies now assess exclusion decisions without the SEC's traditional no-action review, increasing legal uncertainty and litigation risk.

Today

HR Becomes a Strategic Governance Partner

- Shareholder proposals increasingly address workforce issues, including compensation, inclusion, employee benefits, and trust.
- CHROs and Total Rewards leaders play a greater role in evaluating proposals, assessing workforce implications, and shaping company responses.
- HR, Legal, Investor Relations, and boards coordinate to manage shareholder expectations, governance priorities, and reputational risks.

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> "Determine the proponent's goals. Often, they just want to be heard. What is their mission? Are they active in the shareholder proponent world? Ask them: do you want access to management, the board, or just information? They appreciate hearing the rationale and may withdraw their proposal with greater understanding."

Assessing and Understanding Shareholder Proposals

The first step in responding to a shareholder proposal is assessing its content, the proponent's motivation, and its potential impact on the business and workforce.

This stage involves gathering data, consulting peers, and carefully distinguishing between constructive operational concerns and proposals driven by political or reputational agendas.

KEY STEPS IN ASSESSMENT

1 Review Proposal Volume and Categories

Track how many proposals your company receives annually and classify them by type. Proposal mix often fluctuates. Companies we interviewed reported the following general split among their proposals:

- **30–40% social** (e.g., DEI, pay equity, human rights)
- **25–30% governance** (e.g., board structure, shareholder rights)
- **~30% environmental**
- **Occasional compensation-focused proposals**

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2 Assess Intent and Motivation

Engage directly with proponents to uncover their true objectives. Initial "listening calls" can reveal whether a filer is open to constructive dialogue, fact-driven, focused on specific concerns, or pursuing a broader agenda. These insights should inform the company's engagement strategy.

Key considerations include:

1. **Proponent history:** Review prior filings, withdrawal rates, and engagement with peers. Patterns may reveal whether a filer typically uses proposals as a pressure tactic or generally collaborates toward a solution.

2. **Core message:** Some proposals mask narrow, industry-specific concerns (e.g., pharmaceutical access or product affordability) under popular themes like DEI to get broader investor support. Companies told us they often had to look beyond the initial proposal to understand the proponent's underlying objectives.

3. **Filing strategy:** Many proponents begin with KPIs or scorecards and escalate to formal proposals only after dialogue fails. Proponents often point to industry leaders as examples for other companies to follow. For instance, scorecards that rank a company's pay transparency and pay equity efforts can help encourage less transparent companies to improve their practices. Early engagement can help prevent the issue from escalating to a costly proxy fight.

4. **Template vs. tailor-made proposals:** Some proponents use boilerplate filings replicated across companies, signaling a broader agenda. Others tailor their requests to influence the company's strategy or industry standards.

Given that the filing process is resource-intensive for both sides, understanding how and why a proposal was filed can help sharpen the company's response. For instance, is this a tactical escalation after dialogue stalled? A first attempt by an activist group? Or part of a broader campaign across companies?

Assessing intent early can save time and resources in the long run. One company noted that proposals often ask the company to take actions that are already underway—simply because the proponent is unaware of existing initiatives.

3 Distinguish Genuine vs. Agenda-Driven Proposals

- **Genuine proposals** seek dialogue and improvement (e.g., using scorecards to highlight leaders and laggards).
- **Agenda-driven proposals** may be politically motivated (e.g., anti-DEI filings) or designed to generate media sound bites.

"Proposal text can sometimes misrepresent the filer's true intentions. More commonly, the agendas become clear during direct dialogue."

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Framework for Evaluating Shareholder Proposals

FACTOR	QUESTIONS TO ASK	SOURCES FOR INSIGHTS
Proponent Background	• What is the filing history and withdrawal rate? • Does the proponent belong to coalitions (e.g., Interfaith Center, As You Sow)? • How do they communicate externally (e.g., social media, press)?	• Proxy advisor databases • Peer company intel • Public filings & social media scans
Underlying Intent	• Is the proposal tailored to the company or boilerplate? Are they seeking dialogue, access, or visibility? • Does this represent escalation after prior engagement?	• "Listening calls" with proponents • Past interactions • Review of mission statements
Business Impact	• Could this create reputational risk? • How might employees/ERGs react? • Could it affect customers or external stakeholders?	• Internal SMEs (Legal, HR, Communications) • Employee surveys • Stakeholder feedback
Peer Benchmarks	• How have peers responded (withdrawal, exclusion, negotiation)? • Is this an emerging industry trend? • Any evolving SEC/proxy advisor perspectives?	• Industry roundtables • Benchmarking reports • Corporate secretary network • Center on Executive Compensation

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> "Lack of engagement makes it harder to win overall investor support. We want to assure our institutional investors: we talked to the proponent, we heard them out, here is why we feel differently, and we need your support."

