

# **T C Harrison Group Pension Scheme**

## **Statement of Investment Principles – September 2020 (replaces November 2019)**

### **1. Introduction**

The Directors of T C Harrison (Trustees) Limited (the “Trustee Directors”), the Trustee of the T C Harrison Group Pension Scheme (the “Scheme”) have drawn up this Statement of Investment Principles (“the Statement”) to comply with the requirements of the Pensions Act 1995 (“the Act”), the Occupational Pension Schemes (Investment) Regulations 2005, subsequent legislation and associated requirements. The Statement is intended to affirm the investment principles that govern decisions about the Scheme’s investments. It replaces the Statement of Investment Principles dated November 2019. A separate document detailing the specifics of the Scheme’s investment arrangements, the Statement of Investment Arrangements (“SIA”) has also been drawn up and is available on request.

In preparing this Statement the Trustee Directors have consulted with T C Harrison Group Limited as Scheme Sponsor on behalf of the Participating Employers to ascertain whether there are any material issues of which the Trustee Directors should be aware in agreeing the Scheme’s investment arrangements. The Trustee Directors have also received and considered written professional advice from Mercer Limited (“the Investment Consultant”) in their role as Investment Consultant. The Trustees believe the Investment Consultant meets the requirements of Section 35(5) of the Pensions Act 1995 (as amended).

### **2. Process for Choosing Investments**

The Trustee Directors have considered their objectives for investing the Scheme assets. They have considered their Investment and Funding objectives together to ensure that the two are compatible and supportable.

They have then constructed a portfolio of investments consistent with these objectives and which they hope will deliver the maximum level of return (net of all costs) for the level of risk taken on (taking into account limitations on the overall complexity of arrangements appropriate to the size of assets under management).

The Trustee Directors take into account what they believe to be financially material considerations over an appropriate time horizon, which can include risk and return expectations as well as Environmental, Social and Governance (“ESG”) issues where these are considered to have a material impact on income, value or volatility of an investment held or the overall portfolio of investments held by the Scheme. Specific considerations are detailed throughout this Statement

In considering the appropriate investments for the Scheme the Trustee Directors have obtained and considered written advice from Mercer Limited, in their role as Investment Consultant, whom the Trustee Directors believe to be suitably qualified to provide such advice. The advice received and arrangements implemented are, in the Trustee Directors opinion, consistent with the requirements of Section 36 of the Pensions Act 1995 (as amended).

### 3. **Investment Objectives**

The objectives set out here, and the risks and other factors referenced are those that the Trustee Directors determine to be financially material considerations in relation to the Scheme.

The Trustee Directors are required to invest the Scheme's assets in the best interest of the members, beneficiaries and the Company and in the case of a potential conflict of interest in the sole interest of the members and beneficiaries.

The Trustee Directors have agreed a number of objectives to help guide them in their strategic management of the assets and control of the various risks to which the Scheme is exposed. The Trustee Directors primary objectives are as follows:

- *To make sure that the Trustee Directors can meet their obligations to the beneficiaries of the Scheme, principally on an ongoing basis;*
- *To pay due regard to TC Harrison Group Limited's interests on the size and incidence of employers' contribution payments and the impact of the Scheme on TC Harrison Group Limited's balance sheet and profit and loss account;*
- *To achieve, over the longer term, a return on the assets that is consistent with the long-term assumptions made by the Actuary in determining the funding of the Scheme's liabilities;*
- *To achieve, over the shorter term, a favourable return against the Scheme's performance benchmark set out in section 6.*

Given the nature of the liabilities, the investment time horizon of the Scheme is potentially long-term.

### 4. **Risk Management and Measurement**

There are various risks to which any pension scheme is exposed which the Trustee Directors believe may be financially material to the Scheme. The Trustee Directors recognise that whilst increasing risk may increase potential returns over a long period, it also increases the risk of a shortfall in returns relative to that required to cover changes in the Scheme's accrued and accruing liabilities especially over the short to medium term. The Trustee Directors have taken advice on the matter and (in light of the objectives noted previously) considered carefully the implications of adopting different level of risk. The Trustee Directors' policy on risk management over the Scheme's anticipated lifetime is set out below.

