

119TH CONGRESS
1ST SESSION

H. R. 2988

To amend the Employee Retirement Income Security Act of 1974 to specify requirements concerning the consideration of pecuniary and non-pecuniary factors, and for other purposes.

IN THE HOUSE OF REPRESENTATIVES

APRIL 24, 2025

Mr. ALLEN introduced the following bill; which was referred to the Committee on Education and Workforce

A BILL

To amend the Employee Retirement Income Security Act of 1974 to specify requirements concerning the consideration of pecuniary and non-pecuniary factors, and for other purposes.

1 *Be it enacted by the Senate and House of Representa-*
2 *tives of the United States of America in Congress assembled,*

3 **SECTION 1. SHORT TITLE; TABLE OF CONTENTS.**

4 (a) SHORT TITLE.—This Act may be cited as the
5 “Protecting Prudent Investment of Retirement Savings
6 Act”.

7 (b) TABLE OF CONTENTS.—The table of contents for
8 this Act is as follows:

Sec. 1. Short title; table of contents.

DIVISION A—INCREASE RETIREMENT EARNINGS

Sec. 1001. Short title.

Sec. 1002. Limitation on consideration of non-pecuniary factors by fiduciaries.

DIVISION B—NO DISCRIMINATION IN MY BENEFITS

Sec. 2001. Short title.

Sec. 2002. Service provider selection.

DIVISION C—RETIREMENT PROXY PROTECTION

Sec. 3001. Short title.

Sec. 3002. Exercise of shareholder rights.

DIVISION D—PROVIDING COMPLETE INFORMATION TO RETIREMENT INVESTORS

Sec. 4001. Short title.

Sec. 4002. Brokerage window disclosures.

DIVISION A—INCREASE RETIREMENT EARNINGS

SEC. 1001. SHORT TITLE.

This division may be cited as the “Increase Retirement Earnings Act”.

SEC. 1002. LIMITATION ON CONSIDERATION OF NON-PECU- NIARY FACTORS BY FIDUCIARIES.

(a) IN GENERAL.—Section 404(a) of the Employee Retirement Income Security Act of 1974 (29 U.S.C. 1104(a)) is amended by adding at the end the following:

“(3) INTEREST BASED ON PECUNIARY FACTORS.—

“(A) IN GENERAL.—For purposes of paragraph (1), a fiduciary shall be considered to act solely in the interest of the participants and beneficiaries of the plan with respect to an investment or investment course of action only if the fiduciary’s action with

1 respect to such investment or investment course of
2 action is based solely on pecuniary factors (except as
3 provided in subparagraph (B)). The fiduciary may
4 not subordinate the interests of the participants and
5 beneficiaries in their retirement income or financial
6 benefits under the plan to other objectives and may
7 not sacrifice investment return or take on additional
8 investment risk to promote non-pecuniary benefits or
9 goals. The weight given to any pecuniary factor by
10 a fiduciary shall reflect a prudent assessment of the
11 impact of such factor on risk and return.

12 “(B) USE OF NON-PECUNIARY FACTORS FOR
13 INVESTMENT ALTERNATIVES.—Notwithstanding
14 paragraph (A), if a fiduciary is unable to distinguish
15 between or among investment alternatives or invest-
16 ment courses of action on the basis of pecuniary fac-
17 tors alone, the fiduciary may use non-pecuniary fac-
18 tors as the deciding factor if the fiduciary docu-
19 ments—

20 “(i) why pecuniary factors were not suffi-
21 cient to select a plan investment or investment
22 course of action;

23 “(ii) how the selected investment compares
24 to the alternative investments with regard to
25 the composition of the portfolio with regard to

1 diversification, the liquidity and current return
2 of the portfolio relative to the anticipated cash
3 flow requirements of the plan, and the projected
4 return of the portfolio relative to the funding
5 objectives of the plan; and

6 “(iii) how the selected non-pecuniary factor
7 or factors are consistent with the interests of
8 the participants and beneficiaries in their re-
9 tirement income or financial benefits under the
10 plan.