Engagement and Response Strategy

Once the assessment is complete, the next step is to build a response strategy centered on **engagement**. Large investors expect companies to engage directly with proponents. Doing so increases the chances of withdrawal and compromise, but it also helps to foster credibility and trust over time.

1 Initial Contact, Negotiation, and Withdrawal

Initial Contact Principles

Begin with empathy and openness. Be proactive—don't wait for the proponent to push—avoid sounding defensive or dismissive. Meeting with every proponent and listening carefully helps uncover true concerns (e.g., feedback from local leaders on labor issues).

Build Trust

Transparency is the currency. Share your rationale and data when possible. Proponents may agree to withdraw proposals in exchange for good-faith commitments, such as three-to-five-year plans toward improvement.

Negotiation Tactics

Offer practical alternatives or phased commitments where possible. Incremental steps can count as progress, such as clarifying existing disclosures or issuing human rights statements, and may help address proponents' concerns.

However, if proponents' demands are unrealistic (e.g., providing raw supply chain data on ESG or human capital concerns), explain the operational challenges and suggest more practical alternatives. Stand firm when the company's position aligns with its strategy, as making too many concessions can weaken long-term credibility.

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Here are some of the success stories we heard:

- One company received a proposal requesting a report on how its DEI initiatives impact hiring, retention, and promotion metrics. The company was denied a "no-action request"; however, the SEC staff still reviewed and continued to engage with the proponent. Ultimately, the company agreed to enhance its reporting and make a public statement about its commitments, and the proponent withdrew the proposal.
- In another example, a health and safety proposal was withdrawn after the company disclosed its plan to reduce human rights violations in its supply chain by a certain date.

Aim for Withdrawal

Highlight areas of agreement and clearly explain the company's rationale. If discussions stall, the company can raise the possibility of excluding the proposal under Rule 14a-8. However, this approach carries less weight now that the SEC no longer weighs in on exclusion decisions, leaving litigation as the primary way to resolve disputes.

⚠ What to Watch For

- Avoid "moving the goalpost." Once a concession is made, some proponents may push for more. Secure agreements in writing so you can "trust but verify."
- Assume anything you communicate could become public.
- SEC rules prohibit selective disclosure; don't share nonpublic information with a single investor.

"Learn everything you can about the proponent and try to develop rapport over time—even if it's about whether they're Yankees or Mets fans."



2 Consider Exclusion, Without a Referee

If engagement fails, a company may still exclude a shareholder proposal from its proxy materials under Rule 14a-8, but it does so entirely on its own judgment and at its own risk. Exclusion can still be pursued in parallel with dialogue, and investor voting outcomes remain more favorable when companies can show meaningful engagement.

- **What changed.** The Division announced it will no longer respond to any Rule 14a-8 no-action request, including the narrow state-law category it had still been reviewing. SEC Chairman Paul Atkins has said the staff's role between companies and proponents "is unnecessary." As a result, companies can no longer seek SEC no-action relief to exclude shareholder proposals.
- **What did not change.** For now, Rule 14a-8 itself remains in force, including the grounds for excluding proposals. Companies must still notify the SEC and proponents of their reasons for exclusion under Rule 14a-8(j). However, that filing is now a notice rather than a request. Prior staff guidance (including SLB 14M) and decades of no-action letters remain the best available interpretive reference. What is gone is the referee, not the rule book.
- **What it means in practice.** Exclusion decisions now rest with companies, increasing their exposure to litigation, reputational risks, and investor scrutiny.