The primary risk upon which the Trustee Directors focus is that arising through a mismatch between the Scheme's assets and its liabilities. These are mainly the key strategic investment risks inherent in the current investment strategy and are as follows:

- **Market Risk** (including equities, property and exposure to other growth asset markets) – the risk that equity valuations fluctuate in an uncorrelated way with the value of the liabilities;
- **Interest Rate Risk** – the risk that changes in the value of the assets do not move in line with changes in the value placed on the Scheme's liabilities in response to changes in interest rates;

- Inflation Risk (similar to interest rate risk but concerning inflation);
- Credit Risk – the risk that one party to a financial instrument will cause a financial loss to the Scheme by failing to discharge an obligation;
- Currency Risk – the risk that foreign currency exposure causes asset valuations to fluctuate in an uncorrelated way with the value of the liabilities which are denominated in Sterling.

Considerations specific to Environmental, Social and Governance issues are addressed in Section 11.

To manage investment risks, the Trustee Directors have established an investment policy designed to reduce risk, without damaging the Scheme's long term return prospects, using asset-liability modelling conducted by Mercer which measures the contribution of different risks to overall Value at Risk ("VaR").

In particular:

- Market risk is managed via the strategic allocation to the various asset classes and by holding diversified portfolios (by individual holdings, sectors and market regions) that are complementary in terms of investment style.
- The Trustee Directors acknowledge the interest rate and inflation risks referred to above. To address these risks, a liability driven investment ("LDI") framework has been developed which seeks to reduce the mismatch between the sensitivity of the assets and the liabilities to changes in interest rates and inflation. The Trustee Directors recognise that the target LDI portfolio will not produce a perfect match for the liability exposures it is aiming to hedge. Furthermore, the Trustee Directors acknowledge that there are different measures for calculating the liabilities that may not be closely matched by the LDI assets held. The Scheme's LDI portfolio is invested on a pooled fund basis. However, the underlying investments include derivative exposures that introduce other specific risks that are additional to the risk presented from investing in the equivalent physical asset. These include:
  - basis risk (the risk that the derivative invested in does not perfectly match the physical asset that the derivative has replaced);
  - roll risk (the risk that the terms available when the derivative is taken out are not available when the contract expires and is replaced);
  - recapitalisation risk (the risk that adverse price movements require payment of capital in order to maintain the position);
  - collateral and counterparty risk (the risk that the party with whom the LDI manager has contracted defaults and that any collateral is insufficient to make good any resulting loss).

These risks are mitigated through the specific arrangements that are implemented so that the likelihood of the risks is low and/or the impact of them is low.

- Credit risk is managed via the strategic allocation and investing in pooled fund(s) with diversified holdings of bonds that are predominantly of investment grade quality.

- Currency risk is managed through the total allocation to overseas markets and consideration of currency hedging.
- Regarding liquidity risk, the Trustee Directors believe that the majority of the Scheme's investments are realisable at short notice in most prevailing market conditions.

The Trustee Directors recognise the following additional risks and take the following steps to manage risk:

- The risk of equities failing to deliver the level of outperformance expected from them to meet the cost of future service liabilities out of Scheme assets.
- The risk of the Scheme winding-up with insufficient assets to secure accrued liabilities in full with an insurance company.
- The Trustee Directors recognise the risks that may arise from the lack of diversification of investments. Subject to managing the risk from a mismatch of assets and liabilities, the Trustee Directors aim to ensure the asset allocation policy in place results in an adequately diversified portfolio.
- The risk that the day to day management of the assets will not achieve the rate of investment return expected by the Trustee Directors. They recognise that the use of an active manager involves such a risk. However, they believe that the risk is outweighed by the potential gains from successful active management.
- Across all of the Scheme's investments, the Trustee Directors are aware of the potential for regulatory and political risks. Regulatory risks arise from investing in a market environment where the regulatory regime may change. This may be compounded by political risk in those environments subject to unstable regimes.

Overall, the Trustee Directors primarily measure and manage investment risk through the investment strategy set out in Section 6 and review the appropriateness of this strategy on a regular basis. Should there be a material change in the Scheme's circumstances, the Trustee Directors will review whether and to what extent the investment arrangements should be altered; in particular, whether the current risk profile remains appropriate.

The documents governing the manager appointments include a number of guidelines which, among other things, are designed to ensure that only suitable investments are held by the Scheme. The managers are prevented from investing in asset classes outside their mandate without the Trustee Directors' prior consent.

