



October 5, 2020

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Vanessa A. Countryman
Secretary
United States Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

Dear Ms. Countryman:

RE: Administration of the EDGAR System, File Number S7-11-20

We appreciate the opportunity to provide input to the Securities and Exchange Commission (SEC) proposal *Administration of the Electronic Data Gathering, Analysis, and Retrieval System*. We support the Commission's goal to provide transparency into the actions that the SEC may take to promote the reliability and integrity of EDGAR submissions. In light of the growing volume and complexity of EDGAR filings that must be processed, we also encourage the Commission to take additional steps, outlined in this letter, that will improve the ability of issuers, and vendors working on their behalf, to more efficiently and dependably prepare and submit timely, accurate, EDGAR-compliant filings.

XBRL US is a nonprofit standards organization, with a mission to improve the efficiency and quality of reporting in the U.S. by promoting the adoption of business reporting standards. XBRL US is a jurisdiction of XBRL International, the nonprofit consortium responsible for developing and maintaining the technical specification for XBRL (a free and open data standard widely used around the world for reporting by public and private companies, banks, and government agencies). Our members include accounting firms, public companies, software, data, and service providers, as well as other nonprofits and standards organizations.

This letter was prepared by an XBRL US working group, comprised of XBRL vendors representing the majority of preparation tools used by public company registrants in the U.S., in addition to several corporate filers¹. The first section below addresses the SEC proposed process for notification regarding SEC actions taken pursuant to proposed Rule 15, and follows with additional recommendations to improve the EDGAR submission process which will aid the Commission in meeting the goals of this proposal.

¹ Organizations involved in drafting and reviewing the letter include: Advanced Computer Innovations, Broadridge Financial Solutions, Centerpoint Energy, Certent Inc., Computer Science Resources, Donnelley Financial Solutions (DFIN), Exxon Mobil Corporation, Global One Filings, KPMG LLP, Mark V, Novaworks LLC, P3 Data Systems, RDG Filings, Toppan Merrill, and Workiva, Inc.

Response to Commission Notification Proposal

The Commission names several triggering events in Rule 15 including the identification of personally identifiable information (PII), potential cybersecurity threat, incorrect EDGAR identifiers, system and commission errors, EDGAR code disputes, unauthorized submissions, and the potential for manipulation. One of these triggering events could result in SEC actions such as the redaction of information from a filing, the removal or prevention of submission or dissemination of an EDGAR filing, suspension of EDGAR access codes, or reassignment of the filing date for a submission that was delayed due to system problems.

The Commission proposes that these actions may be taken without advance notice to filers or others in the event that it deems immediate action is necessary to avoid potential threats to the EDGAR system or to prevent the dissemination of inaccurate information to investors.

The proposal specifies that, in the event advance notice cannot be given, the Commission will notify a filer and any other relevant person as soon as practicable after an action has been taken by providing written notice and a statement of the basis for the action by email to the email address on the EDGAR account and the email of any relevant person.

While we agree with the goals of the proposal, we have some concerns about the proposed SEC action of redacting information from a filing without first contacting the issuer prior to the redaction, and ask that the Commission reconsider this part of the proposal. In addition, we encourage the Commission to notify the filer and relevant persons in advance before taking any of the actions noted in the proposal, *if at all possible*, although we recognize that there may be situations where advance notification is not feasible.

In such situations, we agree with the Commission's proposal to notify the filer and relevant persons as soon as possible after the action has been taken. We also encourage the Commission to always consider the issuer's vendor to be a "relevant person", given their role in managing the company's EDGAR submission. Ensuring that vendors who submit the filing are included in the notification process is important as the vendor may be able to explain or resolve the situation quickly given their role in the submission.

Additional Recommendations

To meet the Commission goal of improving the integrity and reliability of EDGAR submissions, we also recommend the following:

[Allow vendor access to a testing environment prior to EFM updates.](#)

Edgar Filer Manual (EFM) quarterly updates are implemented in advance of final rulemaking, to improve disclosure efficiency, and correct or improve the EDGAR platform as a whole. Proposed EFM changes typically have a 30-day review period prior to going live, with no period of testing before EFM changes are applied to live filings. By giving vendors and issuers access to a sandbox environment, to allow for robust testing for at least a week before an EFM update goes into effect, can help to identify potential issues that can be corrected before the system goes live.

