



# Active Ownership: + Insights from Global Asset Owners

title

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## Overview

Stewardship, Active Ownership and Engagement are increasingly important for the asset owner community. It is a journey, and organizations find themselves at different points of the spectrum. Providing a comprehensive overview of the present environment and recent trends aims to provide more clarity around the options available to asset owners.

We will explore what Stewardship means for some of the largest asset owners and its relevance for financial performance and address the different ways in which investors can influence corporate behavior. By analyzing public voting records, shareholder proposal statistics and drawing from direct asset owner responses, we will show how focus topics have evolved and how the developments over the course of 2020 have highlighted certain issues. We will examine many of the issues of particular interest to investors and how ISS Solutions can help. To conclude, we survey the present state of measuring progress and reporting to stakeholders.

This paper draws from the results of the 2020 ISS Stewardship Survey conducted by Chief Investment Officer (ISS Media), the Morrow Sodali Institutional Investor Survey 2020, ISS Voting Analytics, and from interviews with leading asset owners as to their best practices.

### DEFINITIONS

|                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Stewardship</b>      | <i>“the conducting, supervising, or managing of something”<br/>especially: “the careful and responsible management of something entrusted to one's care”<sup>1</sup></i>                                                                                                                                                                                                                                                                                                           |
| <b>Active Ownership</b> | <i>“the use of the rights and position of ownership to influence the activities or behavior of investee companies. Active ownership can be applied differently in each asset class. For listed equities, it includes engagement and voting activities”<sup>2</sup></i>                                                                                                                                                                                                             |
| <b>Engagement</b>       | <i>“Corporate Engagement is, in essences, the practice of shareholders entering into discussions with company boards and/or management in order to change or influence the way in which that company is run. Engagement can be pro-active, attempting to anticipate future issues which may damage the long-term profitability of a company, or reactive, where investors express their concern in the wake of a problem or following unfavorable media coverage.”<sup>3</sup></i> |

## What some of the largest asset owners say about Stewardship

### CalPERS, USA

“We exercise our ownership rights to influence how our portfolio companies are managed and governed. Our underlying objective is to ensure that our portfolio companies are managed to create

<sup>1</sup> Source: Merriam Webster dictionary

<sup>2</sup> Source: UN PRI

<sup>3</sup> Source: Forum pour l'investissment responsible - FIR

long-term, sustainable value for shareowners. Our engagement process involves clear communication with companies regarding our engagement objectives and is meant to be collaborative.

We will generally engage with portfolio companies under three broad categories:

- *Ad hoc Engagements*: these are generally triggered by specific events and are centered around controversies or governance concerns.
- *Routine Engagements*: these involve calls with our portfolio companies during the proxy voting off season and prior to casting our vote at annual general meetings (AGMs). Routine engagements do not overlap with ad hoc or initiative-based engagements.
- *Initiative-based Engagements*: these are related to CalPERS' strategic and core initiatives outlined in the [Total Fund Governance & Sustainability 5-Year Strategic Plan \(PDF\)](#). “

### **APG, The Netherlands**

“Responsible investing does by no means mean compromising on returns...In recent years, our investment specialists have been assessing companies consistently on their sustainability credentials and conduct in the area of corporate social responsibility. These assessments enable us to make conscientious investment choices. We invest only in companies that meet our criteria of sustainable and responsible practices. But what about the companies that do not? We place those on our exclusion list, which had 159 companies on it in 2019. Or we engage with them, which we did with 716 companies in 2019, as we tried to get them to make their operations more sustainable. This latter option is the one we prefer. It potentially has a more positive effect than merely excluding or disposing of a certain investment, which would see our influence disappear altogether.”

### **Government Pension Investment Fund (GPIF), Japan**

“For increasing long-term investment returns, GPIF will fulfill its stewardship responsibilities by promoting various activities to encourage long-term perspectives and the sustainable growth of investee companies and the whole capital market.

As GPIF invests in equities and exercises voting rights through its external asset managers, we promote constructive dialogues (engagement) between asset managers and investee companies, taking into consideration ESG factors that contributes to sustainable growth. Improvement of long-term corporate value will lead to growth of the overall economy, which will eventually enhance our investment returns. GPIF shall fulfill our stewardship responsibilities by promoting engagement and building a win-win environment in the investment chain.”

### **CPP Investment Board, Canada**

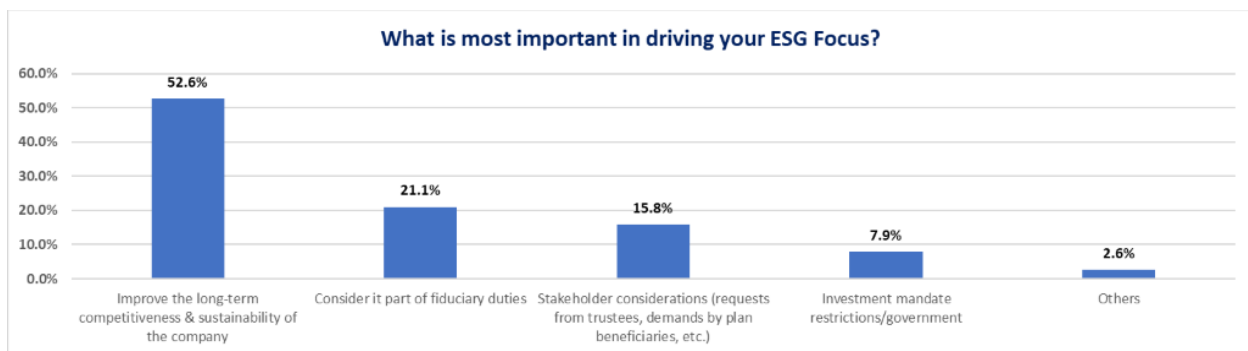
“As the trusted manager of retirement money for 18 million contributors and beneficiaries, we have an obligation to protect and enhance the value of their fund. One of the ways we do it is by advocating for changes we believe can build value over our long investment horizon. We select companies for engagement based on the materiality of their ESG risks, the gap between current ESG practices and best practices, the size of our holdings, and our key focus areas. As one of the world’s largest pension funds, we have a strong voice. We seek to develop constructive dialogue with senior executives, board members, regulators, industry associations and other key stakeholders.”