The Trustee Directors monitor progress against a de-risking framework to lock in any increases in funding level over time. The Trustee Directors will instruct their managers to transfer a percentage of growth assets to matching assets if funding level triggers are met. This framework is described in the SIA and aims to reduce equity market risk, interest rate risk and inflation risk.

## 5. **Portfolio Construction**

The Trustee Directors have adopted the following principles subject to the overriding constraint that at the total Scheme level the expected level of risk is consistent with that detailed in Section 4 and subject to the Trust Deed & Rules:

- There is a role for both active and passive management. **Passive management** involves employing investment managers who aim to deliver a return equal to a chosen

benchmark appropriate to the asset class held. **Active management** involves employing investment managers who aim to outperform a benchmark but with a risk that they will underperform. By employing both the Trustee Directors aim to take advantage of active management where they believe it is likely to lead to outperformance net of fees, while using passive management in other areas or alongside active management to control overall manager risk and to manage overall fee levels.

- At the total Scheme level, investments should be **broadly diversified** to ensure there is not a concentration of exposure to any one issuer, to the extent that this is not protected (e.g. by collateral). This restriction does not apply to investment in UK Government debt. Appropriate diversification between markets will also be ensured.

Investment in derivatives is permitted within pooled funds for risk reduction purposes or to facilitate efficient portfolio management (including the reduction of cost or the generation of additional capital or income with an acceptable level of risk).

## 6. Investment Strategy

The Trustee's key strategic goal is to reduce risk in the Scheme's assets relative to its liabilities over time using a funding level de-risking trigger framework. Following expert advice from Mercer Limited, in their role as Investment Consultant, the Trustee Directors have agreed to implement an Investment Strategy:

- To hold sufficient growth assets to target full funding on a "gilts +0.5%" basis;
- To reduce the volatility in the funding level by opportunistically reducing un-hedged liability exposures;
- To monitor the progress in the funding level against a set of pre-agreed de-risking triggers set out in the SIA, with the view to capture improvements in the funding level promptly, if these triggers are breached.
- The de-risking triggers are in place to aim to meet the Trustee Director's long-term funding target of "gilts +0.5%".
- The triggers should be recalibrated at regular intervals and if a large number of triggers are hit.

For the avoidance of doubt, once the funding level has moved through a band, the asset allocation will not automatically be "re-risked" should the funding level deteriorate.

The Trustee Directors are responsible for monitoring the Scheme's funding level and instructing their managers to make risk reducing trades should these trigger levels be reached.

The allocation between growth and matching assets, as at 30 September 2020, is shown below:

	Benchmark (%)
Growth	30.0
Matching	70.0
<b>Total</b>	<b>100.0</b>

The Trustee Directors believe that this investment strategy is currently appropriate for meeting the objectives set out in Section 3 and for controlling the risks identified in Section 4.

## 7. **Day-to-Day Management of the Assets**

The Trustee Directors have delegated all day-to-day management of the assets, including selection, retention and realisation of investments managed by them, to Investec and Mercer Limited, in their role as Investment Manager. The Trustee Directors have taken steps to satisfy themselves that the managers have the appropriate knowledge and experience for managing the Scheme's investments and that they are carrying out their work competently.

Policy documentation has been issued to the Trustee Directors by the Investment Managers covering their funds and setting out the investment benchmarks, guidelines and restrictions.

Investec have discretion to make tactical asset allocation changes within the growth portfolio, but not to switch between the growth and the buy and hold bond portfolio. The Trustee Directors have not received advice from Mercer Limited in their role as Investment Consultant on the suitability of the use of Investec in a manager of managers role.

## 8. **Expected Return**

The Trustee Directors' main concern is how the assets perform relative to liabilities, which are assessed by reference to the gilt market. Investment performance relative to gilts will depend principally on the performance of individual asset classes and the proportions held in them. The Trustee Directors anticipate that growth assets held will deliver a long term return that is 3.5% to 4.5% pa above the return available on Government gilts, although actual performance will deviate from this especially in the short term. The return on bonds (which includes Government gilts, non-Government bonds and derivative based liability driven investments) is expected to exceed the return on gilts by around 0.5%pa.

Trustee Directors recognise, however, that investment in higher risk assets will result in performance deviating significantly from the Actuary's assumed return over the short term.

