

# Stewardship and Engagement

## Implementation Statement – 1 May 2019 to 02 July 2020

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### *Introduction*

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On 6 June 2019, the Government published the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations (the “Regulations”). The Regulations require that the Trustee of the Norville Optical Group Limited Pension Fund (the “Trustee”) outline how they have ensured compliance with the policies and objectives set out in their Statement of Investment Principles (“SIP”) over the course of the year under review.

This Statement has been prepared by the Trustee and is for the period to 02 July 2020.

The Stewardship and Engagement policies are included in the SIP, which is available on request.

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### *Changes to the key policies regarding Stewardship and Engagement*

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The SIP has been reviewed and revised over the course of 2020 to take account of further changes which are required by the Regulations noted above. In particular, the Trustee has outlined their policies regarding how they incentivise asset managers to achieve their long-term objectives, their policies regarding cost transparency and their policies on voting and stewardship rights.

During the course of the year, the Trustee has received presentations from their appointed Fiduciary Manager (Russell Investments) in relation to how the votes are carried out on their behalf and more generally on how Environmental, Social and Governance (“ESG”) factors are integrated into the Fiduciary Manager’s investment philosophy and by association the underlying specialist managers used in the portfolio.

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### *Voting behaviour*

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Under the Fiduciary Management arrangement in place, the Trustee provide the Fiduciary Manager with their policies with regards to voting and engagement. The Fiduciary Manager then votes on the Trustee’s behalf in line with these policies. The Fiduciary Manager instructs Glass Lewis, a proxy voting firm, to execute the vote based on their instruction.

A total of **21,863** votes were placed on securities held in the Scheme’s Growth portfolio (through its exposure to the Multi-Asset Growth Strategy Fund) from Q2 2019 to Q2 2020. A summary of the voting activity carried out on behalf of the Trustee is set out overleaf.

## Key statistics (Q2 2019 – Q2 2020)

	Management Proposals	Share Holder Proposal	Total Proposals
With Management	18713	405	<b>19118</b>
Against Management	1125	269	<b>1394</b>
Votes without Management Proposal	53	33	<b>86</b>
Mixed/Take No Action	1168	25	<b>1193</b>
Unvoted	65	7	<b>72</b>
<b>Totals</b>	<b>21124</b>	<b>739</b>	<b>21863</b>

The decision to "Take No Action" was driven by:

- i) Shareblocking markets: As per the Fiduciary Managers standing instructions, if a meeting belongs to a Shareblocking market such as Switzerland, then the ballots are automatically set to Take No Action.
- ii) This rule is applicable at the meeting and the ballot level as well. Sometimes if a meeting or a ballot is share-blocked then either the entire meeting or a ballot gets auto-TNA. You will mostly find the Shareblocking meetings or ballots for Norway, Denmark markets.
- iii) And lastly, for the Contested meetings, one of the two voting cards is set to "Take No Action" (the card which is not voted).

## Most significant votes

*\*Please note that this covers the 1-year period to June 2020.*

### Criteria adopted

To ensure a wide variety of the placed votes is reflected, the summary of the most significant votes below has been split into Environmental, Social or Corporate Governance categories. The most significant votes in each category are defined by filtering for:

- Contentious outcome votes with voting split relatively evenly. The Fiduciary Manager defines a contentious vote as having a (~65/35 split) AND
- Issue Category (Environmental, Social or Governance) AND/OR
- Weighted holdings (typically >1% of Growth portfolio)

From this subset the votes have been sorted for the largest weight in the portfolio to get the summary of the most significant votes for ESG issues.

### Environmental Votes

#### AGL Energy Ltd

##### *Shareholder Proposal Regarding Climate Change Transition Plan*

Mgmt. Rec.                      Against

How the vote was cast        Against

Vote Outcome                      Voted Down

#### Rationale

In light of the Company's already extensive disclosure of its sustainability performance and emissions, we do not find the adoption of this proposal, as worded, to be necessary or that its adoption would necessarily benefit the Company or its shareholders. For example, the Company's carbon scenario analysis demonstrates the Company's existing commitment to reducing its emissions and closing all of its coal-fired power stations by 2048. It does not appear that the Company's current goals are out of alignment with the broader goals set forth by the Australian government nor do we have any reason to believe that the Company would not adopt more stringent emissions reductions should federal or state regulations require it to do so.

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**JPMorgan Chase & Co.**

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*Shareholder Proposal Regarding Aligning GHG Reductions with Paris Agreement*

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Mgmt. Rec.	Against
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How the vote was cast	For
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Vote Outcome	Voted Down
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**Rationale**

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Adoption of this proposal would allow shareholders to better understand the risks facing the Company and how the Company is monitoring and managing the risks associated with its lending activities, especially given the public scrutiny surrounding the Company in regard to its carbon-intensive lending portfolio. The proposal was voted down by less than 1% of the vote.