### NZ Super Fund, New Zealand

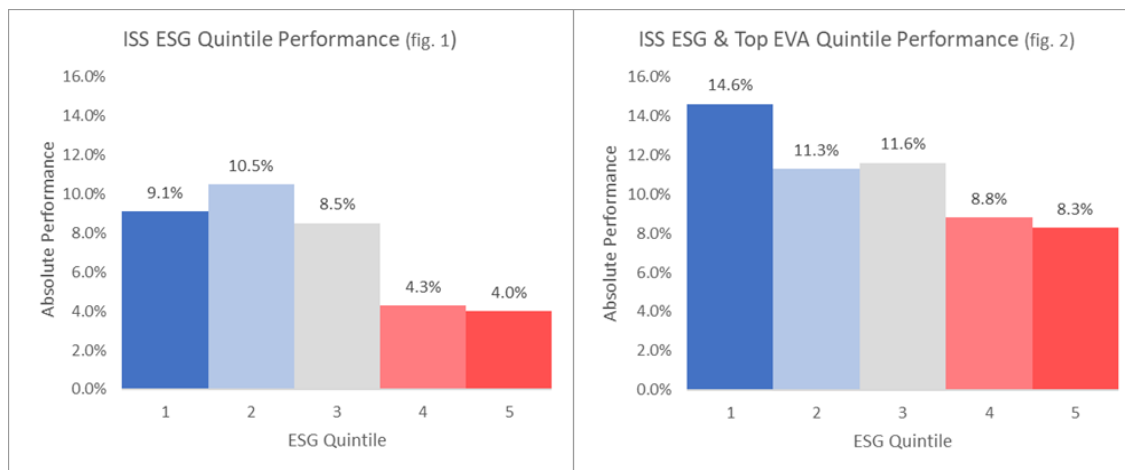
“The Guardians has a long-standing commitment to Responsible Investment. We believe that environmental, social and governance (ESG) factors are material to long term returns. Our governing legislation also requires us to avoid prejudice to New Zealand’s reputation in the world community. ESG considerations are therefore integrated into all aspects of the Fund’s investment activities, from investment selection and due diligence to ownership activities such as monitoring our external investment managers, exercising our voting rights and engaging with companies to improve their ESG policies and practices.”

### Improving long-term performance

The emphasis seen above on improving long-term performance is also reflected in the responses to the 2020 ISS Stewardship Survey. Of the respondents, over half considered this as the overriding reason to incorporate ESG considerations.



The evidence supports this view: Firms with strong overall ESG performance tend to outperform those with poor scores:



Better overall sustainability performance helps with better financial performance: As one of several studies<sup>4</sup>, ISS compared the average annual (financial) performance of US companies with a market cap above \$250 million along ESG performance quintiles. (fig 1) Both charts display average annual (12 months) returns for each ISS ESG Quintile from 12/31/2013 – 12/31/2019.

The first figure shows that the top two quintiles perform best with 9.1% and 10.5% average annual returns, while the bottom two quintiles (4 & 5) have the lowest returns with 4.3% and 4.0%, respectively. Interestingly, when one combines the top EVA<sup>5</sup> (Economic Value Added) quintile to the same cohort, returns improve across all ISS ESG quintiles while still maintaining strong Q1 vs Q5 performance spreads (fig 2). These figures support the idea that firms with strong overall ISS ESG performance scores tend to outperform those with poor scores, and when coupled with some financial quality measures those performance returns can be boosted.

### Using engagement to improve companies' long-term performance

According to the 2020 ISS Stewardship Survey results, most asset owner respondents (78%) are engaging with companies in some form.

Charlotta Dawidowski Systrand, Sustainability Strategist at AP7 summarizes it this way: “Our main strategy is active ownership, and we focus on what the companies we invest in contribute to the real world. We identify the biggest systematic issues, such as Climate Transition and consider where we as investors can influence change. Our approach includes two steps: (a) what does the company need to do in order to have a real-world effect? and (b) what does the investor need to do to drive the company or even other actors of society to have a real-world effect? We examine the root causes and what we can push for. One very important element for a successful engagement dialogue is to understand and present the business case. In collaboration with other investors, we develop what is important to drive change.”

Engagements are often pursued through some form of investor coalition, frequently organized by groups such as Climate Action 100+, CERES and the Council of Institutional Investors, to name just a few. Of the 2020 ISS Stewardship Survey respondents whose organizations consider ESG, all are active in one or more investor coalitions. As is frequently cited by even the largest asset owners; no matter the size, one fund alone cannot change the behavior of a company but should work in concert with other investors. Furthermore, investor coalitions can provide local perspective and knowledge. When organized by a dedicated non-profit group as the examples cited above, such coalitions offer the advantage of additional resources for asset owners, be that expertise or reporting capabilities.