## 9. **Additional Assets**

Assets in respect of members' additional voluntary contributions are held with Equitable Life Assurance Society and Clerical Medical Investment Group Limited in their with-profits funds. The Scheme also holds cash on deposit with Royal Bank of Scotland / Nat West.

## 10. **Selection Retention and Realisation of Investments**

The selection, retention and realisation of assets is carried out in a way consistent with maintaining the Scheme's overall strategic allocation and consistent with the overall principles set out in this statement.

In general, Investec has discretion in the timing of realisations of investments and in considerations relating to the liquidity of those investments. Mercer Limited, in their role as Investment Manager, and Investec have responsibility for generating cash required for benefit outgo and other expenditure on the instruction of the Trustee Directors. In the case of Mercer, the Trustee Directors will provide instruction as to how cashflow should be applied or sourced.

On a regular basis the Trustee Directors will decide which of their investment portfolios should be the source of disinvestment to meet benefit payments and which of the portfolios will receive investment of any contributions. This decision will be made with an objective to moving the overall asset allocation toward the benchmark allocation.

## 11. **ESG, Stewardship (including Engagement Activities) and Climate Change**

The Trustee Directors believe that financially material factors, including environmental, social, and corporate governance (ESG) factors, may have a material impact on investment risk and return outcomes, and that good stewardship can create and preserve value for companies and markets as a whole. The Trustee Directors also recognise that long-term sustainability issues, particularly climate change, present risks and opportunities that may apply over the Scheme's investment time horizon and increasingly may require explicit consideration.

The strategic benchmark has been determined using appropriate economic and financial assumptions from which expected risk/return profiles for different asset classes have been derived. These assumptions apply at a broad market level and are considered to implicitly reflect all financially material factors.

The Scheme's assets are invested predominantly in pooled vehicles and the day-to-day management of the Scheme's assets has been delegated to investment managers, including the selection, retention and realisation of investments within their mandates. In doing so these investment managers are expected and encouraged to undertake engagement activities on relevant matters including ESG factors (including climate change considerations) and to exercise voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. This applies to both equity and debt investments, as appropriate, and covers a range of matters including the issuers' performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, social and environmental impact and corporate governance. The Trustee Directors engage with existing investment managers on these issues through (amongst other things) meetings and periodic correspondence and will monitor investment manager engagement activity (such as voting) periodically. Managers who are FCA registered are expected to report on their adherence to the UK Stewardship Code on an annual basis.

Notwithstanding the above, the Trustee Directors recognise that in passive mandates the choice of benchmark dictates the assets held by the investment manager and that the manager has limited freedom to take account of factors that may be deemed to be financially material as part of stock selection decision-making. The Trustee Directors accept that the primary role of its passive manager(s) is to deliver returns in line with the market and believe this approach is in line with the basis on which the current strategy has been set.

The Trustee Directors consider how ESG, climate change and stewardship is integrated within investment processes in appointing new investment managers, monitoring existing investment managers and retaining or withdrawing from investment managers. The relative importance of these factors compared to other factors will depend on the asset class being considered. The Trustee Directors will challenge managers who they believe are taking insufficient account of ESG considerations in implementing their mandates.

The Trustee Directors have not set any investment restrictions on the appointed investment manager(s) in relation to particular products or activities, but may consider this in future.

The Trustee Directors will not consider the ESG policies of Additional Voluntary Contributions provider(s) and associated investment funds as these are a small proportion of total assets.

## 12. **Non- Financial Matters**

“Non-financial matters” (where non-financial matters” includes members’ ethical views separate from financial considerations such as financially material ESG issues) are not explicitly taken into account in the selection, retention and realisation of investments. The Trustee Directors would review this policy in response to significant member demand.

## 13. **Investment Manager Arrangements**

*Aligning Investment Manager Appointments with the Trustee Directors’ Investment Strategy, including incentivisation of a suitably medium to long term focus, and duration of appointments:*

Investment managers are appointed based on their perceived capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics for the asset class or specific investment strategy they are selected to manage over a suitably long time horizon. This includes, in relation to active management, appropriate levels of outperformance, and in relation to passive management suitable levels of “tracking error” against a relevant benchmark.

