



Here's our latest edition of our monthly feature – a quick snapshot of recent developments:

1. Join us on Tuesday, June 25th for a webcast – [**"Proxy Season Deep Dive – 20 Things"**](#) – to hear Perkins Coie's Allison Handy, Kelly Reinholdtsen and Broc Romanek and Proxy Analytics' Steve Pantina as they cover what happened during this wild proxy season, from shareholder engagement, climate and cyber disclosures, investor and proxy advisor voting – as well as shareholder proposal; and a bevy of practice tips that you can use for next proxy season. [**RSVP for this program today.**](#)
2. Corp Fin Director Erik Gerding issued [**a statement**](#) to clarify that a company should not file Form 8-K *under Item 1.05* in connection with a cybersecurity incident that it has determined is not material or for which it has not yet made a materiality determination. As clarified in the statement, if a company decides

to make a Form 8-K disclosure regarding a cybersecurity incident that it has not (or not yet) determined to be material, that disclosure should be made under Item 8.01 instead.

3. As noted in [this blog](#), more companies sought no-action relief from Corp Fin on shareholder proposals for the 2024 proxy season than 2023 – and got it.
4. The circumstances leading the SEC to [charge](#) a small independent auditor with "massive fraud" are egregious and not likely to be duplicated elsewhere. But the SEC's action provides a reminder for audit committees' role in overseeing the independent auditor.
5. The DOJ announced a [Pilot Program on Voluntary Self-Disclosures for Individuals](#), under which individuals who were involved in certain types of corporate criminal misconduct, who voluntarily disclose that conduct to the DOJ, and who meet certain other criteria will be eligible to receive a non-prosecution agreement.

This pilot program has the potential to change in-house counsel's decision-making on whether and when to voluntarily disclose *corporate* misconduct by incentivizing employees who participated in the misconduct to be first in the door at DOJ.

6. Since the European Union seized the early global lead in regulating AI, Congress has made noise about the need for federal AI legislation, but progress has been slow. The absence of a similarly comprehensive federal law from Congress has created a vacuum that is now being filled by individual states, as noted in [this blog](#).
7. SEC Corp Fin Director Erik Gerding and Chief Accountant Paul Munter took the fairly unusual step by issuing a [joint statement](#) about how to apply new IFRS 19 to SEC filings made by certain subsidiaries of foreign private issuers that file consolidated financial statements in accordance with the IFRS financial reporting framework.

New IFRS 19 allows such subsidiaries that do not have "public accountability" to provide a reduced level of financial disclosure, which is addressed in this [announcement](#) issued earlier in May by the International Accounting Standards Board.

8. Here's a [blog](#) about corporate secretaries being the hub for information, as part of our series about the 21 hats that corporate secretaries wear.

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