The 2026 Litigation Record

So far this proxy season, 6 proponents sued 6 companies over exclusions

Of the six suits, three settled quickly: two companies agreed to include the proposals, while a third agreed to make the requested disclosure. Of the three cases that proceeded, all involving ordinary-business exclusions, one proponent won a preliminary injunction requiring the company to include the proposal. The other two failed to obtain relief. Small differences in proposal language led to different outcomes. Roughly 135 companies excluded about 165 proposals that season. Few exclusions led to lawsuits, but all six plaintiffs were well-resourced institutions.

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Evaluation Factors

Rule 14a-8's grounds for exclusion remain in effect, and past SEC guidance continues to explain how they have been interpreted. Companies should assess the strength of their case under the most used grounds:

- **Ordinary business and micromanagement:** Applies when a proposal addresses ordinary business operations or seeks to micromanage the company. This was the most frequently cited ground in 2026 and the basis of every proponent lawsuit that reached a judge, making it the least predictable.
- **Procedural flaws:** Include failure to meet share ownership requirements, submission of too many proposals, missed deadlines, or other filing errors. These were the most defensible exclusions in 2026 and the least likely to face legal challenges.
- **Substantial implementation:** Applies when a company has already substantially addressed the proposal's request. This requires clear documentation of existing practices, much of which HR typically maintains.
- **Economic irrelevance:** Applies when a proposal concerns operations representing less than 5% of the company's assets, sales, and earnings.
- **Materially false or misleading statements:** Applies when a proposal or its supporting statement contains materially false or misleading information that violates proxy rules. This was among the four most cited grounds in 2026.

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Rise, Fall, and Exit

The SEC's approach to shareholder proposals has shifted with changes in leadership. Under Chair Gary Gensler, excluding proposals became more difficult. Under Chair Paul Atkins, exclusions became easier before the SEC withdrew from the review process entirely.

November 2025: SEC staff suspends no-action reviews.

August 14, 2026: SEC staff permanently ends substantive responses to no-action requests.

September 2026: The SEC proposes eliminating Rule 14a-8 altogether.

As Chair Atkins observed, "the world did not end simply because the staff stopped responding to no-action requests."

Past Staff Legal Bulletins and decades of no-action letters remain useful references for interpreting exclusion grounds. However, SEC staff no longer applies that guidance to individual exclusion decisions.

What remains in effect: Shareholder proposals must still meet federal requirements, including minimum share ownership, filing deadlines, and a 500-word limit. However, the future of this framework remains uncertain. See "What We Don't Know Yet" on page 21.

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Process

- **Lead with your strongest argument.** Avoid citing every possible exclusion ground. In 2026, more than 80% of exclusion notices relied on a single basis.
- **Engage an experienced securities counsel.** Without SEC staff review, outside counsel plays a more critical role in assessing the legal strength of an exclusion decision before a potential court challenge.
- **Be selective. Not every proposal is worth excluding.** Companies must weigh potential litigation, proxy filing delays, and investor criticism. Including a proposal likely to receive little support may be less costly than excluding it.
- **File the required notice.** Under Rule 14a-8(j), companies must notify the SEC and the proponent of their intent to exclude a proposal at least 80 calendar days before filing the definitive proxy statement. Include a supporting legal opinion when the exclusion relies on state or foreign law. This filing is now a notice, not a request for SEC approval.
- **Write for multiple audiences.** The notice is a public filing that proponents, institutional investors, and potentially judges may review. Clearly explain the company's reasoning and supporting facts.
- **Explain the decision publicly.** ISS expects companies to provide clear reasons for excluding proposals and may view unexplained exclusions as governance failures. In 2026, ISS recommended voting against one governance committee chair over an unexplained exclusion, then reversed its recommendation after the company provided supplemental disclosure.
- **Decide early.** The 80-day notice deadline and potential litigation leave little room for delays. Companies should assess exclusion options months before finalizing proxy materials.
- **HR can provide essential evidence** on company practices, historical decisions, economic impact, and workforce implications. This is especially important for substantial implementation and ordinary-business exclusions, where the company may need to defend its factual record in court.

Keep supporting documentation current, including pay equity analyses, workforce and DEI reports, benefits data, human rights policies, and supplier standards. Maintain these records throughout the year rather than assembling them after a proposal arrives.





Risk Assessment: Is Exclusion Worth It?

Without SEC staff review, companies must consider both the legal basis for exclusion and whether pursuing it is worth the potential costs.