<sup>4</sup> See “ESG Matters” - <https://www.issgovernance.com/solutions/iss-analytics/iss-eva-resource-center/>

<sup>5</sup> EVA is a measure of economic profitability and measures a firm’s ability to earn above its cost of capital when all accounting distortions are corrected for. EVA is a clean, consistent, and comparable measure of profitability that can be used by investors globally.

Seth Magaziner, General Treasurer of the State of Rhode Island states that the Employee Retirement System of Rhode Island participates in coalitions such as Ceres, the 30% Coalition and Investors for Opioid and Pharmaceutical Accountability (IOPA) to amplify its message that companies which manage sustainability issues are better positioned to deliver long-term value to investors – including members of the pension system. In a resource-limited environment, investor collaboration is often the most the most effective way to engage. Rhode Island focuses on issues which matter to the community, such as opioids, private prisons, climate change, predatory lending and the student loan debt crisis. Investor coalitions allow Rhode Island to put a spotlight on these topics that impact the welfare of their stakeholders, giving them the ability to raise issues to the board level and start a conversation. At the same time, Rhode Island views it as imperative to provide clear communication to members about the long-term financial materiality of these ESG issues.

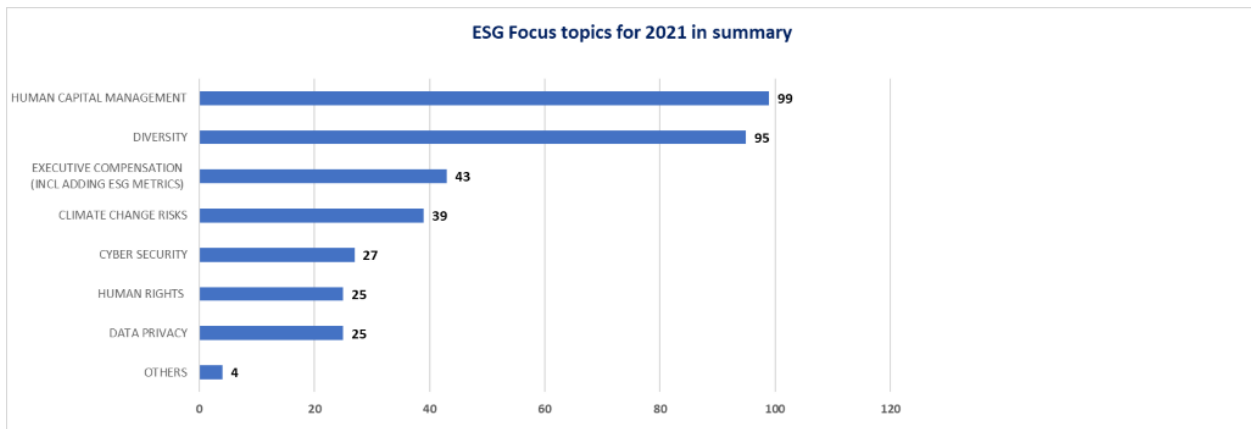
Many asset owners view coalition organizations as important to smooth the process of engagement and amplify their voice. "We value (organizations such as) CERES because they facilitate our ability to be active owners and give us opportunities to engage with companies." Says Jeffrey Warshauer, CFA, Corporate Governance Officer at the New Jersey Division of Investment. "We've found that these collaborative engagements typically yield better outcomes from ones you initiate on your own."

An additional benefit from participation in investor organizations, particularly for investors starting their engagement activity, is knowledge of prior engagements with companies and access to in-depth experts on topical areas. "You need to be extremely prudent in understanding your position, role, and desired outcomes before you even begin your engagement.", continues Jeffrey Warshauer. "You want to know the history of engagement with the company so you can build on what others have done before you, not re-hash an old topic".

## Identifying companies to target for engagement

According to the 2020 ISS Stewardship Survey results, the majority (79%) of asset owner respondents who engage responded that their first step in proactively identifying the companies to target for engagement along focus topics is not via investor coalitions, but rather on their own; either through internal research or with support from outside research providers.

The 2020 ISS Stewardship Survey indicates a heightened focus on Human Capital Management and Diversity (including racial diversity) as a systematic issue going forward:



The COVID 19 pandemic and resulting global crisis have emphasized the importance of businesses upholding high levels of working standards. Social factors, such as human capital management are recognized as a material dimension in an economy to ensure business continuity. Both for investment as well as engagement purposes relevant research is vital.

In the ISS ESG Corporate Rating framework, indicators measuring a company’s performance in various human capital management aspects have always formed a standard element of analysis across industries. Paying heed to the respective context, different aspects of particular interest depend on the business model. In its industry-specific performance research, ISS ESG Corporate Ratings evaluate companies’ unique exposure to relevant aspects, allowing investors to identify the best and worst companies in their portfolios – with respect to specific topics.

