

# **Stewardship and Engagement**

## **Implementation Statement – 1 January 2022 to 31 December 2022**

---

### *Introduction*

---

On 6 June 2019, the UK Government published the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations (the “Regulations”). The Regulations require that the Trustee of the Hayward Tyler Pension Plan Trustees Limited (the “Trustee”) outline how the stewardship, voting and engagement policies set out in their Statement of Investment Principles (“SIP”) have been followed over the course of the year under review.

This Statement has been prepared by the Trustee with the assistance of their appointed Fiduciary Manager and is for the year ending 31 December 2022.

The Trustee’s Stewardship and Engagement policies are included in the SIP which is available [here](#).

---

### *Last review of the key policies regarding Stewardship and Engagement*

---

Policies regarding stewardship, voting and engagement were last reviewed as part of a wider review of the SIP in September 2020. The Trustee confirmed that the policies remained suitable and in the best interests of members. No material changes were made.

During the course of the year, the Trustee has received presentations from their appointed Fiduciary Manager 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.

---

### *Voting behaviour*

---

Under the Fiduciary Management arrangement in place the Trustee has delegated proxy voting and engagement decisions to the Fiduciary Manager. The Fiduciary Manager has a robust and well-established set of guidelines to follow when voting on the Trustee’s behalf which are reviewed and updated on an annual basis. It has provided the Trustee with both a copy of the Proxy Voting Guidelines and the most recent Active Ownership Report. The Fiduciary Manager instructs Glass Lewis, a specialist proxy voting firm, to execute the votes in-line with the agreed guidelines and where Glass Lewis cannot apply this policy the votes are referred to Russell Investments Active Ownership Committee.

A total of 12,387 votes were placed on securities held in the Plan’s Growth portfolio over the period under review. A summary of the voting activity carried out on behalf of the Trustee is set out overleaf.

## Key statistics

	Management Proposals	Share Holder Proposal	Total Proposals
With Management	10,071	281	<b>10,352</b>
Against Management	1,160	199	<b>1,359</b>
Votes without Management Recommendation	52	11	<b>63</b>
Take No Action	606	7	<b>613</b>
Unvoted	0	0	<b>0</b>
<b>Totals</b>	<b>11,889</b>	<b>498</b>	<b>12,387</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.
- 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).

## Votes Broken Out by E.S.G.

Topic	Number of Votes
Environmental	96 (includes climate risk issues)
Social	186
Governance	11,492

This table excludes Take No Action votes.

## Most significant votes

### Criteria adopted

The Fiduciary Manager defines significant votes as ones that meet, at least, one of the following criteria:

- Votes against management proposals where the level of dissent from shareholders is 20% or higher, in line with the UK Corporate Governance Code.
- Votes supporting shareholder proposals when management is recommending against, and the level of support is 40% or higher, suggesting that the proposal nearly passed.
- Votes that directly affect shareholder equity holding or value. For example, merger and acquisitions.

In addition, the Fiduciary will consider votes that are aligned with the Fiduciary Manager's stewardship priorities with regards to environmental, social and governance matters, as defined by the [voting policy](#).

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. Furthermore, the votes are selected on the basis of having high weight in the Plan. Any reference to we and/or us in the following examples refers to the Fiduciary Manager's views and / or approach followed when voting on behalf of the Trustee.

As at 31<sup>st</sup> December 2022 the Hayward Tyler Pension Plan was 0.3% of the Multi-Asset Growth Fund, which the fund as at the 31<sup>st</sup> December 2022 held 44.2% in equities.

This statement does not include the fixed income funds, as the voting only covers equity engagements.

The following size of holdings are references to the approximate weight of the company as a proportion of the Multi Asset Growth Fund.

### Environmental Votes

---

#### **Travelers Companies Inc.**

---

##### *Shareholder Proposal Regarding Aligning GHG Reductions with Paris Agreement*

---

Date	25/05/22
Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.29%
Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Passed
Criteria for selection as significant vote:	Vote Against Management, Controversial Outcome, Environmental Shareholder Proposal

---

#### **Rationale**

Voted to support this proposal, along with over 55% of the vote. The Company has fairly robust disclosure concerning its fossil fuel underwriting; however, it does not provide disclosure of or a reduction target for its Scope 3 emissions.