Key factors include:

- **Who the proponent is:** Institutional proponents, including pension funds, foundations, and faith-based coalitions, often have the resources and incentive to pursue litigation. Individual proponents are generally less likely to do so. In 2026, roughly 45% of excluded proposals came from a single individual proponent.
- **Expected vote outcome:** As of mid-2026, no environmental or social proposal had received majority support. If a proposal is expected to receive only 10%–20% support, including it may be less costly than excluding it. Many companies in 2026 chose to include proposals despite having grounds for exclusion.
- **Strength of the legal argument:** Procedural defects generally provide the strongest grounds for exclusion. Ordinary-business and micromanagement arguments are more fact-dependent and have faced the most litigation.
- **Advance notice bylaw exposure:** Excluding a proposal may not end the dispute. A well-funded proponent may raise the same issue under the company's advance notice bylaws, which do not impose Rule 14a-8's one-proposal limit, and solicit proxies. Universal proxy rules have made this approach more viable. Companies faced this tactic or credible threats of it in 2026.
- **Investor and proxy advisor reaction:** Investor opposition to exclusions remained limited in 2026. The Interfaith Center on Corporate Responsibility (ICCR) identified roughly 20 companies it viewed as using exclusions opportunistically. However, most nominating and governance committee chairs at companies that excluded proposals still received more than 90% shareholder support.
- **Workforce impact:** Employees and employee resource groups (ERGs) may interpret the exclusion of a workforce-related proposal as a statement of the company's position. HR should prepare internal communications alongside the legal strategy, rather than waiting until after the decision.

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Drafting a Statement of Opposition

If the proposal cannot be negotiated, withdrawn, or excluded, get ready because it then goes to a shareholder vote. In this case, the company must draft a clear, fact-based statement explaining why it opposes the proxy materials.

Key Elements

- Highlight existing practices and explain why the proposal is unnecessary.
- Provide a business rationale and emphasize the risks of adoption.
- Use peer benchmarks and workforce feedback to strengthen the argument.
- Simplify complex issues since investors have limited time and attention.
- Involve Legal, IR, HR, and other SMEs; form working groups to refine the statement.

Board Engagement

According to the companies and experts we interviewed, boards vary in how closely they engage with shareholder proposals. However, once a proposal is set for inclusion in the proxy, board involvement is essential.

The draft opposition statement should be reviewed by the board, typically via the Nominating and Governance Committee. Management should brief directors on expected proxy advisor recommendations, workforce sentiment, and potential risks. Directors may also need additional context to understand the nuance of the proposal, so take the time to explain all dimensions clearly.

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Top 5 Engagement Do's & Don'ts

Do's

1. **Engage early and often.** Large investors expect dialogue *before* votes.
2. **Build trust with transparency.** Share your rationale, context, and long-term plans.
3. **Document agreements.** "Trust but verify" to avoid goalpost shifting.
4. **Tailor your approach.** Distinguish genuine proposals from agenda-driven ones.
5. **Loop in the board.** Directors should understand risks, rationale, and investor sentiment.

Don'ts

1. **Don't ignore proponents.** Silence erodes investor support.
2. **Don't overpromise.** Only commit to what aligns with strategy.
3. **Don't share selectively.** Avoid disclosing nonpublic information to a single investor.
4. **Don't negotiate endlessly.** Concessions without boundaries undermine credibility.
5. **Don't rely solely on exclusion.** Exclusion is now an unreviewed legal judgment that carries litigation risk and does not resolve the underlying issues. It should complement, not replace, engagement.



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"Engage in outside proxy season. Relationships are made or broken during the off-season."

Managing Outcomes and Long-Term Strategy

Even after a proposal has gone to a vote, the work isn't over. Managing outcomes strategically and maintaining engagement help shape future responses and strengthen governance.

1 Engage with Shareholders Before and After the Vote

- **Pre-vote engagement:** Meet with top investors early to frame the issue and highlight conversations you've had with proponents. This builds credibility, educates investors on the company's stance, and demonstrates responsiveness. Solicit feedback and note where perspectives differ to determine if more conversations are warranted.
- **Post-vote analysis:** Typically, if a proposal garners more than 30% support, it requires attention. Consider actions that align with long-term strategy and disclose them clearly in the next proxy statement. *Even low levels of support can create momentum for change.*
- **Post-vote engagement:** Follow up with institutional investors after the vote to understand what drove their decisions, including any broader policy concerns. Ask which aspects of the proposal they supported or opposed, identify areas of agreement, and discuss potential changes to company practices. Thoughtful engagement helps translate proposals into value-add changes rather than escalations.