Corporate practice and performance regarding topics such as non-discrimination and employee health and safety are certainly universally relevant, yet exposure and impact may vary by company and industry. Examining the topic of discrimination and harassment in the health care industry, for example, ISS ESG Corporate Ratings research reveals that the majority of companies have formulated policies outlining the prohibition of several grounds of discrimination in employment aspects and suggest awareness of the topic; by the setting of targets, assignment of responsibilities and initiation of programs. By consulting quantitative data on the proportional representation of women in management and executive positions, potential laggards among this peer group can be identified, highlighting companies which are less prepared to manage risks.

Similarly, while the protection of health and safety of employees is a responsibility of any employer, good data is able to point to risks and opportunities at individual companies and can thereby help investors both in the dialogue with companies and, ultimately, to de-risk portfolios. Staying with the example of the health care facilities and supplies industry health and safety spans the implementation of a comprehensive health and safety management system and accident rate trends. In the transport and logistics industry, the management of contractor health and safety is of particular importance due to hazardous job tasks often being assigned to contractors that are covered by less than state-of-the-art protective equipment.

Investors interested in evaluating the long-term perspective of an investee’s sustainability strategy gain valuable insights by approaching ESG data on the integration of sustainability performance objectives into executive remuneration policies. While currently only 18% of companies assessed in the ISS ESG

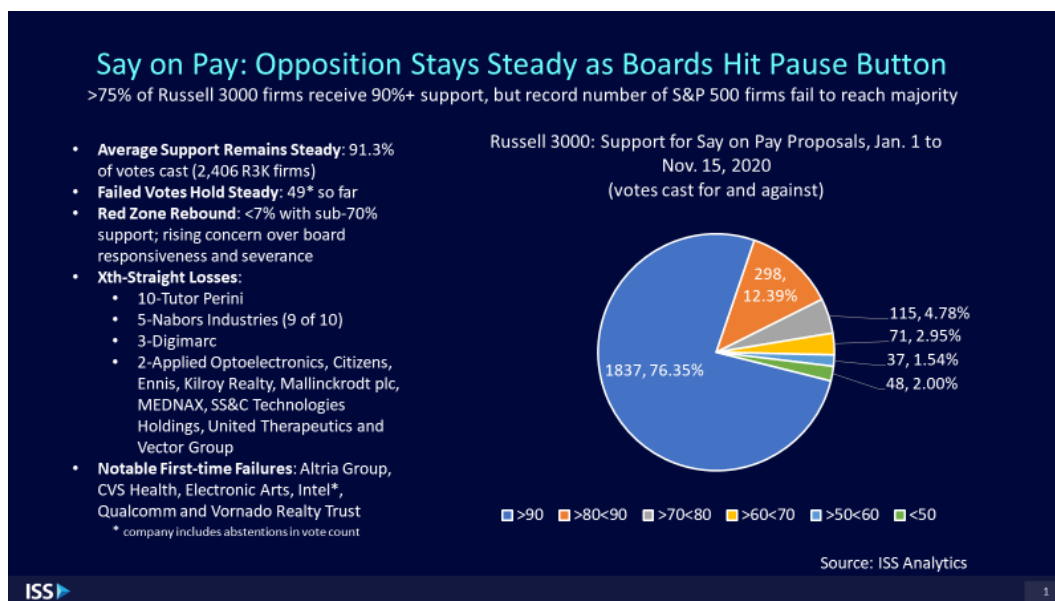


Corporate Rating universe have anchored the achievement of sustainability targets in executive remuneration schemes, on a sector level, more nuanced distributions can be observed. For instance, for more than half the companies active in Metals and Mining or the Oil and Gas sector, the variable remuneration of executives is tied to targets relevant for the industry, highlighting companies which are lagging in this respect. Tailored to investor’s needs and focus, ISS ESG data can provide insights into companies’ readiness and ability to mitigate relevant risks and opportunities and point to pivotal points for engagement in a very targeted way.

### Proxy Voting – an integral part of engagement

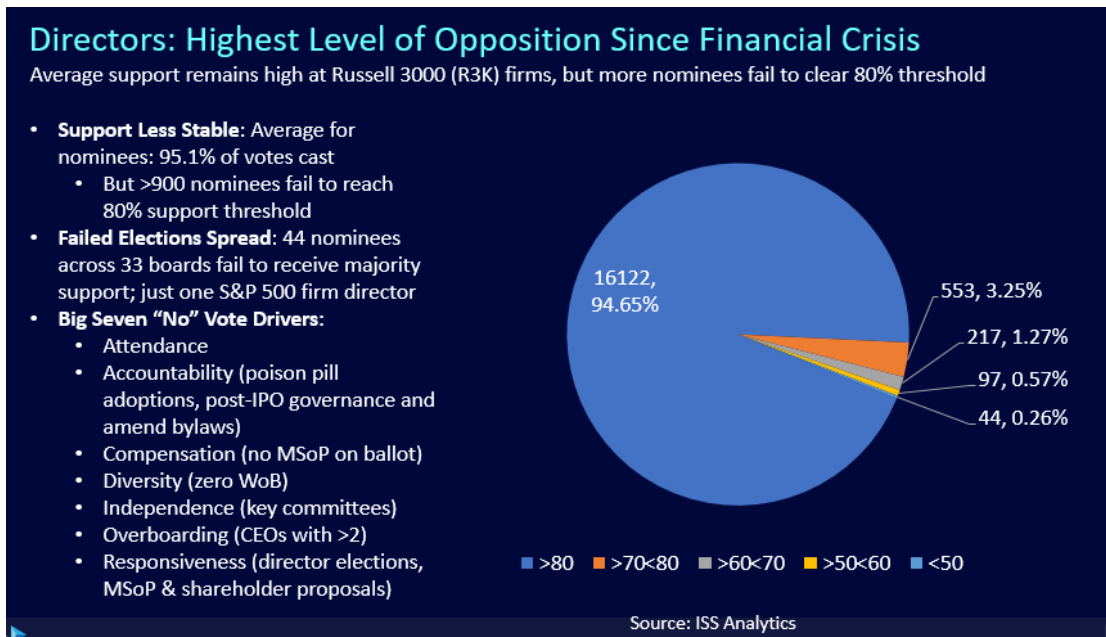
Many investors are digging deeper into the inner workings of companies by engaging with boards year-round. While engagement can play a large role in investors' ability to guide companies, proxy voting is also an essential tool for investors to communicate their expectations and market standards, and to be effective stewards. The 2020 ISS Stewardship Survey indicated that 57% of respondents either vote themselves or provide proxy voting guidelines to their investment managers. Only 8% do not vote themselves or delegate their managers to vote.