Improve communication channels with vendors and issuers.

We recognize that problems with the EDGAR system are inevitable, such as the need for scheduled or unscheduled maintenance, or periodic bottlenecks in filings that may cause delays. These recommendations would create a more efficient flow of information to issuers and vendors, reduce emails and phone calls from multiple vendors asking the same question, and improve the EDGAR submission process:

Be conscious of peak filing times and planned maintenance or upgrades.

We recommend that the Commission avoid peak filing times when scheduling planned maintenance, EFM updates, or EDGAR System updates. System changes may cause delays which are likely to be exacerbated during a peak filing period.

Provide sufficient advance notice about planned downtime.

Often EDGAR is taken down over the weekend and may not be fully functional first thing Monday morning. If the vendor or issuer is aware of the planned downtime, they may be able to make appropriate arrangements or even schedule a different submission time.

Maintain a permanent outage log and alert system.

Post and maintain a time-stamped log of EDGAR System outages including the start and resolution of each outage. Maintain a permanent archive of historical outage logs so they can be accessed at a later time. Ensure the current status of the EDGAR System is always posted and easily accessible. Periodic outages may result in delayed filings. Knowing that an outage is occurring is important so that an issuer or vendor understands why a filing is being rejected. *It is also important to know when the outage began and when it ended.* Issuers “hand off” their filing to vendors, and expect that the vendor will be able to successfully submit their filing. In the event that an outage occurs and the filing is subsequently delayed, the vendor needs to explain to the issuer when and why the filing was delayed, and when the filing will be able to be resubmitted.

In addition to providing a posted outage log and current status, consider giving issuers and vendors the ability to sign up for alerts that are triggered when outages occur, and that provide detailed information about the cause of the problem, when it first began, and if possible, when it may be expected to be resolved.

Notify filers and vendors about system bottlenecks

Provide the ability to register to receive alerts when filings build up in the EDGAR System. While technically, not an “outage”, these bottleneck situations may delay the posting of submitted filings. Consider maintaining a real-time dashboard indicating how many filings are queued, and how many were processed over recent incremental time periods. This would not only keep filers and vendors informed, but would allow them to anticipate possible delays in submission.

Help SEC staff respond to filers and issuers

Ensure that SEC staff managing incoming calls and emails are provided sufficient information to accurately respond to vendor and issuer questions about technical issues like outages. Consider instituting a ticketing system to track questions and responses so that problems can be resolved quickly and efficiently. Consider establishing an online chat platform to handle support issues as another communication avenue.

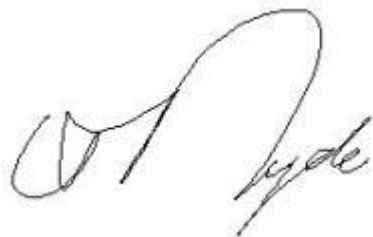
Improve the Usefulness of Tools Currently Provided to Vendors and Issuers

The SEC today provides sample test cases through the SEC Interactive Data Test Suite. While the test suite is likely a useful tool for developers, a discussion among XBRL vendors suggests a need for documentation on how to use the test suite and how to find examples that may be of interest. In addition, the volume and lack of clear “labeling” of test cases makes it difficult to identify cases that may be relevant to a particular situation. Providing a cross-index to facilitate finding test cases that address a particular situation of interest would improve the usability of the test suite.

Another suggestion to improve usability would be to include live links in the EFM which reference test suite examples. This would, again, facilitate understanding and bring issuers directly to the example needed.

Thank you for the opportunity to provide feedback on the Commission’s proposed Rule 15 to improve the integrity and reliability of EDGAR submissions, and we hope that you will consider our additional recommendations that will also help the SEC to meet the objectives of this proposal. We would welcome the opportunity to discuss this issue further. Please feel free to contact me if you have any follow up questions or would like to discuss. I can be reached at (917) 582 - 6159 or campbell.pryde@xbrl.us.

Regards,

A handwritten signature in black ink, appearing to read 'Campbell Pryde', written in a cursive style.

Campbell Pryde,
President and CEO