Case in point: One company described a racial equity audit proposal that went to a vote and failed to garner much support. While the company was not concerned about the support level, it conducted the audit anyway. In follow-up discussions, large investors noted: *"We didn't support the proposal, but we do support you taking action."*

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2 Long-Term Engagement Strategy

Avoid viewing proposals as one-off battles. Instead, track trends, adapt, and build a reputation for constructive engagement. Over-negotiation can undermine credibility, but responsiveness to reasonable themes is different; it builds long-term trust.

- Build peer networks to "compare notes." We heard repeatedly how important it is to engage with peer companies and other recipients of proposals similar to yours.
- Maintain active dialogue with proponents in and out of proxy season.
- Listen closely and adapt based on investor feedback.



Metrics to Watch

Signal	Threshold & Action
Vote Support	>30%: Re-engage, report progress >50%: Deep review
Withdrawal Rates	High withdrawals signal effective dialogue
Investor Feedback	Post-vote calls; adjust if themes recur
Reputational Impact	Track media coverage and employee sentiment

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What We Don't Know Yet

The SEC's withdrawal from the shareholder proposal process is barely a year old, and the rules will likely change again before the 2027 proxy season ends.

Will Rule 14a-8 survive at all? The SEC has proposed rescinding Rule 14a-8 in its entirety, arguing that Section 14(a) of the Exchange Act allows it to regulate proxy solicitation but leaves shareholder voting rights to state corporate law. A companion proposal would expand companies' discretionary voting authority over "floor proposals." The public has 60 days from Federal Register publication to comment before the SEC considers final rules. If adopted, the changes would largely eliminate the federal framework described in this guide.

What does state law actually require? Almost no one knows yet. State codes have not been tested on these questions, Chair Atkins has publicly questioned whether nonbinding (precatory) proposals are even a proper subject for shareholder action under Delaware law, and some states may amend their codes to fill the gap. Companies incorporated in different states could face materially different answers.

How will the courts rule? The 2026 cases produced a handful of preliminary decisions, sometimes with different outcomes on similar facts. None reached the appellate level. Ordinary-business and micromanagement exclusions, the most used grounds, remain especially unpredictable. Court decisions may remain inconsistent for another year or two.

Will investor restraint hold? The muted 2026 reaction may reflect a wait-and-see posture rather than acceptance. ISS and Glass Lewis have yet to finalize their 2027 policies, and investors' tolerance for a second year of exclusions remains uncertain.

Where will the pressure go instead? If exclusion becomes routine or Rule 14a-8 disappears, proponents have other channels: advance notice bylaws, exempt solicitations, "vote no" campaigns, direct board outreach, and media or employee-facing pressure. These approaches are less predictable than formal shareholder proposals and may give HR less time to prepare.

Will litigation become routine? Six lawsuits against roughly 165 excluded proposals is about a 4% rate, concentrated among well-resourced institutional proponents. Whether litigation will rise depends on how proponents interpret the mixed outcomes of the 2026 cases.



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Planning While Rules Are Unsettled

- **Expect uncertainty.** Don't build a 2027 plan that assumes exclusion is available, cheap, or quiet.
- **Prioritize engagement.** It is the one approach that works regardless of how the rules land, and it is the part of the process HR most directly influences.
- **Work with legal teams.** Review the company's advance notice bylaw now, before proposals arrive.
- **Monitor legal developments.** Assign someone to track the rulemaking and state-law developments, and revisit the exclusion sections of this guide when final rules land.
- **Keep HR's evidence file current.** The factual record behind "we already do this" is now potential litigation material, not just a no-action exhibit.
- **Compare notes with peers.** With no SEC decisions to read, peer experience and the public Rule 14a-8(j) notices filed on EDGAR are now the main sources of precedent.



Bottom line: Shareholder proposals are now cultural flashpoints. For HR and Total Rewards leaders, each proposal requires balancing corporate governance priorities, shareholder expectations, and workforce trust.

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