According to the Morrow Sodali Institutional Investor Survey 2020, “pay-for-performance continues to dominate as a key pressure point for investors, but increasingly the emphasis is on how companies and boards respond to shareholder concerns and negative votes.” Even though more than 75% of Russell 3000 companies received 90% or more support on their management-say-on-pay proposals (MSOP), a record number (11) of S&P500 companies failed to acquire majority support so far this year. Leading drivers attributed to the low say-on-pay support include rising concerns on board responsiveness and severance.



This year, directors also faced the highest level of shareholder voting opposition since the 2008/09 financial crisis. While most directors at Russell 3000 companies continue to receive high support

(approximately 95% of votes cast on average), more than 900 nominees (~5%) failed to reach 80% support. Moreover, 44 nominees across 33 boards failed to receive majority support, only one of which was at an S&P 500 company. In addition to responsiveness and compensation issues, directors receiving negative votes were commonly associated with issues such as poor attendance, accountability concerns, lack of board diversity, insufficient board independence, and overboarding concerns.



Beyond targeting specific directors and other ballot items for investors' varied proxy voting philosophies and criteria, voting results are often indicative of the main ESG topics on investors' radar. In order to better mitigate risk, and encourage opportunity and long-term sustainability, many investors are pushing for companies to provide greater transparency on non-financial information, with climate change often at the top of the list<sup>2</sup>. This is particularly evident through the lens of shareholder proposals and requests for further disclosure and reporting. Shareholder proposals come in various forms, and those requesting reports and further disclosure tend to receive greater support. Alternatively, shareholder proposals calling companies to action tend to be viewed as more controversial and in the U.S. run the risk of being omitted by the SEC for falling under usual business and infringing upon companies' autonomy.

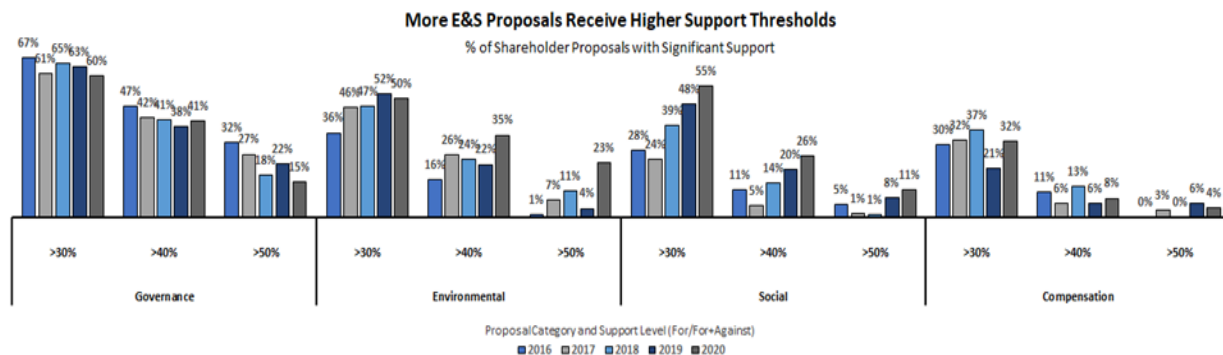
According to Mike McCauley, Senior Officer Florida State Board of Administration, companies are disclosing more information today, because they know that investors and rating providers are using the information. He finds that companies want to talk to them, usually ahead of proxy season to understand how they voted and what topics they (Florida SBA) see as trending or of importance.

As an active owner, Florida SBA makes clear that it is guided by fiduciary responsibility and emphasis on performance. While Florida SBA has usually focused on governance, seeing governance as a way for risk mitigation, E and S topics have become increasingly part of the focus over the last 5 years. Each one, E&S and G have become bigger, more important.

All of this showcases the growing focus by many investors incorporating E&S matters into an integrated “ESG” and stewardship approach, and the potential material impact of many extra-financial matters. We have seen year-over-year average support for E&S shareholder proposals increasing, with many now receiving more than 30% support. This is particularly striking when looking back at how little support these proposals received just five or ten years ago. In 2020, there were 20 E&S-related proposals that received majority support, addressing topics such as climate change risk, human capital management, lobbying, political spending, and racial/ethnic diversity.

