April 2024

LGIM

North America Corporate Governance and Responsible Investment Policy

Intended for investment professionals only. Not to be distributed to consumers.

Introduction

This document sets out Legal & General Investment Management's (LGIM) expectations of investee companies in the North American market in terms of environmental, social and governance issues. This is a region-specific document and is therefore separate to our Global Principles document, which provides a full explanation of LGIM's approach and expectations in respect of topics we believe are essential for an efficient governance framework. When developing our policies, we consider broader global guidelines and principles, such as those provided by the United Nations Global Compact, OECD guidelines and ILO conventions and recommendations as well as local market regulations. We expect all companies to closely align with our principles, or to engage with us where circumstances prevent them from doing so.

Although there is no 'one-size-fits-all' solution to building a sustainable business model, we look for companies we invest in to demonstrate that sustainability is effectively integrated into their long-term strategy and their daily operations. Companies should aim to minimise any negative impacts their businesses have on the environment, while innovating to find better solutions. Their strategies should include ways to make a positive impact on society, embrace the value of their workforce and supply chains and deliver positive long-term returns to shareholders.

We publicly disclose our voting decisions, including the rationale when we go against a company's management. This data is now accessible one day after the shareholder meeting here.

Investor Stewardship Group framework

LGIM endorses the framework for US stewardship and governance from the Investor Stewardship Group (ISG), which helps meet the need for investor-led best-practice guidelines for both companies and investors in the US market. Its Principles for US Listed Companies framework includes six principles that are fundamental to good governance at listed companies and reflect many of the beliefs set out in our policies. However, LGIM's principles may be more specific and more robust on certain issues.

Company board

The board of directors is responsible for the management and long-term success of the company. In doing so, it should act as a steward of stakeholders' interests.

The board has the crucial task of setting the strategy and direction of the business and ensuring that the necessary resources are available to enable their implementation, while making sure that appropriate risk management and internal controls are in place. It sets the philosophy for the company, ensuring that stakeholder views are considered and embedded in its culture. The board is expected to take into account environmental, social and governance considerations and to report on company performance in these areas. It is also responsible for ensuring the integrity of company accounting and reporting, and the effectiveness of internal control systems. Lastly, the board is ultimately accountable to investors and other stakeholders and should make sure its decisions are effectively communicated to them.

Board leadership

LGIM believes that having the right composition at the top of a company is an essential element of its success. We expect each director on the board to fully exercise their duties and promote the long-term success of the company.

We expect the board's decisions and actions to demonstrate leadership in managing the company's responsibilities to its stakeholders and to limit any negative impact of its operations on the environment.

As such, LGIM will usually hold the board chair accountable for failing to meet our minimum expectations under key policies to protect our planet and safeguard society. For more information on key environmental and social focus areas please see below and our website.

Board chair and chief executive officer (CEO)

The responsibilities of the chair include leading the board, setting the agenda for board meetings, and ensuring that directors receive accurate and timely meeting information. Under his or her direction, there should be a good flow of information within the board and to its committees. The chair is also responsible for leading the appointment process for the CEO.

The chair should be able to challenge the executive directors and encourage the non-executive directors to actively participate in board discussions. It is the chair's role to regularly assess whether board members have the adequate skills, expertise, time commitment, and whether they are sufficiently diverse to make a positive contribution.

By contrast, the CEO has the responsibility for executing the strategy agreed by the board and leading the business.

Given the importance of the role, LGIM expects the chair to be independent at the time of appointment. LGIM would therefore not expect a retiring CEO to take on the role of board chair, as these two positions involve different responsibilities and a different approach to board relationships and the company's strategy.

Additionally, we recognise the challenge for those who have had executive responsibilities to adequately distance themselves as a non-executive chair.

Where a company would find the presence of the former CEO on the board beneficial in times of transition, our preference is to allow the CEO to be used as a consultant rather than as a formal board member. The use of their services should be limited to a year.

There are also instances where a company may, for a short period, be governed by an executive chair. This tends to be when the company is undergoing a shift in its structure or management or is under severe stress. In such circumstances, LGIM would expect companies to commit to re-split the roles within a short, pre-set timetable.

Combined chair and CEO

The roles of chair and CEO are substantially different, requiring distinctly different skills and experience. Therefore, LGIM expects the two roles to be separated. This division of responsibilities ensures that a single individual does not have unfettered powers of decision-making at the head of the company, thereby securing a proper balance of authority and responsibility on the board.

Any decision to combine or re-combine these roles should be subject to a shareholder vote of approval. We believe that having a combined chair and CEO can have a negative impact on culture, board discussions, remuneration and shareholder rights.

LGIM will vote against the re-election of any director who holds both the chair and CEO positions.

Senior or lead independent director

The senior or lead independent director plays an essential role on the board and should lead the succession process for the chair and appraise the chair's performance. Additionally, they should meet investors regularly to stay well informed of key concerns.

They can also be a key contact for investors, especially when the normal channels of the chair, CEO, or chief financial officer (CFO) have failed to address concerns or are not the appropriate avenues.

LGIM expects the senior or lead independent director to be unquestionably independent. This is of particular importance when the company has a combined chair and CEO.

Non-executive directors

LGIM expects non-executive directors to use their skills and experience to constructively contribute to board discussions and help develop proposals on strategy. They are expected to oversee management performance and provide constructive challenge at board meetings.

We encourage boards to appoint one non-executive director who may not have previous board experience, but has a unique skill aligned with company's strategy. We hope this would lend support to board discussions and grow the future pool of non-executive director talent.

Given the responsibility the roles involve, non-executive directors must make sure they have sufficient time to perform their duties. LGIM expects non-executive directors to take this into account when they take on outside board roles. Please refer to our section on board mandates below.

Non-executive directors should continually update their skills and knowledge and agree on their specific training and developmental needs, which should include all aspects of the social, environmental, ethical and reputational risks faced by the business.

Structure and operation

Independence

Independence is essential to ensure that the board exercises efficient oversight and consistently acts in the best interests of the company and its stakeholders. Currently, our minimum standard requires 50% of the board to be independent directors. With controlled companies, we will maintain a lower threshold of at least 30% of the board members being independent.

LGIM would consider a director to be non-independent if he or she:

- Has been an employee of the company or group within the past five years;
- Has, or has had within the past three years, a material business relationship with the company either directly, or as a partner, shareholder, director, or senior employee of a body that has such a relationship with the company;
- Has received or receives additional compensation from the company, apart from a director's fee, such as the company's share option, performance-related pay, or pension scheme;
- Has close family ties with any of the company's advisers, directors, or senior employees;
- Holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- Has served on the board for more than 12 years from the date of first election; or
- Represents a significant shareholder.

LGIM also recognises that non-independent, non-executive directors can offer significant skills and sector knowledge, which can add value to board discussions. Therefore, subject to board and committee balance being maintained, we will support the retention of a non-independent non-executive director. However, the benefits to the board of retaining this director should be explained to shareholders. We do not expect this person to be a formal member of the audit or remuneration committees; instead, they may attend these meetings by invitation.

Diversity

We believe a diverse mix of skills, experience and perspectives is essential for a board to function and perform optimally.

Please refer to our diversity policy for further information on the topic.

