Cooley

Glass Lewis to Replace Benchmark Guidelines With Tailored Proxy Voting Policies in 2027

October 16, 2025

On October 15, Glass Lewis announced that, starting in 2027, it will shift away from a standard market-wide set of proxy voting guidelines and move toward more customized voting policies, allowing investors greater choice in selecting voting policies aligned with their stewardship priorities. This shift will likely change not only how votes are cast at meetings but also how companies will need to prepare for proxy season.

Glass Lewis explains that this change is an attempt to accommodate growing divergences in investor preferences regarding environmental and social matters, as well as fiduciary duties. This reorientation may also be a response to recent scrutiny from state and federal legislators regarding alleged proxy advisor political bias, conflicts of interest and claims that one-size-fits-all voting policies have undue influence on nationwide corporate governance. Regardless of the reason, the change also parallels the rise of investor choice voting programs announced at some of the largest institutional shareholders like BlackRock and Vanguard, which are gaining popularity with retail investors. (Vanguard more than doubled its retail participation in the program from 2024 to 2025.)

Some companies will greet the end of Glass Lewis' "house view" voting policies as a welcome development, expecting that participating investors will be more inclined to select management-aligned policies. Nonetheless, if customized voting policies at institutional shareholders and proxy advisory firms become the norm, companies may face less predictability than in previous proxy seasons. Voting outcomes may become more opaque, with fewer uniform "against" waves driven by a single benchmark and more investor by investor variability. As a result, companies may have difficulties interpreting negative annual meeting results and anticipating support for directors, executive compensation, and other management and shareholder proposals.

Shareholder engagement will also likely take on heightened importance. Assuming fewer investors default to the same recommendation, companies may need to hold meetings with a wider set of investors than in the past. Engagement challenges may be compounded by the growing trend of investors splitting stewardship teams by fund focus, such as BlackRock's recent splitting of BlackRock Investment Stewardship and BlackRock Active Investment Stewardship, and similar changes made by State Street and Vanguard.

With the rise of fragmented voting policies across institutional shareholders and proxy advisory firms, it will be critical for companies to engage early and often with investors. Companies may also consider mapping their shareholders to various policy sets in order to discern which holders follow which policies and where each stands on governance issues impacting the company.

Disclosure quality and proxy design may also become even more critical. As voting policies fragment and voting becomes less predictable, companies may have to increasingly rely on well-organized and decision useful disclosure to make their case to a fractured voting base.

Key Contacts

Brad Goldberg New York	bgoldberg@cooley.com +1 212 479 6780
Beth Sasfai New York	bsasfai@cooley.com +1 212 479 6081
Michael Mencher San Francisco	mmencher@cooley.com +1 415 693 2266
Vince Flynn San Diego	vflynn@cooley.com +1 858 550 6119
Stephanie Gambino Seattle	sgambino@cooley.com +1 206 452 8748