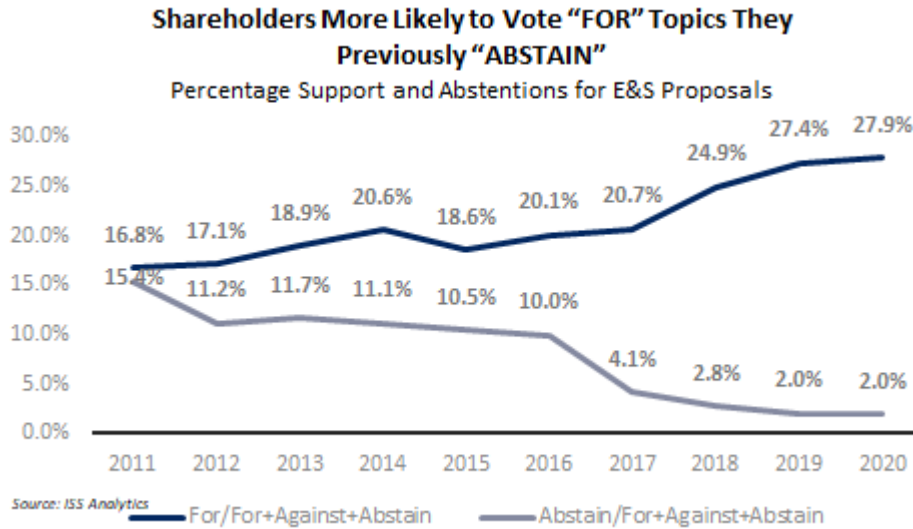
| Topic                    | Company                         | Shareholder Resolution                                                 | Support |
|--------------------------|---------------------------------|------------------------------------------------------------------------|---------|
| Board Diversity          | National Healthcare Corporation | Report on Plans to Increase Board Diversity                            | 59.2%   |
| Board Diversity          | Expeditors International Inc.   | Adopt a Policy on Board Diversity                                      | 52.9%   |
| Climate Change           | Dollar Tree                     | Report on Aligning Business Strategy with Climate Change Constraints   | 73.5%   |
| Climate Change           | Ovintiv                         | Report on Climate Change Risks                                         | 56.4%   |
| Climate Change           | J.B. Hunt Transport Services    | Report on Aligning GHG Emissions Reductions with Paris Agreement Goals | 54.5%   |
| Climate Change           | Phillips 66                     | Report on Risks of Gulf Coast Petrochemical Investments                | 54.7%   |
| Healthcare               | Johnson & Johnson               | Report on Governance Measures to Monitor Risks of Opioid Crisis        | 60.9%   |
| Human Capital Management | Genuine Parts Company           | Report on Material Human Capital Risks                                 | 79.1%   |
| Human Capital Management | O'Reilly Automotive, Inc.       | Report on Material Human Capital Risks                                 | 66.0%   |
| Human Capital Management | Chipotle Mexican Grille         | Report on Employment-Related Arbitration                               | 51.0%   |
| Political Spending       | Activision Blizzard, Inc.       | Report on Political Contributions                                      | 58.6%   |
| Political Spending       | Western Union Company           | Report on Political Contributions                                      | 53.3%   |
| Political Spending       | J.B. Hunt Transport Services    | Report on Political Contributions                                      | 53.2%   |
| Political Spending       | Alaska Air Group                | Report on Lobbying Payments and Policy                                 | 52.3%   |
| Political Spending       | McKesson                        | Report on Lobbying Payments and Policy                                 | 52.1%   |
| Political Spending       | Centene Corporation             | Report on Political Contributions                                      | 51.4%   |
| Political Spending       | Chevron                         | Report on Climate Related Lobbying                                     | 53.5%   |
| Sustainability           | Enphase Energy                  | Report on Sustainability                                               | 52.3%   |
| Workforce Diversity      | Fortinet                        | Report on Workforce Diversity                                          | 70.0%   |
| Workforce Diversity      | Fastenal Company                | Report on Workforce Diversity                                          | 61.0%   |

To put this into perspective, the record number (20) of majority-supported US E&S-related resolutions in 2020 compares to 12 in 2019 and 10 in 2018.

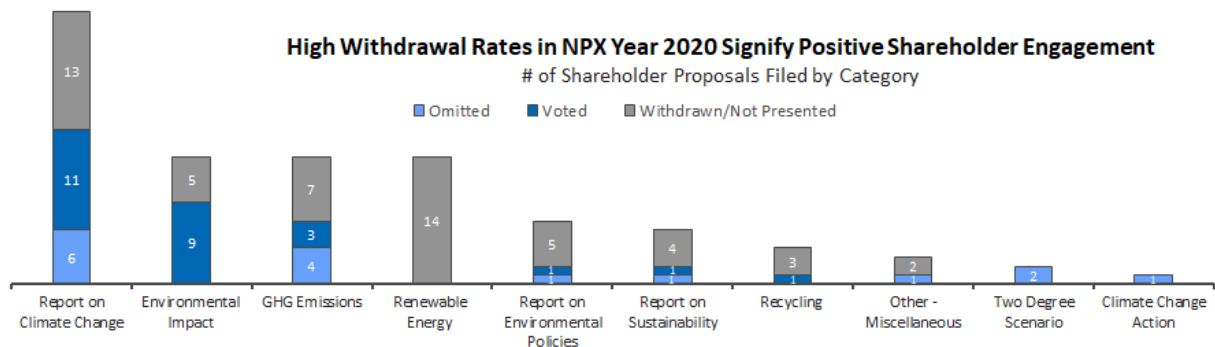


Undoubtedly, many investors are now taking a stand on certain issues and encouraging companies to incorporate environmental and social considerations in their daily operations and governance structures. This is further evidenced by the significant drop in number of shareholder abstentions on

E&S proposals over the past few years. Previously, shareholders often abstained on these topics, but many are now progressing their proxy philosophies and voting in favor of such initiatives.