LGIM will vote against the chair of the nominations or governance committee of:

- All listed companies where women make up less than a third of the board;
- S&P500 companies where there are no women on the executive leadership team;
- S&P500 companies where no board member is of an ethnic minority background; and
- Russell 1000 companies where no board member is of an ethnic minority background (beginning in 2025).

Board committees

Board committees ensure that specific directors are responsible for key board functions.

As a minimum, we expect all listed companies to put in place three separate board committees: an audit

committee, a nominations committee, and a compensation committee. Companies may choose to include other key committees such as a sustainability committee or advisory committee to assist the board in its discussions. A sustainability committee could be useful where the board could benefit from an increased focus on an issue that is directly linked to its long-term success or where the company operates in a high-risk sector in which environmental and social risks represent a material part of the business model.

An advisory committee may be considered useful where a board needs direct access to independent external expertise from third parties or stakeholders. We are supportive of companies setting up advisory committees. We consider this a flexible option to obtain specific and relevant information to assist the board and management in their decision-making without having to affect the size and composition of the board.

In order for investors to assess their effectiveness, LGIM expects the role, composition and activities of all board committees to be in the annual disclosure documents.

Audit committee

The audit committee is responsible for:

- Monitoring the integrity of the financial statements of the company;
- Appointing external auditors, monitoring their qualifications and independence, as well their effectiveness and resource levels; and
- Ensuring that sound and robust internal controls are in place to appropriately manage the company's financial, operational and reputational risks.

As the audit committee plays a vital role in safeguarding investors' interests, LGIM expects all companies to have an audit committee comprising entirely independent non-executive directors. Non-independent directors may attend audit committee meetings by invitation. An independent board chair may be a member of the committee, but they should not chair the committee.

In order for the committee to operate effectively it should comprise at least three members, with sufficient financial experience to provide oversight and accountability; as such, we expect the audit committee chair to have financial expertise. In addition, we expect the audit committee chair to have served on the board for less than 15 years.

LGIM will vote against the re-election of the audit committee chair if they do not have financial expertise or has served on the board for 15 years or more.

Members should have sufficient time to examine company financial statements and to liaise with both internal and external auditors. The chair of the audit committee should be available to answer investors' concerns on specific audit issues.

Nomination and governance committee

The nomination and succession committee is responsible for overseeing all board and senior executive appointments, ensuring an orderly and successful board, and the executive succession process. The committee should ensure the board has the right composition, taking into account important governance considerations such as skill sets, diversity, tenure, and over-boarding.

Given the key role of this committee in board-composition matters, LGIM expects a majority of the members to be independent non-executive directors. The committee should be chaired by an independent non-executive director, and this may include an independent board chair.

The committee chair should be answerable to investors if it is felt that appropriate succession plans are not in place or where there are concerns over the composition of the board.

Compensation committee

The compensation committee is responsible for setting and operating the company's compensation strategy for executive directors and senior executives. It should also have awareness, and an overview, of the compensation policies within the rest of the company, including below executive management level.

The chair of the compensation committee should have appropriate knowledge of the business to align executive compensation with its strategy. For this reason, the person appointed to the role of compensation committee chair should ideally have served as a member of the board for at least a year prior to their appointment as chair of the committee. We expect the tenure of the chair of the compensation committee to be less than 15 years.

LGIM expects the committee to consist exclusively of independent non-executive directors. Non-independent directors may attend compensation committee meetings by invitation, but they should not be members of the committee.

The compensation committee should seek independent advice. It should therefore have the authority to appoint its own independent external compensation advisers to assist it by providing external data and other information. The use of such advice, including fees, should be reported in public annual disclosures.

Additional board committees

Companies may consider it appropriate to set up additional board committees to assist the board in its discussions. These committees are useful where the board could benefit from an increased focus on an issue that is directly linked to its long-term success or where the company operates in a high-risk sector.

For example, we commonly see the implementation of risk, governance, sustainability, health and safety, research and development, and technology committees.

Succession planning

Succession planning is a vital component of an effective board. It ensures continuity, and that individuals with the right sets of skills sit on the board.

We expect companies to put in place a formal and transparent procedure for the appointment of new directors. The external board evaluation exercise should assist in this task. We expect the nomination and governance committee, together with the board to consider setting short, medium, and long-term plans to ensure there is an orderly replacement of board members and senior executives. The plans should map out potential successors in the short term for unexpected departures, in the medium term to replace directors who reach their tenure limits, and in the longer term to take account of future skill requirements and diversity needs. We encourage companies to publish as much of this information as possible in their annual disclosures. This should include the skills the company is looking for and why the selected individual is the right fit for the board.

In addition, we would expect to see a skills matrix linked to the strategy of the company, and an explanation of how the skills of newly appointed directors are complimentary in relation to the matrix, along with the minimum time commitment expected of each director.

Re-election of directors

To ensure the successful composition and functioning of the board, it is essential that shareholders exercise their voting rights by holding directors accountable on an annual basis.

LGIM is opposed to the practice of bundled proposals that prevent shareholders from approving individual nominees to the board.

While we acknowledge that retirement by rotation is common, LGIM encourages companies to adopt an annual re-election policy. In addition, we advocate for a majority vote standard for director re-elections.

To allow investors to be able to assess the profiles of the board directors proposed for election or re-election and to make sufficiently informed voting decisions, we expect companies to disclose the name of the directors proposed for election or re-election and their biography. Additionally, we would request the disclosure of key information such as: the attributes and skills that the director brings to the board, and how these fit with the combined skill set of other directors; the expected time commitment to the company; a record of attendance at board and committee meetings, with an explanation where attendance falls short of 75% attendance.

Board effectiveness

Culture

Culture has become an increasingly discussed topic in recent years among businesses, investors and even regulators, and its measurement and assessment are an exercise we expect the board to undertake.

Companies should maintain the highest standards of conduct towards all stakeholders. The board should promote behaviour and values that demonstrate integrity and respect.

For investors to understand company culture, it requires disclosure from the board, given its role in setting values. Investors need reassurance that the CEO and senior management are really driving the cultural message and setting the tone from the top, and that this is regularly discussed and challenged by the board. We are also keen to see how the cultural message is filtered down to the rest of the organisation.

We expect companies to disclose aspects such as:

- How culture is measured and how it relates to the business strategy;
- How the mission statement of the company and its values are communicated and reinforced;
- Any key performance indicators that are linked to culture; and
- Any relevant data linked to the workforce, such as turnover percentage, attrition analysis and how exit interviews are used.

LGIM may vote against the re-election of directors who we believe have not demonstrated good business conduct e.g. harassment, fraud, etc.

For more details on LGIM's position, please refer to our publications on the topic, available here.

Board tenure

Regular refreshment of the board helps to ensure that its members remain independent from executive management, that different perspectives feed into board discussions, and that skill sets remain relevant. A regularly refreshed board is more likely to be willing and able to question established practices and avoid 'group think', and therefore it exercises more efficient oversight over executives and stays ahead of market changes.

Initially, board tenure is assessed in two different ways:

- On an individual director basis: we consider the optimum tenure for a director to be between six and 12 years.
- On an average board tenure basis: average tenure across all board members should not exceed nine years. LGIM will apply voting sanctions on companies with an average tenure that exceeds 12 years.

LGIM expects the board to be refreshed regularly, and we would be concerned if there had been no new directors appointed to a board in the past five years. Although we accept that there may be some benefit to the board's discussion by maintaining tenured directors, we would not expect the tenure in the roles of the lead independent director or chair of key committees to exceed 15 years, as this impacts their impartiality and independence. Therefore, we would vote against the re-election of these directors if their tenure exceeded 15 years.