Given this proposal does not explicitly direct the adoption of any policies or actions—it asks the Company to report on if and how it intends to measure, disclose, and reduce its GHG emissions associated with underwriting, insuring, and investment activities—we believe this proposal provides sufficient latitude to the Company concerning what is disclosed and how it will provide the requested information, while benefitting shareholders.

---



---

#### **Amazon.com Inc.**

---

##### *Shareholder Report on Plastic Packaging*

---

Date	25/05/22
Approximate size of fund's holding as at the date of the vote (as % of portfolio)	2.04%
Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Rejected
Criteria for selection as significant vote:	Top Holding, Vote Against Management, Controversial Outcome, Environmental Shareholder Proposal

---

#### **Rationale**

Voted to support this proposal, along with over 48% of the vote. While the company discusses its impact in terms of plastic waste reduction, it does not provide an overall baseline amount of plastic used throughout its supply chain, nor does it provide data that allows investors to assess its progress. Additional disclosures on the company's plastics use would allow shareholders to keep track of the company's commitments and assess progress in terms of waste reduction.

---



---

#### **Costco Wholesale Corp**

---

---

*Shareholder Proposal Regarding Adoption of Targets to Achieve Net-zero Emissions by 2050*

---

Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.56%
Date	20/01/22
Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Passed
Criteria for selection as significant vote:	Vote Against Management, Controversial Outcome, Environmental Shareholder Proposal

---

**Rationale**

Voted to support this proposal, along with nearly 67% of the vote, on the grounds that the company still lags peers in its climate approach, and this proposal should encourage management to establish Scope 1 and 2 emissions targets.

---

**Social Votes**

---

**Chevron Corp.**

*Shareholder Proposal Regarding Racial Equity Audit*

---

Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.42%
Date	25/05/22
Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Rejected
Criteria for selection as significant vote:	Vote Against Management, Controversial Outcome, Social Shareholder Proposal

---

**Rationale**

Voted in support of the proposal, along with ~47% of the vote. The proposal asks the Company to address systemic environmental racism and the disproportionate harm climate change will have on indigenous communities and the populations of developing nations. While the deeper solutions to these issues lie outside the Company's purview, it is feasible that the company look more holistically on its current operations and provide a report to Shareholders integrating the DEI issues specific to its industry (climate justice and environmental equity) in its current policies and provide an audit of those policies.

As the Company's peers are reporting on the efforts to address environmental justice and placing the issue in the framework of its DEI policies – it is not a material burden for the company to meet the request of this proposal.

---

---

**Apple Inc.**

*Shareholder Proposal Regarding Civil Rights Audit*

---

Approximate size of fund's holding as at the date of the vote (as % of portfolio)	2.85%
Date	04/03/22

---

Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Passed
Criteria for selection as significant vote:	Top Holding, Vote Against Management, Controversial Outcome, Social Shareholder Proposal

**Rationale**

Voted in support of the proposal. It is in shareholders' best interests for the Company to proactively identify and mitigate risks that could result in adverse outcomes such as customer and employee attrition, reputational risk, fines, and regulatory inquiries. We also believe it is important for shareholders to be able to assess these efforts through reporting, such as that requested by the proposal.

The proposal was ultimately passed by ~53% of the vote.

**Costco Wholesale Corp**

*Shareholder Proposal Regarding Report on Racial Justice and Food Equity*

Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.56%
Date	20/01/22
Mgmt. Rec.	Against
How the vote was cast	Against
Vote Outcome	Rejected
Criteria for selection as significant vote:	Controversial Outcome, Social Shareholder Proposal

**Rationale**

Voted against this proposal. While we acknowledge the importance of this issue given potential reputational risks, we found that the proponent did not identify any particular practices of the company which are problematic to food security. The proposal was defeated, but had ~16% of the vote in support.

**Governance Votes**

**Bristol-Myers Squibb Co.**

*Shareholder Proposal Regarding Independent Board Chair*

Approximate size of fund's holding as at the date of the vote (as % of portfolio)	0.37%
Date	03/05/22
Mgmt. Rec.	Against
How the vote was cast	For
Vote Outcome	Rejected
Criteria for selection as significant vote:	Vote Against Management, Controversial Outcome, Governance Shareholder Proposal

**Rationale**

Vesting a single person with both executive and board leadership concentrates too much responsibility in a single person and inhibits independent board oversight of executives on behalf of shareholders. On the Trustee's behalf, we believe adopting a policy requiring an independent chair may therefore serve to protect shareholder interests by ensuring oversight of the company on behalf of shareholders is led by an individual free from the insurmountable conflict of overseeing oneself.

