U.S. Securities and Exchange Commission

STATEMENT

Restoring Regulatory Clarity: Statement on Technical Amendments to Rule 0-1(a)(7)

Commissioner Mark T. Uyeda (/about/sec-commissioners/mark-t-uyeda)

Aug. 4, 2026

The text of the Commission's regulations should reflect reality. More than 20 years ago, the U.S. Court of Appeals for the District of Columbia Circuit vacated a rulemaking that would have mandated a board with no less than 75% independent directors and an independent chair as a condition to reliance on certain exemptive rules.[1] The court's mandate has been clear since 2006, and updating the Code of Federal Regulations to reflect this outcome is long overdue.

Thus, I am pleased to support the Commission's adoption of these technical amendments to rule 0-1(a)(7),[2] which bring our regulations into alignment with the Federal court's vacatur of both the 75% requirement and the independent chair requirement. These amendments are a necessary step to reaffirm our commitment to sound regulatory principles.

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1 See *Chamber of Commerce of U.S. v. S.E.C.*, 443 F.3d 890, 909 (D.C. Cir. 2006). The court's opinion afforded "the Commission an opportunity to reopen the record for comment on the costs of implementing the two conditions" and the

court withheld the issuance of its mandate for 90 days to provide the Commission to do so. However, the Commission never did.

2 Investment Company Governance Technical Amendments (Aug. 04, 2026), Release No. IC-36282, *available at* https://www.sec.gov/files/rules/final/2026/ic-36282.pdf (https://www.sec.gov/files/rules/final/2026/ic-36282.pdf).

Last Reviewed or Updated: Aug. 4, 2026