In addition, beginning in 2025, we plan to vote against any director that has served on the board for more than 25 years and is not one of the founders or their direct family representative.

Board mandates

LGIM believes it is important for directors to seek outside board appointments as this will help broaden their skills and knowledge, enabling them to provide more input to board discussions. However, when taking up outside appointments, they should be mindful of the time commitment required to exercise their duties on multiple boards.

LGIM's limit on the number of board mandates it believes is appropriate is slightly stricter in this market, as we have general concerns around the tenure of directors, and over boarding directly impacts this issue. Therefore, LGIM expects that a full-time CEO at a large public company should not undertake more than one other non-executive directorship at an unrelated listed company. This is especially important in this market, as at many companies, the chair and CEO roles remain combined. For non-executive directors, we expect individuals to hold no more than four public company board mandates. LGIM considers an independent board chair role to count as two mandates due to the extra complexity, oversight and time commitment that it involves.

Shareholders would benefit from an understanding of the time commitments required for each board mandate held by a director.

Board meetings and attendance

Regular board meetings are vital for the board to effectively perform its duties.

LGIM believes an independent chair should hold separate meetings with the non-executive directors to discuss the performance of the executives. In addition, the non-executives should have at least one meeting during the year without the chair present. For those companies that do not have an independent chair, we expect the lead independent director to hold a separate meeting of independent directors to discuss the performance of the joint chairman/CEO and other executives.

Directors' attendance at board meetings is vital to ensure contributions to board decisions and to fulfil their fiduciary duties to investors. We therefore expect companies to allow investors to assess directors' attendance at board and committee meetings by disclosing attendance records in their annual disclosures.

LGIM expects directors to have attended no fewer than 75% of the board and committee meetings held during the year. Where a director does not attend a board or committee meeting, the company should report to investors the reasons for non-attendance. LGIM does not expect to see a trend in a director's non-attendance at meetings. Where a director's attendance falls below 75%, and the board has not provided an explanation for this, LGIM may vote against the director's re-election.

Board size

LGIM believes a company should put in place a board of a size that is appropriate for the size of the company and the complexity of the business. It is essential that the size of the board does not compromise the free exchange of thought and efficient decision-making by being too small or too large.

Board effectiveness reviews – internal and external

The evaluation of directors is an essential way of improving board effectiveness and ultimately its performance. It is also a way for investors to determine the quality of debate and interaction between board members.

LGIM expects an internal board evaluation to take place annually. This evaluation should be led by the most senior independent director on the board, or if managed externally, by an independent third party.

External reviewers can also bring different perspectives on the functioning of the board, as well as experience of how other boards operate. We expect external evaluations of the board to take place at least every three years. These should be performed by an independent third party to avoid conflicts of interest, and not the company's recruitment consultant. Ideally, the same third party should not be used for more than two consecutive reviews.

In the interests of transparency, we expect the process and general outcomes of such evaluations to be published in the company's annual disclosures, along with any progress made on the outcomes of previous board evaluations. Any potential conflict of interest with external reviewers should also be disclosed.

Board responsiveness

Voting at company meetings is part of a shareholder's escalation strategy to signal concerns with aspects of the governance of the company. Where 20% or more of votes have been cast against a board's recommended resolution, we expect the board to engage with its shareholders to determine their reasons for voting against. The next proxy statement/annual report should provide information on the steps they have taken to address shareholder concerns.

A vote against the chair of the nomination and governance committee will be applied where there has been a significant vote against a particular management resolution or significant support for a shareholder-led resolution and the board has failed to explain the concerns of shareholders and what actions have been taken following the vote.

Extraordinary situations

Where there may be extraordinary situations, such as impropriety or general misconduct, LGIM expects the board to conduct a thorough evaluation to determine the suitability of the connected directors as continuing members of the board. We will also conduct our own analysis to determine the appropriateness of a given director's continuation at the company.

Non-executive director (NED) induction

The board chair or the chair of the nominations and governance committee is responsible for ensuring that incoming NEDs receive a comprehensive induction to the company on joining the board and that training is available on an ongoing basis. This will allow new directors to contribute to board meetings as soon as possible.

LGIM supports the view that companies should hold regular briefings or presentations to the board from divisional executives to ensure that board members are kept informed on all aspects of the business. The corporate secretary can also be an important training resource for non-executive directors.

Directors should be encouraged by the chair to continually update their skills and knowledge and should agree on their specific training and developmental needs, which should include all relevant aspects of social, environmental, ethical, and reputational risks faced by the business. One way to remain up to date is to regularly meet with investors, along with other relevant board members, to gain knowledge and to hear various perspectives.

LGIM organises an annual event usually in the fourth quarter of each year, for board directors covering key LGIM's Stewardship priority topics. We also regularly publish thought leadership pieces on relevant topics related to corporate governance, stewardship and responsible investment which can be accessed through our website

Stakeholder engagement

LGIM believes companies should be managed in a way that takes into account the interests of their stakeholders on material issues. Understanding key stakeholder views allows a board to create better alignment between the company and its stakeholders' interests. We expect companies to report in their annual disclosures how engagement with key stakeholders has fed into board discussions.

Employee dialogue

We acknowledge that different countries, through regulation or best-practice codes, may have different approaches to how boards should consider the views of their employees. LGIM believes investors should be able to hold directors accountable for their consideration of employee views.

Where hard or soft law does not provide any guidance, we encourage companies to set up a structure they find appropriate. They may prefer the appointment of employee representatives on the board, the use of forums or advisory panels, or to nominate a current independent NED to seek out employees' views at different levels of the business and to regularly report these back to the board.

Whichever method is adopted, there are factors we have observed that can be conducive to a good process:

- Select a method that builds trust within the company, is valued by all employees and encourages participation;
- A clear mechanism for all staff to feed into the process, regardless of whether that is through a regular meeting with their designated workforce member/non-executive director/employee director, email or other modes of communication;
    - Clear action plans for issues that impact employees should then be distributed to all staff via newsletter or all-staff email. A dedicated page on the intranet should be created with its existence made aware to all staff. Open and transparent communication is important to get employee buy-in to the process. 'Town halls' should supplement written communications;
- A feedback process for employees to help improve the process;
- Employee engagement and staff turnover should be a score that is tracked over time, disclosed in the annual report and potentially linked to executive compensation; and
- Exit interviews should be carried out by human resources, the output reviewed by the workforce representative, and any recurring themes should be investigated and reported to the board.

We believe that sharing views internally can lead to innovation, problem solving and greater productivity as studies show that there is positive correlation between employee engagement and performance.

We would like to see companies publish in their annual disclosures the processes adopted, examples of positive outcomes, improvements in employee engagement scores and staff turnover, as well as the percentage of employees who consider the company to be a great place to work. Greater public disclosure will increase awareness, improve practices, and can lead to greater productivity and long-term performance for all companies in the market.

Although we believe that the board is best-placed to determine the appropriate method for engaging with its employees, if there is evidence to suggest that the employee voice is not being heard, e.g. strikes or lawsuits over a three-year period; in addition to engagement with the company, we may take voting action by supporting any shareholder-led resolution calling for action.