---

Though ultimately rejected, the proposal received >44% support.

---

---

**Apple Inc**

---

*Shareholder Proposal Regarding Becoming a Public Benefit Corporation*

---

Approximate size of fund's holding as at the date of the vote (as % of portfolio) 2.85%

Date 04/03/22

Mgmt. Rec. Against

How the vote was cast Against

Vote Outcome Voted Down

Criteria for selection as significant vote: Top Holding, Governance Shareholder Proposal

---

**Rationale**

Vesting a single person with both executive and board leadership concentrates too much responsibility in a single person and inhibits independent board oversight of executives on behalf of shareholders. On the Trustee's behalf, we do not find a clear showing by the proponents that shareholders should, in this instance, supplant the judgment of the board and management team or that adoption of this proposal will clearly lead to an increase in shareholder value. While we believe it is prudent for investors to monitor the Company's actions with respect to its stakeholder considerations, we believe that management and the board typically have more and better information about the Company and its operations and are therefore in the best position to determine what actions should be taken, if any, with regard to the structure of its corporate form.

The proposal was overwhelmingly rejected, with 96% of the vote Against.

---

---

**Ansys Inc.**

---

*Shareholder Proposal Regarding Board Declassification*

---

Approximate size of fund's holding as at the date of the vote (as % of portfolio) 0.21%

Date 12/05/22

Mgmt. Rec. Against

How the vote was cast For

Vote Outcome Passed

Criteria for selection as significant vote: Vote Against Management, Controversial Outcome, Governance Shareholder Proposal

---

**Rationale**

We believe, on the Trustee's behalf, that classified boards are not in the best interest of shareholders. Empirical evidence has shown that classified boards may reduce the firm's value and also reduce the likelihood of receiving a takeover offer. The annual election of directors provides maximum accountability of directors to shareholders; the ability to withhold votes from or vote against directors is a powerful mechanism through which shareholders may express dissatisfaction with company or director performance.

The proposal was passed with overwhelming support from 90% of shareholders.

---

Not all investments have voting rights attached to them, however asset owners can engage with the issuers of equity and debt to influence positive change. The Trustee is supportive of engagement with investee companies in this way and has delegated this activity to the Fiduciary Manager.

The Fiduciary Manager aims to engage with companies on overall business strategy, capital allocation, and ESG practices while encouraging appropriate levels of risk mitigation. The Fiduciary Manager's [engagement policy](#) is available here and examples of engagement activity are provided below.

Any reference to we, our and/or us in the following examples refers to the Fiduciary Manager's policy, views and activity.

### Direct-Company Engagement with a North American Mining Company

**Engagement Action:** Russell Investments engaged with a mining company domiciled in Canada. The dialogue was focused on the company's efforts around climate change adaptation, ESG accountability, and natural resource management.

**Engagement Objective:** Mining operations are energy-intensive and generate significant direct greenhouse gas (GHG) emissions. Regulatory efforts to reduce GHG emissions in response to the risks posed by climate change may result in additional regulatory compliance costs and risks for the company due to climate change mitigation policies. The primary objective of this discussion was to encourage the company to further disclose its strategy to achieve net zero by 2050 and improve their approach to biodiversity impact.

**Engagement Summary:** Russell Investments identified that, whilst disclosure provided by the company is in line with The Task Force on Climate-Related Financial Disclosures ('TCFD'), the level of detail provided was limited from a strategic perspective. The company intends to reduce its reliance on fossil fuels. Natural gas and solar energy will be the main alternatives, and we have requested the company provide a higher level of detail in terms of percentage each alternative fuel will represent.

The company is taking a more conservative approach than peers as they believe that the technology they require to reach net zero will not be available until post 2030.

**Engagement Outcome:** Russell Investments will continue to engage with the company during 2023 to ensure the company shows progress in disclosure, particularly its net zero roadmap and biodiversity impact.

### Collaborative Engagement on Board Composition and Accountability with a US-based food products supplier

**Engagement Action:** As part of a collaborative engagement with one of our sub-advisor partners, Russell Investments engaged with large US producer of processed food products.

