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*RE: Request for Comment on Engagement in Advisory, Ad Hoc and District Committees*

Dear Ms. Mitchell,

Over the past decade I have served on FINRA Advisory Committees including the Small Firm Advisory Board, as well as Ad Hoc Committees including the Dispute Resolution Task Force and the Small Firms Rules Impact Task Force. I currently serve on the Membership Committee and the Series 14 Item Writing Committee. The committee appointments provide me with an opportunity to provide insight regarding current and proposed FINRA rulemaking, guidance. I am afforded an opportunity to apply my familiarity with business, compliance and operational issues in speaking out about regulatory topics. Importantly, I have observed that FINRA listens.

As do my fellow-committee members, I prepare thoroughly for each upcoming meeting, reviewing the provided materials and preparing to present my views comments regarding agenda items. The relevant FINRA leaders and staff are likewise well-prepared.

It is important to note that the committee agendas are not left to FINRA alone. On the Small Firm Advisory Board, the Membership Committee and the Dispute Resolution Task Force, committee involvement in raising new topics is/was expected. In line with this expectation, we regularly pose new concerns, issues related to emerging markets or other matters regarding which we believe FINRA must engage in order to stay ahead of potential investor harm.

*How effective is FINRA's advisory and ad hoc committee structure (e.g., the number and type of committees) in providing input to FINRA on industry developments, rule proposals, regulatory initiatives and programs?*

I believe the Advisory Committee structure is sound and appropriately broad in scope. FINRA does, and should continue to, identify appropriate constituents to adequately represent the relevant demographic, including small firms and other unique specialty firms. FINRA does, and should continue to, solicit and address committee member concerns as a component of the committee meeting agenda.

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*Do the existing committees enable appropriate engagement by FINRA with its members and other relevant stakeholders? Are there additional steps that FINRA can consider implementing to maximize the potential for obtaining new views and fresh perspectives on existing committees? Do the current committees enable sufficient engagement by FINRA with all of its different types of members, including members with different business models and challenges? Should FINRA re-visit to what extent there is industry versus non-industry participation on the various advisory and ad hoc committees?*

On the Dispute Resolution Task Force, I served with both industry and non-industry participants. The non-industry participants provided an important perspective in all aspects of our dialogue. I was impressed with the extent to which our non-industry Chair very capably led us through challenging topics of great interest and impact to industry and to the investing public.

While on the Small Firm Advisory Board, FINRA occasionally arranged for non-industry input. For instance, FINRA connected Board members with PCAOB board members.

In as much as variety among the committee members was an asset to the overall outcome, I believe the input of non-industry participants provided a meaningful perspective to our dialogue.

Based on my experiences, I support FINRA's continue consideration of involving non-industry participation whenever appropriate.

*Are there additional areas not addressed by existing committees where FINRA should obtain periodic input? If so, would a new advisory or ad hoc committee be an appropriate vehicle for obtaining that advice? Are there any existing advisory or ad hoc committees that should be disbanded or consolidated?*

It has been my experience that FINRA effectively communicates the input it receives among committees, such that we have the benefit of knowing how other committees responded on a given topic. I would encourage FINRA to continue this process, which I believe maximizes the use of all existing committees.

Further, in my committee service, I have never stopped short of raising an issue that I believe warranted FINRA's attention regardless of whether or not the topic made the official agenda. I have experienced the same forthcoming approach on behalf of my fellow committee members. On the Membership Committee, we are invited to raise topics, and FINRA responds to each and every concern. Committee members are quite vocal, constructively critical and unfiltered in these discussions. Because we are all intent on a regulatory framework that makes sense, I have to imagine that this is exactly the manner of dialogue that FINRA's Board, the SEC and investing public expect of an SRO, where effective checks and balances lead to smart and informed rulemaking.

*Of the advisory and ad hoc committees, only the SFAB has elected members. Should FINRA consider including elected members on any other of its advisory or ad hoc committees? If so, which ones? What would be the advantages and disadvantages of a more formalized selection process for advisory and ad hoc committee membership?*

I support the election process in current effect for the SFAB because of the broad charter of the Board juxtaposed with high numbers and great diversity among small firms. But in my experience, the election process is daunting, and discourages qualified individuals from considering participation. I do not believe that adding elected members to other committees would serve any meaningful benefit, in particular because committees other than the SFAB and the District Committees are more specialized and/or serve a narrower purpose, more conducive to an appointee structure.

*Of the advisory committees, only the SFAB has term limits. Of the ad hoc committees, only the LRC has term limits. Should FINRA consider implementing term limits for its other advisory or ad hoc committees? If so, how long should the terms be?*

I have served on the Series 14 Item Writing Committee, an ad hoc committee, for several years. Over the term of my participation, there has been gentle turnover of committee members, but a strong base in established participants. The balance of fresh input alongside experience eyes is healthy and would not be enhanced by restricting participation through term limits. I have found that the skills and experience of the 'tenured' members is of great value to maintaining the desired output of the committee, and I believe that disrupting this foundation would be detrimental.

*The District Committee, SFAB and NAMC rosters are available on FINRA's website. Should FINRA make publicly available all advisory and ad hoc committee rosters? Would the usefulness of this information outweigh concerns regarding inappropriate communication with or public disparagement of committee members?*

I support the disclosure of the District Committee, SFAB and NAMC members because members on these committees are elected by and serve a region of constituents with whom they are expected to have an ongoing dialogue. SFAB and District Committee members reach out to their respective regions for input, and as such should be accessible by member firms. I do not believe the other committees serve a representative role, and therefore do not believe the usefulness of publishing committee member names outweighs other potential concerns. That said, I do not object to FINRA's release of committee member names on request of member firms.

In closing, I believe that FINRA's manner of leveraging of industry expertise through its committee structure is among the defining features of a model SRO. Especially in the context of an increasing complex industry, by FINRA's engagement of member firms in its rulemaking processes lays a viable foundation for continuous improvement.

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I applaud the hard work of the FINRA Member Relations Committee, and the senior staff who support and participate in the committee meetings.

Best regards,

//LISA ROTH//

Lisa Roth, President

Monahan & Roth, LLC