Investor dialogue

LGIM believes that engagement constitutes a vital risk-mitigation tool for the board. Engagement with investors should be a two-way discussion. Board directors should aim to use engagement meetings with investors as an opportunity to explain company decisions and to make sure they are well understood by the market. Such meetings should also be an opportunity to listen to investors, use their experience and act on their feedback.

LGIM encourages companies to proactively request engagement with their investors at the earliest opportunity, where the company is concerned that a specific governance issue might be subject to a negative vote, and for which the board wishes to provide additional context/information or seek investors' opinions.

Audit risk and internal control

The board is responsible for determining and disclosing the company's approach to risk, and it should ensure effective risk-management controls are in place and monitor the outcomes of any action taken.

It is also responsible to its investors for presenting a true and fair view of the company's financial position and it should set out future capital management plans and near-term financial prospects.

Processes and procedures should be established to ensure the independence and robustness of the internal and external audit functions.

Assessing the resources available for the internal and external audit functions and their effectiveness forms part of the board's responsibilities. We expect the board's annual disclosures to investors to include its conclusions following this review, along with a narrative on the assessment and any noted areas of concern.

Compliance with regulations

The audit committee should ensure that all applicable laws and regulations have been complied with, to avoid exposing the company to an undue risk of fines, censorship, and reputational damage. We will hold the audit committee chair responsible for failing to detect breaches in accounting practices.

External audit

An external audit provides independent assurance to investors that the financial statements of a company are correct. The role of auditors is to provide reasonable assurance that financial statements give a fair view of the financial health of the company and that they have been prepared in accordance with appropriate accounting standards. Any significant audit matters raised by auditors ought to be fully explained by the board, including how these have been addressed.

The external auditors are also responsible for producing the auditors' report, which is a formal opinion and evaluation of the financial statements. We support and encourage the use of the extended audit report to provide investors with greater insight into the auditor's assessment of the accounts.

The board is responsible for appointing the company's external auditor. The company is expected to clearly disclose the audit firm used, the partner who led the audit, the tenure of that firm, and why the board considers the auditor to be independent. We believe that the role of the external auditor should be put to tender on a regular basis, at least every 10 years, with the total tenure of the auditor not exceeding 20 years. LGIM will not support the re-election of the external auditor if it has served as for more than 20 consecutive years. Within this timeframe, we expect the lead audit partner to be subject to refreshment at least every five years. We will vote against the election of the external auditor if they have served as external auditor for more than 20 years.

The board is responsible for appointing the external auditor. The company is expected to clearly disclose the audit firm used, the partner who led the audit and the tenure of that firm. In addition, the audit committee should outline its criteria for how it has assessed the independence and quality of the audit and whether it is considered effective. Where the auditor is newly appointed, the audit committee should comment on whether the performance of the audit met its expectations as set out during the tender process.

The fees for the external audit should be disclosed in the annual report. Where the external auditor provides non-audit related services, these should be fully explained and disclosed in the appropriate

annual disclosures. We expect all non-audit services provided to be incidental to the audit, with the primary purpose being improving the quality of the financial accounts. We do not expect excessive non-audit work to be conducted by the company's external auditors, as this could bring into question the independence of their judgement. Non-audit-related services are not expected to exceed 50% of the value of the audit services in any given year. Where the fees exceed 50% and a robust explanation is not provided, we will vote against the re-election of the auditor.

LGIM considers that auditor liability is an important and proportional approach to supporting a high-quality audit. We are not supportive of fixed auditor liability or restrictions on that liability.

Recommendations arising from the external audit are to be overseen by the board and the audit committee and should be reported to investors when considered material by the board and/or the audit partner.

Internal audit

Companies should have an effective internal audit system in place that is designed to consider new and emerging risks that may affect its business objectives and identify the level of risk taken. The process and procedures in place to manage such risks should be embedded in the risk-based control system of the company and summarised in the annual reporting to investors. The audit committee should have responsibility and oversight of the internal audit function.

Whistleblowing

LGIM expects companies to establish a whistleblowing policy that is integrated into its Code of Conduct. The policy ought to be publicly disclosed and open to all employees, including those within the supply chains. The whistleblowing reporting channels should be easily identified and sufficiently independent from executive management, with a direct line to the audit committee to allow for appropriate oversight and independent escalation where necessary. Companies should ensure their policies protect the identity of any whistleblower, and that they are safeguarded from any internal harassment. They should also report how the risks associated with bribery and other illegal behaviour are being monitored and addressed.

Cyber security

The breakdown of a company's cyber security can have a material financial impact and cause reputational damage. Therefore, we expect a risk-based approach to be taken to address the issue of cyber security and data protection. It should be integrated into the control functions of the business and overseen from a strategic perspective by the board. It is the board's role to understand the infrastructure

needed in the business to protect valuable information assets, key intellectual property, and customers' financial data. Therefore, accountability should not be delegated. Cybersecurity should be a regular board agenda item. Any data breach should be disclosed to customers and the market in a timely manner.

Climate risks

We expect companies for which climate change is a material financial risk, to appropriately reflect these risks in the scenarios, assumptions and estimates used to prepare their financial accounts. Companies should ensure, through transparent disclosure, that there is consistency between their narrative on

climate change and their accounting determinations. In addition to our ongoing targeted engagements relating to climate accounting topics, we will develop our work further in this area. This may lead to applying voting sanctions on companies that fall short of minimum expectations.

Compensation

As a long-term and engaged investor, we entrust the board to ensure executive directors' compensation is fair, balanced and aligned with the strategy and long-term growth and performance of the business. In line with LGIM's long-term investment horizon, we expect executive director compensation to reflect financial performance, operational and strategic measures and to be achieved within a long-term, sustainable framework. Where it fails to do so, we will hold the remuneration committee to account. Therefore, all companies should allow shareholders an annual vote on executive directors' compensation and non-executive directors' fees at their annual shareholder meeting.

To view LGIM's North American pay principles, please refer to our standalone document.

Shareholder and bondholder rights

The provision of shareholder and bondholder rights is a basic entitlement for investors. LGIM expects companies to acknowledge and respect the rights of investors by adhering to the highest market standards. This includes providing high-quality disclosures and the equal treatment of all shareholders. Below, we have outlined guidance on the topical issues that concern LGIM as an investor:

Voting rights and share class structures

LGIM supports the 'one share, one vote' philosophy and favours share structures where all shares have equal voting rights and those rights are equal to the economic value held.

LGIM does not support the issue of shares with enhanced or impaired voting rights. In some markets, however, differential voting rights are a long-standing structure, and where this exists, the structure should be transparently disclosed. In the case of controlled companies, LGIM will review the issuance of shares with enhanced voting rights to understand why these would be necessary. In general, LGIM encourages companies to eliminate differential voting rights over time or at least to allow shareholders the opportunity to vote on their continuation on a regular basis.

LGIM will vote against the chair of the board when the company has not provided a plan to sunset unequal voting rights or announced a plan to give shareholders regular opportunities to vote on the matter.

Acting by written consent and calling special meetings

Shareholders should have the right to call special meetings. This allows an investor to put resolutions to all shareholders at a specially convened company meeting. Generally, LGIM believes that companies should allow shareholders with a minimum holding of 10% of the equity to call a special meeting as this allows sufficient access, but it prevents abuse of this benefit. However, LGIM will take into account the company shareholding structure when assessing whether the proposed threshold is appropriate. Additionally, there should not be any material restrictions to the ability of shareholders to call this meeting once an acceptable threshold has been set.