The Trustee Directors seek expert advice in relation to these appointments. This advice may consider factors such as the manager’s idea generation, portfolio construction, implementation and business management, as well as the investment manager’s approach to ESG and engagement activity, as they apply to the specific investment strategy being considered.

The Trustee Directors invest some of the Scheme’s assets in multi-investor pooled investment vehicles and accept that they have little or no ability to specify the risk profile and return targets of the manager other than through the choice of specific vehicles. They will therefore select vehicles that best align with the Trustee Directors’ own policy in terms of investment objectives and guidelines (as set out in relevant governing documents) and, once appointed, will review the appointment should there be any material changes in these terms.

The Trustee Directors invest the remainder of assets on a segregated basis but with investment implementation delegated to the Investment Manager following relatively standardised processes. This standardisation also limits the Trustees ability access a bespoke approach beyond setting objectives for risk and return or strategic asset allocation.

The Trustee Directors make appointments with the view to them being long term (to the extent this is consistent with the Trustee Directors’ overall investment time horizon) and there is typically no set duration for the manager appointments. However, appointments can typically be terminated at short notice.

For each appointment, retention is dependent upon the Trustee Directors having ongoing confidence that the investment manager will achieve its investment objective. The Trustee Directors make this assessment taking into account various factors which includes performance to date as well as an assessment of future prospects.

Investment managers are therefore incentivised both to achieve the objectives set for them, which are consistent with the Trustee Directors’ policies and objectives, and to ensure that they remain capable of doing so on a rolling basis. This encourages investment managers



to take a suitably long term view when assessing the performance prospects of, and engaging with, the equity and debt issuers in which they invest or seek to invest.

#### *Performance Assessment & Fees*

The Trustee Directors receive reporting on asset class and investment manager performance on a regular basis, via a combination of formal independent reports and presentations from the investment managers.

Investment returns (and volatility) are measured on both an absolute basis and relative to one or more suitable benchmarks and targets. Returns are considered net of transaction costs but gross of management fees. In reviewing this performance, the Trustees have ready access to, and are mindful of, the fees paid to managers.

As well as assessing investment returns the Trustee Directors will consider a range of other factors, with the assistance of their investment adviser, when assessing investment managers, which may include:

- Personnel and business change
- Portfolio characteristics (including risk and compatibility with objectives) and turnover
- Voting and engagement activity
- Service standards
- The adviser's assessment of ongoing prospects based on their research ratings

The majority of investment managers are typically remunerated by way of a fee calculated as a percentage of assets under management. In each case, the principal incentive is for the investment manager to retain their appointment (in full), by achieving their objectives, in order to continue to receive the associated fee. The Trustee Directors will consider any performance related fees on a case by case basis and would also consider requesting fee reductions. Investment managers are not remunerated based on portfolio turnover.

#### *Portfolio Turnover Costs*

Turnover costs arise from a) "ongoing" transactions within an investment manager's portfolio and b) "cashflow" costs incurred when investing in or realising assets from a mandate.

The Trustee Directors have not historically monitored investment managers' ongoing transaction costs explicitly but measure these implicitly through ongoing performance assessments which are net of these costs. The Trustee Directors will seek explicit reporting on ongoing costs for all appointed managers.

The Trustee Directors do not monitor regular cashflow costs (but seek to minimise them through ongoing cashflow policy). The Trustee Directors monitor the costs of implementing strategic change via their investment consultant.

12. **Compliance with this Statement**

The Trustee Directors will monitor compliance with this Statement annually, and in any event will review this Statement at least once every three years and without delay after any significant change in investment policy.

13. **Review of this Statement**

The Trustee Directors will review this Statement at least once every three years and without delay after any significant change in investment policy. Any change to this Statement will only be made after having obtained and considered the written advice of someone who the Trustee Directors reasonably believes to be qualified by their ability in and practical experience of financial matters and to have the appropriate knowledge and experience of the management of pension scheme investments.

T Simcox

*T Simcox*

Trustee

Signed

**On behalf of T C Harrison (Trustees) Limited, Trustee of the T C Harrison Group Pension Scheme**

## **ANNUAL ENGAGEMENT POLICY IMPLEMENTATION STATEMENT**

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### **Introduction**

This statement sets out how, and the extent to which, the Engagement Policy in the Statement of Investment Principles ('SIP') produced by the trustee directors has been followed during the year to 31 December 2020. This statement has been produced in accordance with The Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018 and the guidance published by the Pensions Regulator.