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**TJX Companies, Inc.**

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*Shareholder Proposal Regarding Report on Chemicals*

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Mgmt. Rec.	Against
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How the vote was cast	Against
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Vote Outcome	Voted Down
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**Rationale**

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It appears that the Company has demonstrated some consideration of the issue of chemicals in its supply chain, as evidenced by its factory auditing processes and the education and training it provides to merchants, buying agents, vendors, and factory management regarding the handling, storage, and disposal of chemicals and hazardous materials. We do not believe that the proponent has demonstrated that the Company has mishandled this issue or that it has realistically considered the Company's business model in its request nor do we believe, given the current COVID-19 pandemic, that expending the resources required to produce the requested report would be especially beneficial to shareholders.

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**Social Votes**

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**Apple Inc**

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*Shareholder Proposal Regarding Freedom of Expression and Access to Information*

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Mgmt. Rec.	Against
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How the vote was cast	For
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Vote Outcome	Voted Down
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**Rationale**

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The Trustee are encouraged by the company's indication that it will disclose appeals received related to government requests, to take down apps from its app store, which will help shareholders understand which requests are most controversial. Nonetheless, the Trustee believe that it would be prudent for the company to exhibit enhanced transparency around how it respects the right to free expression, especially in light of the disclosure provided by peers. Given that this is a precatory proposal, the Trustee believe that the company has the flexibility to implement its request in a manner that does not violate any laws or regulations and that does not harm shareholder interests.

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**Verizon Communications Inc**

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*Shareholder Proposal Regarding Lobbying Report*

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Mgmt. Rec.	Against
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How the vote was cast	Against
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Vote Outcome	Voted Down
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**Rationale**

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The Company has met all of the legal requirements for political spending disclosure. Per Russell Investments' custom voting guidelines, if a proposal bars a company from making political contributions, we vote against. If a proposal asks for a list of company executives, directors, consultants, legal counsels, lobbyists or investment bankers that have prior government service, we vote against. If a proposal requests that the company publish in newspapers and public media any political contributions, we vote against.

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**Charles Schwab Corp.**

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*Shareholder Proposal Regarding Diversity and Pay Data Reporting*

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Mgmt. Rec.	Against
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How the vote was cast	For
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Vote Outcome	Voted Down
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**Rationale**

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This proposal was voted on manually by Russell Investments' Proxy Voting Committee. The committee voted to support the proposal in accordance with GL's and our internal proxy analyst's recommendation. The Company's existing disclosure is limited, lagging peers. The requested disclosure may be especially pertinent for the company given that diversity and inclusion are financially material issues for companies in the SASB-defined sector. Not only can inequitable compensation cause workplace dissatisfaction, lost productivity and high turnover, but it can also result in expensive and time-consuming lawsuits. Given that shareholders would benefit both from higher granularity of the currently disclosed workforce demographic data as well as inclusion of pay data, the recommendation is to support the proposal.

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**Governance Votes**

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**AT&T, Inc.**

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*Shareholder Proposal Regarding Independent Chair*

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Mgmt. Rec.	Against
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How the vote was cast	For
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Vote Outcome	Voted Down
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**Rationale**

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Per Russell Investments' custom voting guidelines, we vote for proposals that would require the positions of chairman and CEO to be held by different persons. We believe adopting a policy requiring such an independent chair may serve to protect shareholder interests and that it would ensure independent oversight of the Company. Accordingly, we believe adopting the requested policy may serve to protect shareholder interests and that it would ensure independent oversight of the Company.

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**Verizon Communications Inc**

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*Shareholder Proposal Regarding Right to Call Special Meetings*

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Mgmt. Rec.	Against
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How the vote was cast	For
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Vote Outcome	Passed
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**Rationale**

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Per Russell Investments' custom voting guidelines, we vote for proposals that improve shareholder ability to call special meetings. In this case, GL recommended supporting the proposal based in their belief that a 10% threshold for calling a special meeting is appropriate given the Company's size and shareholder base.

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**Paladin Energy Ltd**

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*Remuneration Report*

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Mgmt. Rec.	For
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How the vote was cast	Against
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Vote Outcome	Passed
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**Rationale**

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Grants of options or equity are not linked to performance of the company in any way or hurdles applying to incentives have not been disclosed.