If a threshold of a 10%-25% holding (depending on the company structure) to call a special meeting is in place and if other governance practices are strong, as well as the company's open engagement with shareholders, then LGIM will not support the right to act by written consent, as this can disenfranchise some shareholders to the benefit of only a few.

Access to proxy

LGIM considers proxy access to be a standard shareholder right and expects companies to apply a provision to enable shareholders to propose directors to the board. Therefore, LGIM will support proposals that allow access for board turnover of 20% of the board seats or two directors to be proposed to the proxy provided that the shareholder group comprises ≤ 20 shareholders who together own 3% of the outstanding shares, for three years.

LGIM believes:

- Restrictions on re-nominations when a nominee fails to receive a specific percentage of votes are inappropriate;
- Re-submission requirements are not required for management's candidates, and therefore should not apply to candidates proposed by shareholders;
- Securities on loan should be counted towards the ownership threshold, provided the shareholder shows it has the legal right to recall shares for voting purposes and it will vote on them at the shareholder meeting, along with a representation that the shareholder will hold those shares through the date of the meeting;
- A requirement that a nominator provide a statement of intent to continue to hold the required percentage of shares after the annual meeting is unnecessary;
- Nominating shareholders may not know their intent to hold, sell or buy shares until after the election, so the pre-filing holding period of three years, coupled with the requirement to hold the shares through the shareholder meeting, is adequate;
- A prohibition on a nominator from using proxy access for the two annual meetings following an annual meeting at which its nominee is elected to the board (except for the nominee initially elected) is inappropriate; and
- A group of funds counts as a single shareholder for the purposes of meeting the 3% ownership threshold with aggregation limits.

Supermajority vote standard

Supermajority provisions on voting go against the principle that a simple majority of voting shares should be sufficient to effect change at a company. The supermajority provision serves to entrench management by preventing amendments that would be in the best interests of all shareholders. LGIM expects companies to eliminate such provisions and, where this requires supermajority support to be enacted, the company should make a concerted effort to gain shareholder support to change its bylaws.

Cumulative voting

Cumulative voting allows shareholders to cumulate their votes for one or more directors on the ballot. Each shareholder is entitled to as many votes as are equal to the number of their shares multiplied by the number of directors to be elected. The shareholder may cast all such votes for one nominee or may distribute them among two or more nominees at their discretion. LGIM does not support cumulative voting as it does not protect minority shareholder rights and does not support the democratic election of directors.

Amendments to the company's constitution

It is common to see requests from companies seeking approval to update/amend the company's constitution as they impact members' rights.

LGIM expects these changes to be clearly outlined and disclosed in the notice of meeting. We do not support changes to a company's constitution that are introduced to curtail or reduce shareholder rights. Approval at the general meeting should also be sought as separate resolutions, not bundled as one.

While LGIM assesses bundled resolutions on a case-by-case basis, we initially view them negatively as they could potentially undermine the value of a shareholder vote and it may be a source of confusion.

Company bylaws

LGIM believes that exclusive forum bylaw provisions limiting a shareholder's choice of legal venue are not in the best interests of shareholders. Such clauses may effectively discourage the use of shareholder derivative claims by increasing their associated costs and making them more difficult to pursue. LGIM does not encourage limitations on shareholders' legal recourse, including limiting themselves to a single jurisdiction without compelling evidence that it will be of benefit and expects companies to provide a compelling argument on why the provision would directly benefit shareholders.

LGIM also expects companies to put bylaw amendments that have the potential to reduce or negatively impact shareholder rights to a shareholder vote.

Virtual/electronic general meetings

LGIM believes that a company's general shareholder meetings is fundamentally important to the exercise of shareholder rights and integral to a good corporate governance system. Furthermore, we view physical shareholder meetings as providing an important mechanism by which a board is held publicly accountable to all its shareholders, both institutional and retail.

Shareholder meetings provide an invaluable opportunity to raise concerns with a board in a public forum and investors can use this mechanism as part of their stewardship activities. For example, it could be utilised as an escalation tool that enables shareholders to make statements and ask questions to the whole board.

We are cognisant that companies are keen to make sure that their shareholder communications keep pace with developing technology and for those conducting shareholder meetings electronically it is an area of particular focus. We also agree that using technology, such as webcasting the meeting, to complement the physical shareholder meeting could be beneficial and could increase investor participation.

However, we believe that such technology should be used in parallel with the in-person meeting and should not lead to companies adopting a virtual-only approach. The shareholder meeting is the only time that the whole board must be publicly accountable to all of its shareholders. The attendance of the board at such a meeting is a demonstration of its commitment to hear and understand the views of shareholders.

Virtual-only shareholder meetings remove this accountability due to the remoteness of participants. The public nature of AGMs and full attendance of the board is also important to allow LGIM to bring matters to the board's attention. Removing this tool impairs a shareholder's ability to hold boards to account.

Therefore, LGIM is not supportive of the move towards fully virtual-only shareholder meetings. Any amendments to a company's constitution in relation to electronic meetings should confirm that a physical meeting will continue to be held unless it is prohibited by law.

Capital management

The board must ensure a company has sufficient capital, oversee capital management, ensure efficient capital allocation, and when additional capital is required, make sure it is raised in an appropriate way.

Balancing the long-term investment needs of the company with shorter-term returns to investors is a critical role for the board.

Therefore, we support the right of shareholders to have a separate vote on the tools and authorities provided to the board to manage its capital structures. Such rights protect shareholder interests while balancing the need for board flexibility. For example, making sure share issuances are not dilutive and that capital is being raised in the long-term interests of investors.

Share issuance

LGIM supports a company's ability to issue shares to raise capital. However, such issuances should be limited to what is necessary to maintain business operations and should not expose minority shareholders to excessive dilution of their holdings in the company's shares.

The existence of pre-emption rights is fundamental to protect shareholders from excessive dilution. It gives the right to shareholders to be offered any new shares, pro rata to their existing holdings, ahead of those being offered to non-shareholders. In general, we would not support an authority to issue more than 100% of the issued share capital.

Share repurchases

Share repurchases can be a flexible way of returning cash to shareholders. We expect the board to be transparent in how this share buyback authority will be used in relation to other potential uses of capital (such as dividends, internal investment or mergers and acquisitions).

However, the benefits of using this approach are dependent on several factors including the price at which shares are bought back, the company's individual financial circumstances and the wider market conditions at the time.

When utilising this authority, LGIM expects companies to take into account its impact on other areas. For example, on compensation, performance conditions governing incentive schemes may be impacted as a consequence of exercising a share repurchase authority. Furthermore, given the reduction in the number of shares in the market, the holdings of large shareholders will also increase, giving them more control. We would expect greater detail on the rationale for any buyback authority that is greater than 10% of the issued share capital.

Debt issuance

Good transparency and disclosure by the company on the issuance of bonds is important for debt investors. In its reporting, LGIM expects a company to include a:

- Timely release of publicly available prospectuses both before a new issue and while the bonds remain outstanding;
- Commitment to provide public access to ongoing financials and disclosures; and
- Five-year financial history of the company

Mergers and acquisitions (M&A)

LGIM supports proposals that are expected to create value for investors over the long term.