The increase in shareholder proposal withdrawal rates (see table below) also indicates positive engagement efforts on ESG considerations and practices, as proponents often withdraw to recognize companies taking action or making commitments. For example, in NPX Year 2019, there were 24 shareholder proposals requesting a "Report on Sustainability" filed. Only two went to a vote (one of which received a whopping 80% support at Rite Aid Corp.), another two were omitted, and the remaining 20 were withdrawn. NPX Year 2020 saw this trend continued with all 14 "Renewable Energy" proposals withdrawn (up from 9 withdrawals in NPX Year 2019). Additionally, half of the 14 filed "GHG Emissions" proposals were withdrawn, as were 13 of the proposals requesting a "Report on Climate Change." NPX Year 2020, also saw "news-worthy" social proposals receiving extremely high withdrawal rates as proportions of overall filed shareholder proposals in their respective categories (25/36 proposals for "Board Diversity and 21/34 proposals on "EEO/Workforce Diversity" were withdrawn). These high levels of withdrawal rates indicate companies are now more likely to work with filers and incorporate the proposal asks on their own behalf, rather than allowing the proposals to go to vote.

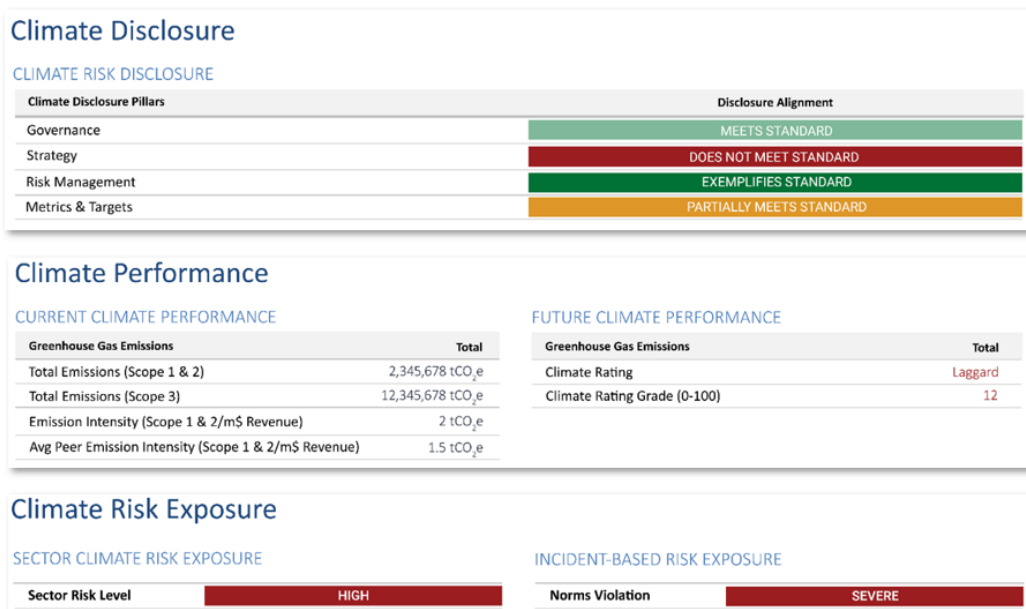


That said, shareholder proposal filings and the engagement and any agreements that lead to proposal withdrawals reflect the specific views and requests of the filer. For investors with their own approaches to climate risk, not all climate-related proposal filings will necessarily align with their views. An effective voting policy on climate change is likely to require a climate risk assessment of the investor’s entire portfolio, which would allow for the evaluation of companies on a stand-alone basis and independent of shareholder proposal filings. Because general meeting agendas rarely address climate change issues directly except through shareholder proposals, an active voting policy on climate is likely to need to expand to regular ballot items and management proposals, such as director elections, discharge of directors (in markets where available), or the approval of financial statements.

To help investors meet the challenges of implementing a climate risk strategy for their portfolio companies, in 2019 ISS launched two new services, the [ISS Custom Climate Voting Service](#) and the ISS thematic specialty [Climate Voting Policy](#), providing investors with choices on how to take their climate philosophies and put them into action through voting and engagement. The ISS Custom Climate Voting Service gives a broad range of options, uses ISS ESG’s extensive climate data and proprietary research, and draws on widely recognized and accepted frameworks, such as the TCFD, to allow investors to incorporate a range of different climate-related factors into their voting at their portfolio companies. The ISS specialty Climate Voting Policy provides an actionable transparent framework based on principles developed from widely recognized international frameworks, enabling investors to exercise their voting rights based on their portfolio companies’ climate disclosures and performance.

In response to growing investor interest for more integrated climate-related data, ISS also introduced the [ISS Climate Awareness Scorecard](#) into a range of ISS Benchmark and Specialty policy research reports. The ISS Climate Awareness Scorecard distills and harmonizes publicly available data and ISS proprietary analysis on a company’s climate change-related disclosures, practices, and performance record, including its industry risk group.