11 “(C) INVESTMENT ALTERNATIVES FOR PARTICI-
12 PANT-DIRECTED INDIVIDUAL ACCOUNT PLANS.—In
13 selecting or retaining investment options for a pen-
14 sion plan described in subsection (c)(1)(A), a fidu-
15 ciary is not prohibited from considering, selecting, or
16 retaining an investment option on the basis that
17 such investment option promotes, seeks, or supports
18 one or more non-pecuniary benefits or goals, if—

19 “(i) the fiduciary satisfies the requirements
20 of paragraph (1) and subparagraphs (A) and
21 (B) of this paragraph in selecting or retaining
22 any such investment option; and

23 “(ii) such investment option is not added
24 or retained as, or included as a component of,
25 a default investment under subsection (c)(5) (or

1 any other default investment alternative) if its
2 investment objectives or goals or its principal
3 investment strategies include, consider, or indi-
4 cate the use of one or more non-pecuniary fac-
5 tors.

6 “(D) DEFINITIONS.—For the purposes of this
7 paragraph:

8 “(i) The term ‘pecuniary factor’ means a
9 factor that a fiduciary prudently determines is
10 expected to have a material effect on the risk
11 or return of an investment based on appropriate
12 investment horizons consistent with the plan’s
13 investment objectives and the funding policy es-
14 tablished pursuant to section 402(b)(1).

15 “(ii) The term ‘investment course of ac-
16 tion’ means any series or program of invest-
17 ments or actions related to a fiduciary’s per-
18 formance of the fiduciary’s investment duties,
19 and includes the selection of an investment fund
20 as a plan investment, or in the case of an indi-
21 vidual account plan, a designated investment al-
22 ternative under the plan.”.

23 (b) EFFECTIVE DATE.—The amendments made by
24 this section shall apply to actions taken by a fiduciary on

1 or after the date that is 12 months after the date of enact-
2 ment of this Act.

3 **DIVISION B—NO DISCRIMINA-**
4 **TION IN MY BENEFITS**

5 **SEC. 2001. SHORT TITLE.**

6 This division may be cited as the “No Discrimination
7 in My Benefits Act”.

8 **SEC. 2002. SERVICE PROVIDER SELECTION.**

9 Section 404(a)(1) of the Employee Retirement In-
10 come Security Act of 1974 (29 U.S.C. 1104(a)(1)) is
11 amended—

12 (1) in subparagraph (C), by striking “and”;

13 (2) in subparagraph (D), by striking the period
14 at the end and inserting “; and”; and

15 (3) by adding at the end the following new sub-
16 paragraph:

17 “(E) by selecting, monitoring, and retaining
18 any fiduciary, counsel, employee, or service provider
19 of the plan—

20 “(i) in accordance with subparagraphs (A)
21 and (B); and

22 “(ii) without regard to race, color, religion,
23 sex, or national origin.”.

DIVISION C—RETIREMENT PROXY PROTECTION

SEC. 3001. SHORT TITLE.

This division may be cited as the “Retirement Proxy Protection Act”.

SEC. 3002. EXERCISE OF SHAREHOLDER RIGHTS.

(a) IN GENERAL.—Section 404 of the Employee Retirement Income Security Act of 1974 (29 U.S.C. 1104) is amended by adding at the end the following new subsection:

“(f) EXERCISE OF SHAREHOLDER RIGHTS.—

“(1) AUTHORITY TO EXERCISE SHAREHOLDER RIGHTS.—

“(A) IN GENERAL.—The fiduciary duty to manage plan assets that are shares of stock includes the management of shareholder rights appurtenant to those shares, including the right to vote proxies. When deciding whether to exercise a shareholder right and in exercising such right, including the voting of proxies, a fiduciary must act prudently and solely in the interests of participants and beneficiaries and for the exclusive purpose of providing benefits to participants and beneficiaries and defraying the reasonable expenses of administering the plan.

1 The fiduciary duty to manage shareholder
2 rights appurtenant to shares of stock does not
3 require the voting of every proxy or the exercise
4 of every shareholder right.