To enable an informed assessment, we expect the board to be transparent on the terms of the transaction and its financial and cultural integration implications on the long-term business strategy. We expect all companies to also explain how the transaction is expected to yield significant long-term benefits for the company and its stakeholders, including its investors.

LGIM also encourages the non-executive directors and, where present, an independent board chair to hold separate meetings with investors without the executive management present, and explain the risks and opportunities of the transaction. In a contested takeover, LGIM will aim to meet with both parties before making a final decision.

In addition, LGIM believes that a strong governance framework is essential during any M&A activity. Companies should therefore make sure the independent non-executive directors are informed at an early stage and can obtain independent advice at the cost of the company, with advisers remunerated on a fixed-fee basis. A strong process should be in place to ensure there are no conflicts of interest.

The skill set of the board must also be reviewed, including past M&A experience, to ensure it is appropriately equipped to successfully lead the transaction and manage its impact on the company. The board may consider putting in place a separate ad hoc committee of independent non-executive directors to consider the merits of the transaction, and to engage with investors.

Takeover defence plans – poison pills

‘Poison pill’ is the term given to an artificial device implemented by a company to deter takeover bids. Well-designed poison pills may strengthen the board’s negotiating position and allow it to obtain more favourable terms from an acquirer.

It is vital that this process is controlled by the independent members of the board who are responsible for protecting the interests of minority shareholders. LGIM will not expect a poison pill to entrench management and protect the company from market pressures, which is not in investors’ best interests.

For more details, please refer to our Board Guide on the topic, available here.

Related-party transactions

Related-party transactions (e.g. between a controlling shareholder and an issuer) are an important issue for minority shareholders as there is a risk that a related party could take advantage of its position.

Adequate safeguards must therefore be put in place to provide protection for the interests of the company and of the shareholders who are not a related party, including minority shareholders.

All transactions must therefore be authorised by the board of directors. LGIM also expects the company’s audit committee to ensure that such transactions are conducted based on an independent assessment and valuation.

In addition, LGIM expects companies to disclose sufficient information around the transactions in its annual disclosures to ensure shareholders can make informed voting decisions.

For material related-party transactions, we expect companies to provide additional information to shareholders in their annual disclosures. This should include information on whether board approval was unanimous or received majority support.

In addition, shareholders should be given the opportunity to approve material related-party transactions, including any transactions undertaken with directors.

Shareholder proposals

LGIM considers all shareholder proposals tabled at a company's shareholder meeting in the wider context of the corporate governance practices at the company, our thematic policies, and the long-term benefits for stakeholders. We expect companies to provide a meaningful discussion of the proposals to enable shareholders to make an informed judgement.

LGIM may support certain shareholder proposals on key topics where we want to draw attention to the importance of these for investors. The level of shareholder support for a topic is a helpful way for companies to learn about what thematic issues are material to shareholders.

LGIM expects majority-supported shareholder proposals to be adopted. Where a company has not provided an acceptable explanation for not adopting a majority supported shareholder resolution, LGIM will vote against the chair of the governance committee. Where there has been significant support (20% or more), we would expect the company to consider the benefits of the proposal and to discuss this with their shareholders and report any outcome from these discussions in the annual disclosures.

Political donations and lobbying activity

LGIM will not support direct donations to political parties or individual political candidates. LGIM believes that companies should fully disclose all political contributions, direct lobbying activity and political involvement and indirect lobbying via trade associations. There should be increased transparency around the memberships of, and monies paid to, trade associations and lobbying groups, including:

- A breakdown of payments to political parties, candidates and associations, trade associations, think tanks, and of direct and indirect lobbying activity on policy and legislative proposals etc.;
- Clear explanation of how each of the above associations, contributions and actions etc. benefit the causes the company supports and how they are linked to the strategy of the company;
- A public statement from the company outlining where it disagrees with the associations of which it is a member on a particular issue, and the reasons why it believes it to be beneficial to remain a member; and
- Disclosure of where responsibility sits within the company for the oversight of such relationships.

Sustainability

As a major global investor, we have a fundamental interest in ensuring that shareholder and bondholder value is not eroded by a company's failure to manage the risks associated with its natural and social environment. We believe that if companies take advantage of the need to move towards a more sustainable economy, investors can benefit through protection from future risks and the potential for better long-term financial outcomes.

Sustainability governance, process and operations

With this in mind, we expect our investee companies to meet minimum standards in how they identify, assess, manage and disclose sustainability-related risks and opportunities across their business operations. Our key expectations are laid out below:

Risk identification and management

Material environmental and social (E&S) risks will vary between sectors and from company to company, depending on a range of factors. Stakeholders will also have different views on which issues are material for them. Despite this complexity, it is important that all companies across different sectors undertake an analysis of E&S issues that could be material to their businesses over varying timeframes.

A dynamic risk-mapping exercise should identify the degree to which a company is exposed to each risk element. It should also be used to identify business opportunities, such as new products and services, and potential efficiency gains as a result of changing policy, technology and business environments.

Robust E&S risk-management processes should be integrated into company Enterprise Risk Management (ERM) systems. The approach should be holistic and implemented across all business operations that either can be considered exposed to environmental and social-related risks, and/or that may produce negative externalities. Where possible, such systems and processes should be externally verified.

Where risks have been identified for the business, comprehensive policy statements should be disclosed to all stakeholders to demonstrate the company's commitment to managing these risks.

Governance and accountability

Responsibility for managing a company's E&S impact and the related risks to the business is shared across all business functions. Ultimately, accountability sits at board level. We expect the fulfilment of sustainability targets and commitments to be the responsibility of the CEO and the board. We expect companies to disclose the governance processes they have in place to oversee and manage these risks. Where material to the business, we encourage companies to link executive compensation to the delivery of these commitments.

Where specific material issues, such as climate change, are identified, whether over the short, medium or long term, we expect companies to have sufficient expertise and experience on the board to ensure effective strategic and operational oversight.

Sustainability strategies

Building a sustainable business model that enhances performance and creates resilience should be at the core of business strategies. E&S issues should not be viewed as peripheral components of business operations or simply ethical and compliance obligations. Where material risks and opportunities have been identified, there should be a clear link to a company's overall strategic priorities. Plans to mitigate risks and realise opportunities should be disclosed clearly.

Reporting and disclosure

Target-setting

Companies should set targets to focus their efforts on realising their strategic E&S objectives, mitigating and managing material E&S risks and impacts, as well as maximising broader positive stakeholder impacts. While it is important for the targets to be achievable, companies may benefit from setting challenging goals to maximise their overall impact. We expect companies to report suitable metrics that allow progress against these targets to be tracked effectively.

Public disclosure and transparency expectations

Transparency and disclosure are key tools that enable investors to undertake a robust analysis of investment risks and opportunities and allocate capital accordingly. We expect companies to demonstrate their commitment to the disclosure of sustainability information and data through publication in key company reporting; this includes the annual report and accounts, with supplementary information in sustainability reports and on their corporate websites. We are very supportive of the publication of the International Sustainability Standards Board's (ISSB's) first two standards in June 2023. The standards present a global baseline for sustainability disclosures, amalgamating previously disparate disclosure requirements. LGIM expects companies to align their sustainability disclosures with the ISSB's published and emerging standards, building on much of the work already in place from previous disclosures through standards such as the Global Reporting Initiative (GRI), Sustainability Accounting Standards Board (SASB), etc. Disclosing in a clear and consistent manner is important in facilitating the analysis of trends in this area.