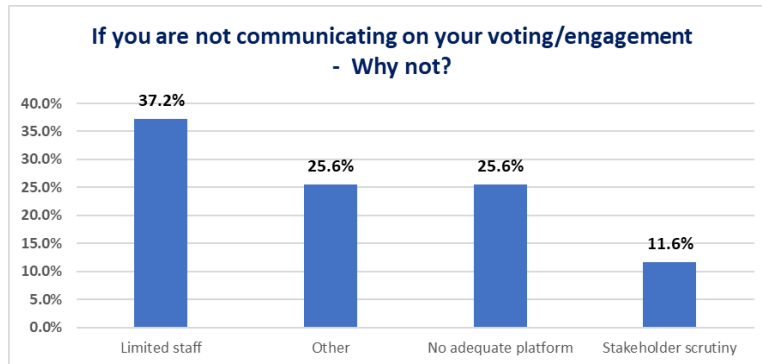
### ISS Climate Awareness Scorecard – Sample Profile



The ISS Custom Climate Voting Service, specialty Climate Voting Policy and the ISS Climate Awareness Scorecard all draw on ISS data and analysis offerings such as [ISS ESG Climate Solutions](#), the [ISS ESG Carbon Risk Rating](#), and [ISS ESG Norm-Based Research](#). ISS ESG tracks more than 200 proprietary data points on climate disclosure indicators, aligned with TCFD disclosure requirements.

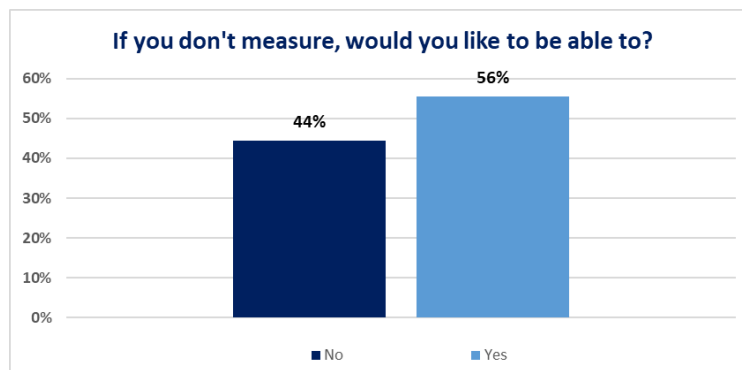
### Reporting on actions and progress

Interestingly, the 2020 ISS Stewardship Survey indicated nearly half (47%) of asset owners do not presently communicate their voting and engagement activities. As to why not, 58% did not respond to this question. However, of the 42% that did, the answer is overwhelmingly due to internal limitations such as staffing resources and lack of adequate platforms (63%). Notably, only 12% indicated that they were held back by stakeholder scrutiny, while 25% mentioned individual reasons.

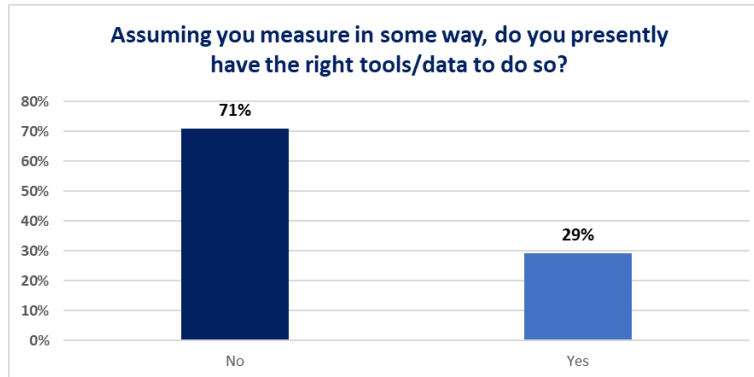


As part of its leadership position and long expertise serving investor needs in this area, ISS understands the myriad needs its clients have and offers a range of tools and solutions to assist investors to effectively report to their stakeholders.

Just as institutional investors have varying views on if and how to communicate their voting and engagement activities, the same is the case for if and how they can measure the progress and impact of their work. The 2020 ISS Stewardship Survey indicated that more than a third of investors currently measure such progress, while 63% do not. More than half (56%) of the respondents indicated they would like to measure their progress.



Of the 37% presently measuring progress in some form, the majority (71%) feel that they do not have the appropriate tools and/or data to do so.



When it comes to fulfilling their investment stewardship goals, some investors again said overcoming internal limitations such as time, resources, and better technology pose the greatest challenges. Others said that third party data, metrics, and standardizations would be necessary to achieve their goals. Understanding its clients' needs, ISS offers various products to aid investors in their engagement and voting activities, in reporting to their stakeholders and to analyze the efficacy of their efforts.

## Conclusion

Asset owners are increasingly incorporating ESG considerations across their stewardship activities. With more and better E, S and G data becoming available and greater recognition among investors that attention to those factors supports better risk management and long-term success, companies are also increasingly cognizant of the importance of disclosing better relevant information to shareholders. The increase seen in U.S. shareholder proposal withdrawal rates signifies positive engagement efforts as companies acknowledge the importance of incorporation of ESG considerations into their operations and risk management practices. But as in any situation when there is more to be done without a commensurate increase in resources, many investors are challenged as to how to prioritize the extra work. ISS, as the leading provider of governance and responsible investment solutions, offers clients a range of solutions allowing investors to focus on the most important aspects of their stewardship work.

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