**Engagement Objective:** Russell Investments maintains responsibility for proxy voting related to investment holdings. In line with our proxy voting guidelines, we were set to vote against the three directors due to the company's lack of responsiveness to shareholder proposals. The company has a dual class share structure and a significant proportion of shareholders have expressed their concerns with this practice at the 2021 Annual General Meeting and in other forums.

**Engagement Summary:** Russell Investments conveyed our preference for a 'one-share-one-vote' capital structure. Furthermore, we encouraged the company to better respond to shareholder dissent through disclosures and outreach. The Company met with shareholders and understands the preference to remove dual-class shares structure but noted it is unwilling to change the structure in the short term.

**Engagement Outcome:** We voted against the re-election of two directors for their lack of response in implementing the shareholder proposal, and continued refusal to restructure the share classes. Russell Investments will continue to engage with the company on its ESG transparency and progress in disclosures in other areas.

## Direct-Company Engagement on ESG Disclosures with a European Global Defense Company

**Engagement Action:** Russell Investments engaged with a UK-based Aerospace and Defence company with high ESG exposure to product governance risks in its operations as well as moderate risk from Scope 3 carbon emissions.

**Engagement Objective:** The engagement has been ongoing since 2021 with previous engagement calls covering ESG disclosures as it related to human capital and diversity and inclusion. Russell Investments objective for 2022 was to encourage the company to keep engaging with external stakeholders to influence the external perception of the defense industry. Furthermore, we have focused our discussion to assess and monitor the company's decarbonisation strategy.

### Engagement Summary:

The Company has continued engagement with the press to work toward a more positive perception of the defense sector. Regarding ESG strategy, the Company engaged with internal and external stakeholders from a materiality perspective and the outcome shows the company is focused on the right ESG-related issues. The targets and commitments set before the pandemic remained unchanged, and they're on track to achieve them. The decarbonisation strategy doesn't require high Capex and it is not fully reliant on technology for Scope 1 and 2. Technology more relevant for management of Scope 3 emissions. The company will consider disclosing a decarbonisation roadmap in the next report.

**Engagement Outcome:** The company exhibits very strong governance practices. We are broadly satisfied with the response to the issues raised. Where they don't have a response or strategy in place, they have taken action - This has been already reflected in their improved disclosures i.e. human capital metrics. Russell Investments will follow up with the company on the decarbonisation strategy, with the main topics of discussion being scope 3, waste and water in 2023.

---

### Industry Participation

---

The Trustee encourages the Plan's Fiduciary Manager to leverage its position through collaborative efforts and partnerships with other industry participants. To this end, the Fiduciary Manager is a signatory to the **UK Stewardship Code 2020** and **Principles for Responsible Investment ("PRI")** and a member of **Climate Action 100+** and the **Net Zero Asset Managers Initiative**.

The **UK Stewardship Code 2020**, comprising a set of 'apply and explain' Principles, sets high stewardship standards for those investing money on behalf of UK savers and pensioners. The Fiduciary Manager's Stewardship Code Report for 2021 can be found [here](#).

**PRI** is a globally recognised proponent of responsible investment, which 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.



**Climate Action 100+** is an investor initiative launched in 2017 to ensure the world's largest corporate greenhouse gas emitters take necessary action on climate change. The Fiduciary Manager joined the Climate Action 100+ initiative in early 2020 and has directly engaged with a select number of companies on climate transition through the regional entities over the period.

In 2021, the Fiduciary Manager joined the **Net Zero Asset Managers Initiative**, a group of international asset managers committed to supporting the goal of net zero greenhouse gas emissions by 2050 or sooner. The Fiduciary Manager has committed to a range of actions that are the key components required to accelerate the transition to net zero and achieve emissions reductions in the real economy: Engaging with clients, setting targets for assets managed in line with net zero pathways, corporate engagement and stewardship, and policy advocacy.

Additionally, the Fiduciary Manager's latest active ownership report for the year ending 2021 can be found [here](#).

---

*Compliance with the policy over the period*

---

As a holder of assets with attached voting rights, the Trustee is able to exercise these voting rights on behalf of members of the Plan 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 2022, the Trustee is pleased to report that they have, in their opinion, adhered to the policies set out in their SIP.

The Trustee is pleased with the progress the Fiduciary Manager has made over the year in this area and will continue to work with them to develop their policies in the future.