We encourage our investee companies to be proactive and undertake where possible the verification of their sustainability data externally by a reputable independent assurance provider, based on recognised standards. This can be evidenced by making the assurance statement public. This verification exercise should provide reassurance to stakeholders, including investors, around the sustainability data disclosed.

We encourage companies to disclose to key third-party sustainability agencies, in line with best-practice international guidelines.

Financial impact quantification

Quantification of sustainability risks and potential impacts can help investors make more informed capital allocation decisions, according to their risk, return and impact objectives. Quantification practices can also support companies in better understanding their risk exposure and achieving a net benefit by managing sustainability impacts effectively.

We encourage companies to demonstrate a commitment to best sustainability practices and, where appropriate, quantify the financial impacts to internalise the associated costs and benefits. For example, to the extent that they are material[1], companies should explain how climate-related matters are considered in preparing their financial statements.

Industry collaboration

Companies may benefit greatly from sharing knowledge and experience with their peers by joining and contributing to industry-wide associations. We encourage collaboration between companies where appropriate to progress the broader sustainability agenda and broach cross-sectoral and inter-sectoral sustainability challenges. Where relevant, we expect companies to engage with regulatory bodies to promote best practices and policies to achieve sustainability targets.

Lobbying transparency

Whether companies perform individual engagement with regulators or policy makers, or collaborative engagement as part of an industry association, we expect them to be transparent and to comprehensively disclose their public policy engagement activities, including trade association memberships (see section above on political donations and lobbying).

[1] In accordance with IAS. Presentation of Financial Statements – information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

Sustainability themes

LGIM focuses on the material issues that can impact a company's long-term sustainability, both financially and reputationally. Some of these issues apply across multiple sectors such as climate change, biodiversity, health (e.g., antimicrobial resistance (AMR) and nutrition) and human rights issues such as income inequality and modern slavery. Meanwhile, other issues such as food waste and the reduction of waste and plastic use are more sector specific.

Below we highlight our expectations in relation to some of our key themes. More information and articles on our position on broader themes can be found here.

Climate change

Climate change is a defining factor in companies' long-term prospects. We expect companies to disclose how they may be impacted by climate-related risks and opportunities, and how these factors are considered within their strategy.

We are very supportive of the publication of International Sustainability Standards Board (ISSB) first two standards in June 2023. The standards present a global baseline for sustainability disclosures acting to amalgamate previously disparate disclosure requirements. LGIM therefore expects companies to align their sustainability disclosures with the ISSB's published and emerging standards. Specifically in relation to climate disclosure, with the Financial Stabilities Board's (FSB's) announcement that the TCFD will now be integrated into the ISSB, we expect to see companies developing their climate disclosures in line with IFRS S2 requirements with a focus on improving approaches to scenario analysis and the quantification of financial impacts that result from climate risks. In addition to IFRS S2 disclosure, we expect companies to report using the CDP climate questionnaire, which is aligned with the TCFD and IFRS S2 frameworks and crucially provides investors with climate data on a large universe of companies in a comparable format. For sectors where it is material, we strongly encourage companies to also report via the CDP Water and Forest questionnaires.

Science Based Targets (SBTs) are decarbonisation targets aligned with the objective of the Paris Agreement. We therefore encourage all companies we invest in to commit to and work towards approved SBTs aligned with the Science Based Target initiative's recent net-zero standard. Alongside this, we expect companies to articulate how their business models reflect a Paris-aligned transition.

As part of our Climate Impact Pledge, we expect companies to not only have greenhouse gas (GHG) reduction targets in place, but also to disclose board oversight of climate change and other sector-specific policies. More information on our expectations of different sectors, and the metrics we use to assess companies can be found here.

In relation to climate change, we would expect companies to publicly disclose any concerns they may have with current or evolving legislation and to publicly report on any lobbying activity that is undertaken as a result of such concerns. We recognise that achieving the Paris Agreement requires policy action in a wide range of areas. Therefore, we expect companies to engage with policymakers and regulators to encourage the introduction of policies to enable a net-zero transition for their respective sectors.

Companies that fail to meet our minimum standards with regards to climate disclosure will be removed from select funds, including our Future World funds, subject to tracking error constraints. In all other funds where we cannot divest, we will vote against the chair or other directors to ensure we are using one voice across our holdings.

Please see more on LGIMs policy on climate change and on our climate impact pledge

Nature:

Biodiversity

We believe that biodiversity loss presents a major global systemic risk. We expect companies to assess their impact and dependencies on biodiversity with a view to managing risk, as well as mitigating and, over time, reversing negative impacts.

We encourage companies to commit to having an overall positive impact on biodiversity and to consider the direct *and* indirect activities of their supply chains. We will be seeking greater disclosure from investee companies in line with the Taskforce on Nature-related Financial Disclosures (TNFD) framework.

As a signatory to the Finance for Biodiversity Pledge, we have committed to collaborating and knowledge sharing, engaging with companies, assessing impacts, setting targets and reporting publicly. Our Nature framework and related policies can be found on our website.

Deforestation

LGIM recognises the importance of ending commodity-driven deforestation to tackle climate change, reduce biodiversity loss, and support food security. We are a signatory to the COP26 Commitment on Eliminating Agricultural Commodity Driven Deforestation from Investment Portfolios.

In 2022, LGIM launched its deforestation policy. In line with our COP26 commitment, the policy commits LGIM to assessing commodity-driven deforestation risk in investment portfolios. This has been done, and where identified, we have contacted such companies in high-risk sectors with little or no deforestation policies of their own. Since 2023, LGIM has voted against the board chair or other board directors of these companies. LGIM is also encouraging companies and data providers to improve the quality and availability of data on deforestation risk. You can read more about our deforestation policy here.

Although our policy was first published in 2022, LGIM has been engaging with key companies in high-impact sectors on the topic of deforestation since 2017 as part of our Climate Impact Pledge commitment. In certain sectors, the lack of a comprehensive deforestation policy constitutes one of our ‘red lines’ under our Climate Impact Pledge.

[2] World Economic Forum, 2020

Circular economy

Our current globalised economic model can be described as ‘linear.’ Many of our production processes follow the same route, extraction of raw materials, manufacture, use and disposal (‘take-make-waste'). The system does not put a value on the materials that are at the ‘end-of-life' stage, or the environmental and social implications.

We believe this traditional linear system can be reformed, accelerating our ‘Just Transition’ to net zero and nature-positive economies, with ecosystems restored. The economic model that can reform our system at scale is the introduction of the ‘circular economy’. It is a key component of LGIM’s approach to nature. It is based on three principles, driven by design: eliminate waste and pollution, circulate products and materials (at their highest value), and regenerate nature.

LGIM will focus its engagement efforts on supporting a transition from a ‘linear’ economic model to a ‘circular economy’ model. LGIM’s expectations of companies will be increasingly expanded, but will include:

- Strengthened disclosures on the approach to circular economy and reduction of waste and pollution;
- A circular economy commitment, strategy, business model and policy across the value chain;
- Disclosure of the proportion of raw, re-used, recycled and compostable materials;
- Explanation of how the strategy is embedded, any targets and progress;
- Existence of board-level oversight;
- Activities undertaken to protect and regenerate nature and the ecosystems; and
- Any lobbying activities.