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*Engagement Activities*

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**Engagement with a U.S. based energy provider**

*\*Please note that this covers the 1-year period to June 2020.*

**Topic:** Action against overboarding

**Overview of Engagement:** The Fiduciary Manager maintains that best practice is for directors to limit their board membership to five or fewer publicly traded companies. The Fiduciary Manager reviewed the slate of directors up for re-election and determined that one director had relevant industry experience, but too many other board positions to be able to allocate an appropriate amount of time to this company. The Fiduciary Manager voted on behalf of the Trustee against the director. Following the annual general meeting, the Fiduciary Manager scheduled a discussion with the management team to communicate the Trustee vote decision, and the company noted that other investors had also communicated their concerns.

**Outcome:** The Trustee communicated that they will continue to vote against directors that are "over-boarded". The Trustee will monitor to see whether the company responds to shareholder concerns and takes action on this issue and follow up as needed.

**Engagement with an Australian utility company**

*\*Please note that this covers the 1-year period to June 2020.*

**Topic:** Climate transition risk and transparency

**Overview of Engagement:** In 2019 an Australian utility company received shareholder proposals regarding transition planning for climate change and expenditures on pollution controls. Within sectors that have relatively high carbon emissions such as utilities, it is important to understand the company's plans and context for future operations; simply voting in line with shareholder

proponents on sensitive and important topics such as climate change is not necessarily in the best interests of shareholders or constructive for the future of the company.

Although the Trustee voted against both shareholder resolutions, engaging with the company provided comfort that climate-related issues are being addressed, and it provided the Trustee with catalysts and milestones to monitor to ensure that the transition to a cleaner and lower-emission future is on track. It was noted during the engagement with the company that climate-related disclosure could be improved to give shareholders a better understanding of the plans and risks around the business' transition. The company committed to doing so through more comprehensive 2020 Task Force on Climate-related Financial Disclosures ("TCFD") reporting.

The Fiduciary Manager has increased its focus within climate transition planning on water usage. Whilst this was not a specific aspect of the shareholder resolutions put forward to this company, the Trustee believe it is an important consideration. It was noted that water is a significant issue to manage on an ongoing basis as power plants rely on water to operate, and whilst the Trustee see no risks specifically from water usage at this time, it is an area that requires continued attention and warrants further disclosure to shareholders in the future.

**Outcome:** This engagement gave the Trustee two key watch points for the Company in 2020 to assess their transition away from a high carbon footprint. The Trustee will monitor the company's TCFD reporting and additional disclosures on water in next year's reporting.

## Engagement with a North American power producer and supplier

*\*Please note that this covers the 1-year period to June 2020.*

**Topic:** Review of cyber security policies

**Overview:** The Trustee view cyber security as a material risk for this industry and, as such, the Fiduciary Manager reached out to the company on behalf of the Trustee for a review of its cyber security policies and practices. Information gathered by the Fiduciary Managers Engagement Sub-Committee included details about executive attention and resource staffing. Specifically, the Trustee learned that members of the company's security team are involved in a utilities industry group headed by the Federal Bureau of Investigation and aimed at energy grid protection. Two members of the board are designated as "steeped" in cyber security issues. Finally, the Compensation Committee has worked to ensure that their compensation packages are high enough to attract the right level of talent in this area.

**Outcome:** The Trustee were reassured that their cyber security efforts remain appropriately resourced; this outreach helps to outline the benchmark for other companies in the industry.

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### Industry Participation

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The Fiduciary Manager is a signatory to the UK Stewardship code and UN Principles for Responsible Investment ("UN PRI"). As a globally recognised proponent of responsible investment, the UN-supported Principles for Responsible Investing ("Principles or PRI") provides resources and best practices for investors incorporating ESG factors into their investment and ownership decisions. As a signatory to the PRI since 2009, The Fiduciary Manager has a long-standing relationship with the organisation and has completed the annual PRI assessment every year since 2013. The Principles are a set of global best practices that provide a framework for integrating ESG issues into financial analysis, investment decision-making and ownership practices. The Fiduciary Manager is actively involved with the PRI, attending annual conferences and global seminars, and engaging on discussions of interest.

The current UN PRI scorecard scored by the Fiduciary Manager as A+ or A in all categories. The average Median score across various categories was 'B'.

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### Compliance with the policy over the period

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As a holder of assets with attached voting rights, the Trustee are able to exercise these voting rights on behalf of members of the Scheme and believe the best approach is to delegate the execution of their policy to the Fiduciary Manager. The Trustee has received information on the voting activity that has been carried out on their behalf on an annual basis and are comfortable with the decisions taken.

Over the course of 2020, the Trustee are pleased to report that they have, in their opinion, adhered to the policies set out in their SIP.

The Trustee are pleased with the progress the investment managers have made over the year in this area and are continuing to work with them to develop their policies in the future.