### **Investment objectives of the Scheme**

The trustee directors believe it is important to consider the policies in place in the context of the investment objectives they have set. The objectives of the Scheme included in the SIP are as follows:

- To make sure that the trustee directors can meet their obligations to the beneficiaries of the Scheme, principally on an ongoing basis;
- To pay due regard to T. C. Harrison Group Limited's interests on the size and incidence of employers' contribution payments and the impact of the Scheme concerning T. C. Harrison Group Limited's balance sheet and profit and loss account;
- To achieve, over the longer term, a return on the assets that is consistent with the long-term assumptions made by the actuary in determining the funding of the Scheme's liabilities;
- To achieve, over the shorter term, a favourable return against the Scheme's performance benchmark.

### **Policy on ESG, stewardship and climate change**

The Scheme's SIP includes the trustee directors' policy on Environmental, Social and Governance ('ESG') factors, stewardship and Climate Change. This policy sets out the trustee directors' beliefs on ESG and climate change and the processes followed by the trustee in relation to voting rights and stewardship. This was last reviewed in September 2020.

In order to establish their core beliefs in this area and produce the policy, the trustee directors undertook investment training provided by their investment consultant on responsible investment which covered ESG factors, stewardship, climate change and ethical investing. This training was provided in June 2019. The investment consultant also provided a further update in February 2020 following introduction of the new UK Stewardship Code and in respect of upcoming SIP and disclosure requirements introduced from 1 October 2020.

The following work was undertaken during the year relating to the trustee directors' policy on ESG factors, stewardship and climate change, and sets out how the trustee's engagement and voting policies were followed and implemented during the year.

## Engagement

- The trustee directors requested that the investment managers confirm compliance with the principles of the UK Stewardship Code. All managers confirmed that they are signatories of the current UK Stewardship Code and had submitted the required reporting to the Financial Reporting Council by 31 March 2021 in order to be on the first list of signatories for the UK Stewardship Code 2020 that took effect on 1 January 2020.
- At the February 2020 Trustee meeting, the trustee directors requested that Investec provide ESG analysis as part of their update presentations at Trustee meetings moving forwards.
- The investment consultant also produces ESG ratings as part of its manager research capabilities. The investment consultant does not formally rate the Scheme's mandates. However, in respect of Mercer funds, the underlying investment managers appointed by Mercer to manage these funds are rated. The underlying managers are expected to evaluate and engage on ESG factors, including climate change. Mercer review ESG ratings of the underlying investment managers of their funds during the quarterly monitoring processes, with a more comprehensive review performed annually. The underlying managers carry a rating at least in line with their peer group average.

The trustee directors also required details of relevant engagement activity for the year by the Scheme's investment managers as detailed below.

### Investec

Investec are signatories of the UN PRI. Collaborations such as this are a priority for Investec in 2021. Investec will be exploring the collaborative opportunities that being signatories of the UN PRI afford.

Investec conducted significant extra engagement activities throughout the year to 31 December 2020. In addition to yearly meetings with boards, scheduled into the firm's process, in 2020 Investec conducted extra meetings with 30 of the investment companies in which they invest in. There were 5 of these trusts where Investec conducted more than 5 additional engagements each, and one additional trust where Investec conducted 31 extra engagements.

In addition to dealing with specific issues, Investec will put pressure on boards to maintain best practice and deliver value for shareholders, as well as providing feedback on any proposed changes and acting as a general sounding board. A general outline of the subject of the engagements Investec were involved in during the year to 30 December 2020 is provided below:

- Changes to the management and investment processes of the underlying strategies
- Pricing and performance fees - Equity issuance and pre-emption rights
- Board composition, evolution and engagement
- End of fixed life and continuation votes
- ESG (Environmental, Social, and Governance) integration
- Manager succession
- Dividend and liquidity issues
- Portfolio bids

### Mercer

Mercer are signatories of the Principles for Responsible Investment (PRI). As a signatory to the PRI, Mercer recognise that ESG issues can be material to investment performance and have made a commitment to provide services that support the implementation of the PRI by investors.

Mercer are an active supporter of the UK Stewardship Code, and more recently the Japan Stewardship Code, including monitoring managers against the principles.