Water

Globally, we need a ‘just transition’ to economies that are both net zero and nature-positive, and in which ecosystems are restored. Water is a key element of this, as it is the very essence of life on this planet. It permeates our lives and has an impact on all of us, reaching across all sectors, businesses, and economies. Water can have a diversified impact along a company’s value chain, directly impacting operating risks and financial performance.

In its current form, the water system presents a long-term systemic market risk that will impact LGIM, the markets in which we invest, our investment returns, and ultimately our clients. The challenges are significant and there is insufficient global scale action being taken to protect our most precious resource.

LGIM will focus engagement activities on key areas of the water system, i.e., water scarcity and security, and water quality. LGIM’s expectations of companies will be expanded and include:

- Strengthening disclosures on their approach to the impact on water quantity and quality;
- Whether a commitment, strategy and policy is in place across the value chain;
- An explanation of how the strategy is embedded, targets and progress;
- Board level oversight; protection and regeneration of nature and ecosystems; and
- Lobbying activities.

Health

Antimicrobial Resistance (AMR)

The importance of tackling AMR should not be underestimated. It can have a material financial impact on investments. We expect all water utility companies to be aware of the possible risks of AMR from contaminated water. In addition, we ask pharmaceutical companies involved in antimicrobial manufacturing to manage their effluent waste to reduce the risks of AMR. Further, we also ask companies in sectors such as the food industry to apply the WHO guidelines on antibiotic use in food-producing animals.

Nutrition

Poor nutrition can have a negative health impact on individuals, workforces and broader societies. This can create a financial burden on economies from increased healthcare costs, both private and public, and on companies from absenteeism. For consumers to make informed decisions about the food they consume and to promote healthier diets, we encourage companies to be transparent on their nutrition strategies; demonstrate progress on these strategies; commit to disclose the share of the company's portfolio and sales associated with healthy food and drink products (using government-endorsed nutrient-profiling models such as the Health Star Rating or NutriScore); and set targets to increase the proportion of these sales.

People

Employees are one of the greatest assets a company has. We believe that the value they bring to the long-term sustainability of the company should not be underestimated. Therefore, our approach to this topic covers issues such as human capital management, employee welfare, human rights, modern slavery, income inequality, diversity and inclusion. We consider these topics to be financially material and have published policies on several of these topics, with plans to publish more in 2024.

Human capital management

As an investor, it is important for us to understand the culture of the companies in which we invest our clients' money and how that culture impacts the people working within its operations. We expect companies to disclose information that will provide a holistic view of their culture. We would ask companies to publicly disclose their EEO1 reports and metrics, such as: workforce turnover and how that compares with the sector average, skills and development training, compensation, benefits, or workforce demographics including diversity and health and safety.

The value placed on employees can be measured by the effort a company makes to receive and act upon employee feedback. Therefore, in addition, companies should support workers' rights by allowing participation in freedom of association and collective bargaining.

Diversity and inclusion

Just as we believe a diverse mix of skills, experience and perspectives is essential for a board to function and perform optimally. We expect the companies they oversee to embrace different forms of diversity: e.g. gender, ethnicity and neurodiversity. Our expectations on diversity and inclusion

extends beyond the executive level to throughout the company. For more information on this topic, please refer to our diversity policy.

Human rights:
We expect companies to respect workers' human rights as set out in the Universal Declaration of Human Rights and the main instruments through which it is codified, such as the International Labour Organization's eight core conventions. In addition, we expect companies to be mindful of and comply with the principles of the United Nations Global Compact, OECD guidelines for multinational enterprises and all local and national laws and regulations relating to the protection of employees.

Modern slavery
Modern slavery can take many forms, such as child labour, forced labour and human trafficking. Companies should ensure that they are not permitting modern slavery to take place either within their own operations or within their supply chains. As such, we expect companies to adhere to all applicable laws pertaining to modern slavery, which could otherwise result in financial and reputational risks to the company as well as potentially causing distress to those workers involved.

We believe merely putting in place a code of conduct is not sufficient to ensure that modern slavery does not exist within the supply chain. We expect a more rigorous process to be in place that includes, but is not limited to, due diligence audits, local workforce interviews; and technology to provide full traceability of all components of goods or merchandise sourced.

For more information please read our human rights policy.

Income inequality

Living wage: As a minimum, we expect all companies to pay their workers the minimum wage as mandated by local law. However, we believe that to ensure employees avoid the poverty trap, which can create hardship, stress and health problems that may have an impact on the operational performance of a company, it is important that employers pay a living wage.

A living wage should be sufficient to afford a decent standard of living for the worker and their family. Elements of a decent standard of living include food, water, housing, education, healthcare, transportation, clothing, and other essential needs such as provision for unexpected events.

Although most companies in North America continue to set pay for employees based on the minimum wage, we believe this level of hourly pay is outdated and inadequate to meet basic needs. While some states have set their own minimum wage levels well above the legal US$7.25 minimum, there are many others that continue to apply the level set by federal law. We encourage all companies to pay no less than the living wage to their lowest-paid employees to keep them out of the poverty trap.

Our expectation that workers receive a living wage extends to all contractors that operate within a company's operational premises. Procurement practices should ensure that workers' pay is ring-fenced from negotiations on price to ensure they receive a living wage.

To better inform investors we expect companies to publish in their annual disclosures whether they are paying a living wage to their employees. We also ask what steps are being taken to ensure their suppliers are paying, or working towards paying, their workers a living wage. Additionally, we want to understand whether companies are offering all employees the opportunity to work for a minimum of 15 hours a week and what other benefits are in place to alleviate financial hardship, such as paid sick leave, free meals, interest free loans etc. LGIM may take voting action against companies that fail to provide greater transparency on these policies by 2025.

Financial wellbeing training: It is not only important to ensure that all workers are receiving a living wage, but it is equally important that they can receive guidance on issues such as money management, where to get financial help. We encourage all companies to provide their employees with training on this important topic.

Pensions: companies should consider the long-term health and wealth of their employees and where possible, to increase the matching element of pension provisions. Current industry practice is to vary this level of match depending upon seniority; however, we believe those on lower income levels need greater support in retirement savings. We would therefore request that companies' current matching policy is reviewed to provide a higher match for those on lower incomes.

Equity ownership: we encourage all companies to offer employees the opportunity to participate in equity ownership. We believe that this is a good performance motivator and retention tool. To ensure sufficient take-up, we encourage companies to offer free shares to all employees or to those earning below the national median pay level. The offer of shares should be linked to continued service.

Gender pensions gap/ethnicity pay gaps: We expect companies to make themselves aware of these inequalities that exist in their organisations and to take positive steps to reduce them. There has been an increase in the number of shareholder proposals asking companies to carry out an independent racial equity audit. We encourage companies to voluntarily requisition such reports as a matter of good corporate practice.

Why adherence to these principles is important for LGIM

We believe that integrating environmental, social and governance considerations into investment processes can help mitigate risks and improve long-term financial outcomes. For this reason, we embed both top-down and bottom-up ESG analysis into our investment processes. In addition, positive and negative externalities generated by companies can have consequences for the economy and society at large. We believe that investors have a responsibility to a broad set of stakeholders and the market as a whole. We need and expect companies to play their part. Our sustainability principles set out our minimum expectations of companies with regard to the prioritisation, management and disclosure of sustainability issues. These principles naturally feed into our voting and investment decisions, and for certain themes we have very structured processes in place.

Important information

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