5 “(B) EXCEPTION.—This subsection shall
6 not apply to voting, tender, and similar rights
7 with respect to qualifying employer securities or
8 securities held in an investment arrangement
9 that is not a designated investment alternative
10 in the event such rights are passed through
11 pursuant to the terms of an individual account
12 plan to participants and beneficiaries with ac-
13 counts holding such securities.

14 “(2) REQUIREMENTS FOR EXERCISE OF SHARE-
15 HOLDER RIGHTS.—A fiduciary, when deciding
16 whether to exercise a shareholder right and when ex-
17 ercising a shareholder right—

18 “(A) shall—

19 “(i) act solely in accordance with the
20 economic interest of the plan and its par-
21 ticipants and beneficiaries;

22 “(ii) consider any costs involved;

23 “(iii) evaluate material facts that
24 form the basis for any particular proxy
25 vote or exercise of shareholder rights; and

1 “(iv) maintain a record of any proxy
2 vote, proxy voting activity, or other exer-
3 cise of a shareholder right, including any
4 attempt to influence management; and

5 “(B) shall not subordinate the interests of
6 participants and beneficiaries in their retire-
7 ment income or financial benefits under the
8 plan to any non-pecuniary objective, or promote
9 non-pecuniary benefits or goals unrelated to
10 those financial interests of the plan’s partici-
11 pants and beneficiaries.

12 “(3) MONITORING.—A fiduciary shall exercise
13 prudence and diligence in the selection and moni-
14 toring of a person, if any, selected to advise or oth-
15 erwise assist with the exercise of shareholder rights,
16 including by providing research and analysis, rec-
17 ommendations on exercise of proxy voting or other
18 shareholder rights, administrative services with re-
19 spect to voting proxies, and recordkeeping and re-
20 porting services.

21 “(4) INVESTMENT MANAGERS AND PROXY ADVI-
22 SORY FIRMS.—Where the authority to vote proxies
23 or exercise other shareholder rights has been dele-
24 gated to an investment manager pursuant to section
25 403(a), or a proxy voting advisory firm or other per-

son who performs advisory services as to the voting of proxies or the exercise of other shareholder rights, a responsible plan fiduciary shall prudently monitor the proxy voting activities of such investment manager or advisory firm and determine whether such activities are in compliance with paragraphs (1) and (2).

“(5) VOTING POLICIES.—

“(A) IN GENERAL.—In deciding whether to vote a proxy pursuant to this subsection, the plan fiduciary may adopt a proxy voting policy, including a safe harbor proxy voting policy described in subparagraph (B), providing that the authority to vote a proxy shall be exercised pursuant to specific parameters designed to serve the economic interest of the plan.

“(B) SAFE HARBOR VOTING POLICY.—

With respect to a decision not to vote a proxy, a fiduciary shall satisfy the fiduciary responsibilities under this subsection if such fiduciary adopts and is following a safe harbor proxy voting policy that—

“(i) limits voting resources to particular types of proposals that the fiduciary has prudently determined are substantially

1 related to the business activities of the
2 issuer or are expected to have a material
3 effect on the value of the plan investment;
4 or

5 “(ii) establishes that the fiduciary will
6 refrain from voting on proposals or par-
7 ticular types of proposals when the assets
8 of a plan invested in the issuer relative to
9 the total assets of such plan are below 5
10 percent (or, in the event such assets are
11 under management, when the assets under
12 management invested in the issuer are
13 below 5 percent of the total assets under
14 management).

15 “(C) EXCEPTION.—No proxy voting policy
16 adopted pursuant to this paragraph shall pre-
17 clude a fiduciary from submitting a proxy vote
18 when the fiduciary determines that the matter
19 being voted on is expected to have a material
20 economic effect on the investment performance
21 of a plan’s portfolio (or the investment perform-
22 ance of assets under management in the case of
23 an investment manager); provided, however,
24 that in all cases compliance with a safe harbor
25 voting policy shall be presumed to satisfy fidu-

1 ciary responsibilities with respect to decisions
2 not to vote.

