

Padley & Venables Pension Fund: Annual Engagement Policy Implementation Statement

Introduction

This statement sets out how, and the extent to which, the Engagement Policy in the Statement of Investment Principles ('SIP') produced by the Trustees has been followed during the year to 5 April 2023. 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 Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019 and the guidance published by the Pensions Regulator.

Investment Objectives of the Fund

The Trustees believe it is important to consider the policies in place in the context of the investment objectives they have set. The Trustees objective is to invest the Fund's assets in the best interest of the members and beneficiaries, and in the case of a potential conflict of interest, in the sole interest of the members and beneficiaries. Within this framework, the Trustees have agreed a number of objectives to help guide them in their strategic management of the assets and controls of the various risks to which the Fund is exposed. The Trustees' primary objectives are as follows:

- To achieve sufficient stability in the ongoing funding level such that Fund assets remain in excess of accrued non-discretionary ongoing liabilities;
- To deliver performance in excess of the return that can be achieved by investing in the lowest risk investments, with a view to covering the cost of discretionary benefits and future service liabilities without recourse to the Sponsoring Company.

When these objectives conflict with each other, the Trustees will aim to achieve a balance between them but with a higher weighting to the first objective than the second.

Policy on ESG, Stewardship and Climate Change

The Fund's SIP includes the Trustees' policy on Environmental, Social and Governance ('ESG') factors, stewardship and climate change. This policy sets out the Trustees' beliefs on ESG and climate change and the processes followed by the Trustees in relation to voting rights and stewardship. A further review of the Trustees' policy on ESG factors, stewardship and climate change has taken place after 5 April 2021, but prior to the signing of the accounts.

The following work was undertaken during the year to 5 April 2023 relating to the Trustees' policy on ESG factors, stewardship and climate change, and sets out how the Trustees' engagement and voting policies were followed and implemented during the year.

Engagement

- Through their investment consultant, Mercer Limited (Mercer), the Trustees review the mandate of the investment manager, Legal and General Investment Management (LGIM), in relation to ESG factors, including climate change, on an ongoing basis. Mercer has highlighted a continuing high rating of the investment manager Legal and General Investment Management's (LGIM) passive equity strategies, reflecting their engagement activity, and ratings for LGIM's active and buy and maintain corporate bond mandates broadly in line with the peer group average. Passive corporate bonds, gilts, swaps and cash investments are not rated due to the more limited scope for ESG integration within these asset categories.

- If a particular fund in which the Fund invests were to have its ESG rating downgraded then the Trustees could consider their continued investment and may put a manager 'on watch' or, in the case of a material change in rating, terminate the appointment.
- The Trustees requested that the investment manager, LGIM, confirm compliance with the principles of the UK Stewardship Code. LGIM have subsequently confirmed that they are a signatory of the current 2020 UK Stewardship Code.
- The Trustees, via their investment consultant, also received details of relevant engagement activity for the year from LGIM, which are listed below.
 - LGIM provided examples of instances where they had engaged with companies which they were invested in (or were about to invest in) which resulted in a positive outcome. These engagement initiatives are driven mainly through regular engagement meetings with the companies that LGIM invest in or by voting on key climate-related resolutions at companies' Annual General Meetings. The resolutions are often co-filed by a number of investors who indicate whether or not they support the resolution to the company's management.
 - LGIM produce an 'active ownership' (or stewardship) report annually, based on calendar years. LGIM's Investment Stewardship Team engaged with 902 companies in 2022. LGIM's top four engagement topics were Climate Change (281 engagements), Deforestation (264 remunerations), Remuneration (219 engagements) and Shareholder Rights (212 engagements). LGIM can engage with one company on a number of engagement topics, so the number of companies engaged with does not necessarily equal the number of engagements

Voting Activity

LGIM are expected to provide voting summary reporting on a regular basis, at least annually. The reports will be reviewed by the Trustees' investment advisor, on behalf of the Trustees, to ensure voting activity undertaken aligns with their overarching investment policy and the policies set out within the SIP. Any material deviations from the SIP will be raised and discussed with the Trustees.

For the purpose of this statement, the Trustees have asked LGIM to highlight key voting activity and the impact on the portfolio. The key voting activity over the year to 5 April 2023 by the LGIM on behalf of the Trustees is summarised below. The Trustees do not use the direct services of a proxy voter, although LGIM does employ the services of proxy voters in exercising its voting rights on behalf of the Trustees.

The voting policy of the manager has been considered by the investment consultant, on behalf of the Trustees, who deems it to be consistent with the Trustees' investment beliefs.

All World Equity Index Fund and All World Equity Index Fund - GBP Currency Hedged

- There have been 6,728 votable meetings over the year, in which there were a total of 68,320 resolutions. LGIM voted on 99.9% of resolutions on which they were eligible, voting with management 79.1% of the time.
- GIM reported on a number of significant votes which they undertook on behalf of the Trustees. For example, LGIM noted a significant vote in respect to the Amazon. LGIM voted against the election of Director Jeffrey Bezos on the grounds that they have a longstanding policy advocating for the separation of the roles of CEO and board chair, noting that these roles are substantially different, require different skills and should be separated from a governance and oversight perspective.

Significant Votes

New guidance on reporting on stewardship from the Department of Work and Pensions (DWP) came into effect for schemes with year ends post 1 October 2022. This guidance requires trustees to define what they consider to be a significant vote and report on all the most significant votes each year.

The Trustees have requested key voting activities from their managers during the Plan year. In particular, focus has been given on the stewardship priorities that the Trustees believe constitutes a "significant" vote. These have been set out below.

The Trustee considers significant votes on the underlying holdings of the Fund on an annual basis. The Trustees have decided to consider votes focusing on shareholder resolutions relating to material holdings (a company that represented at least 0.5% of the year-end net asset value of any fund in which the Scheme was invested during the Scheme year), in three key stewardship priorities for the Scheme relating to:

- **Climate Change:** including, but not limited to, low-carbon transition and physical damages resilience;
- **Human Rights:** including, but not limited to, modern slavery, pay & safety in the workforce and abuses in conflict zones; and/or
- **Diversity, Equity and Inclusion:** including, but not limited to, inclusive & diverse decision-making.

Issuer / Size of holding	Resolution Summary	Stewardship Priority	Vote	Management Recommendation	Rationale
Amazon Inc. >0.5%	Director Elections	Human Rights	Against	For	A vote against was applied as the director is a long-standing member of the Leadership Development & Compensation Committee which is accountable for human capital management failings.
Alphabet Inc. >0.5%	Report on Physical Risks of Climate Change	Climate Change	For	For	A vote in favour was applied as LGIM expects companies to be taking sufficient action on the key issue of climate change.
NVIDIA Corporation >0.5%	Director Elections	Diversity, Equity and Inclusion	Against	For	A vote against was applied as LGIM expects a company to have at least 25% women on the board with the expectation of reaching a minimum of 30% of women on the board by 2023.
Berkshire Hathaway Inc. > 0.5%	Director Elections	Climate Change	Withhold	For	A withhold vote was warranted for lead independent director Susan Decker as the company does not adequately disclose climate change-related risks and opportunities
Exxon Mobil Corporation >0.5%	Set GHG Emissions Reduction targets Consistent With Paris Agreement Goal	Climate Change	For	For	A vote for is applied in the absence of reductions targets for emissions associated with the company's sold products and insufficiently ambitious interim operational targets

This statement was prepared by the Trustees of the Padley & Venables Pension Fund in November 2023.