Mercer was represented on the 32 person Task Force that in June 2017, published a global set of industry guidelines for climate related financial disclosures, to be applied to companies, investment managers and asset owners.

Mercer has signed the public statements of support.

Mercer is also an active participant in Investors Groups on Climate Change (Europe, Australia), Future Makers Working Group (Mercer network), Global Impact Investing Network (GIIN) and Council of Institutional Investors (US).

## **Voting activity**

The trustee directors have delegated their voting rights to the investment managers. The trustee directors have requested that investment managers highlight key voting activity and the impact on the portfolio.

Over the last 12 months, the key voting activity on behalf of the trustee directors was as follows.

### **Investec**

Investec partner with Institutional Shareholder Services (ISS) to provide governance and voting analysis as an input to assist in Investec's decision making. Overall voting and engagement activities are overseen by Investec's Investment Corporate Governance Committee. Investec believe it is important to take an active role in engaging with the companies that they invest in on the Scheme's behalf.

With respect to the Scheme, over the year to 31 December 2020, 970 votes were cast across underlying companies within the Investec fund of which 851 were votes attributable to UK companies, 52 were votes attributable to US companies and 67 were votes attributable to European (ex UK) companies. Of these 970 votes, 21 votes were votes against management with 18 of these votes attributable to the 851 votes to UK companies and 3 against votes attributable to the 52 votes of US companies. Investec did not vote against management relating to any of the votes casted for the 67 European (ex UK) company votes.

An example of where Investec voted against management includes the vote, contrary to the board's recommendation, to support a shareholder proposal for Apple to deliver a Report on Freedom of Expression and Access to Information Policies, calling for the company to publish a report on its policies on freedom of expression and access to information, including whether it has publicly committed to respect freedom of expression as a human right. Investec also voted against the Remuneration Policy at British American Tobacco.

Investec make no distinction between the significance of votes. Whilst their holdings are greater in some companies and funds than others, and certain votes may garner greater publicity, Investec view all infringements of best practice in a company's relevant jurisdiction as significant.

### **Mercer**

The Scheme's funds take the form of shares or units in the Mercer Funds. Voting rights that do apply with respect to the underlying investments attached to the Mercer Funds are, ultimately, delegated to the third party investment managers appointed by MGIE.

MGIE accepts that managers may have detailed knowledge of both the governance and the operations of the investee companies and has therefore enabled managers to vote based on their own proxy-voting execution policy, and taking account of current best practice including the UK Corporate Governance Code and the UK Stewardship Code. As such, the trustees and Mercer do not use the direct services of a proxy voter.

As part of the monitoring of managers' approaches to voting, MGIE assesses how active managers are voting against management and seeks to obtain the rationale behind voting activities, particularly in cases where split votes may occur (where managers vote in different ways for the same proposal). MGIE portfolio managers will use these results to inform their engagements with managers on their voting activities.

The statistics set below are drawn from the Glass Lewis voting system (via Mercer's custodian). Typically, votes exercised against management can indicate a thoughtful and active approach. This is particularly visible where votes have been exercised to escalate engagement objectives. The expectation is for all shares to be voted.

"Unvoted" reflects instances where managers have not actioned a vote – these are specific areas where MGIE will follow up to ensure managers have appropriate systems in place to ensure all votes are actioned.

"Other" reflects instances where managers have withheld votes in Power of Attorney markets, share blocking markets or where conflicts of interest may be present.

<b>Fund</b>	<b>Mercer Passive Global Equity CCF</b>
Total Proposals	19,240
Voted 'For'	84%
Voted 'Against'	10%
Abstained from voting	0%
Unvoted	3%
Other	2%
For Management	86%
Against Management	14%
Use of Proxy Advisor	Yes

Mercer Investment Solutions has based its definition of significant votes on its Global Engagement Priorities, based on its Beliefs, Materiality and Impact ("BMI") Framework.

In order to capture this in the monitoring and reporting of managers voting activities, significant votes focus on proposals covering these priority areas, with specific focus placed on shareholder proposals relating to these priority areas and taking into account the size of holding across funds. Some examples of significant votes for the equity portfolio invested by the Scheme include the shareholder proposal regarding aligning green house gas reductions with the Paris Agreement, issued by JPMorgan Chase & Co which Mercer voted 'for' and the shareholder proposal regarding gender pay equity report, issued by Pfizer which Mercer voted 'for'.