3 “(6) REVIEW.—A fiduciary shall periodically re-
4 view any policy adopted under this subsection.”.

5 (b) EFFECTIVE DATE.—The amendments made by
6 subsection (a) shall apply to an exercise of shareholder
7 rights occurring on or after January 1, 2026.

8 **DIVISION D—PROVIDING COM-**
9 **plete INFORMATION TO RE-**
10 **TIREMENT INVESTORS**

11 **SEC. 4001. SHORT TITLE.**

12 This division may be cited as the “Providing Com-
13 plete Information to Retirement Investors Act”.

14 **SEC. 4002. BROKERAGE WINDOW DISCLOSURES.**

15 (a) IN GENERAL.—Section 404(c) of the Employee
16 Retirement Income Security Act of 1974 (29 U.S.C.
17 1104(c)) is amended by adding at the end the following
18 new paragraph:

19 “(7) NOTICE REQUIREMENTS FOR BROKERAGE
20 WINDOWS.—

21 “(A) IN GENERAL.—In the case of a pen-
22 sion plan which provides for individual accounts
23 and which provides a participant or beneficiary
24 the opportunity to choose from designated in-
25 vestment alternatives, a participant or bene-

1 ficiary shall not be treated as exercising control
 2 over assets in the account of the participant or
 3 beneficiary unless, with respect to any invest-
 4 ment arrangement that is not a designated in-
 5 vestment alternative, each time before such a
 6 participant or beneficiary directs an investment
 7 into, out of, or within such investment arrange-
 8 ment, such participant is notified of, and ac-
 9 knowledges, each element of the notice de-
 10 scribed under paragraph (B).

11 “(B) NOTICE.—The notice described under
 12 this paragraph is a four part information that
 13 is substantially similar to the following informa-
 14 tion:

- “1. Your retirement plan offers designated investment alternatives prudently selected and monitored by fiduciaries for the purpose of enabling you to construct an appropriate retirement savings portfolio. In selecting and monitoring designated investment alternatives, your plan’s fiduciary considers the risk of loss and the opportunity for gain (or other return) compared with reasonably available investment alternatives.
2. The investments available through this investment arrangement are not designated investment alternatives, and have not been prudently selected and are not monitored by a plan fiduciary.
3. Depending on the investments you select through this investment arrangement, you may experience diminished returns, higher fees, and higher risk than if you select from the plan’s designated investment alternatives.
4. The following is a hypothetical illustration of the impact of return at 4 percent, 6 percent, and 8 percent on your account balance projected to age 67.

15 “(C) ILLUSTRATION.—The notice de-
 16 scribed under paragraph (B) shall also include
 17 a graph displaying the projected retirement bal-
 18 ances of such participant or beneficiary at age

1 67 if the account of such individual were to
 2 achieve an annual return equal to each of the
 3 following:

4 “(i) 4 percent.

5 “(ii) 6 percent.

6 “(iii) 8 percent.”.

7 (b) DESIGNATED INVESTMENT ALTERNATIVE DE-
 8 FINED.—Section 3 of such Act (29 U.S.C. 1002) is
 9 amended by adding at the end the following new para-
 10 graph:

11 “(46) DESIGNATED INVESTMENT ALTER-
 12 NATIVE.—

13 “(A) IN GENERAL.—The term ‘designated
 14 investment alternative’ means any investment
 15 alternative designated by a responsible fiduciary
 16 of an individual account plan described in sub-
 17 section 404(c) into which participants and bene-
 18 ficiaries may direct the investment of assets
 19 held in, or contributed to, their individual ac-
 20 counts.

21 “(B) EXCEPTION.—The term ‘designated
 22 investment alternative’ does not include broker-
 23 age windows, self-directed brokerage accounts,
 24 or similar plan arrangements that enable par-
 25 ticipants and beneficiaries to select investments

1 beyond those designated by a responsible plan
2 fiduciary.”.

3 (c) EFFECTIVE DATE.—The amendment made by
4 subsection (a) shall take effect on January 1, 2027.

○