

Proxy Voting Guidelines

NEW YORK STATE COMMON
RETIREMENT FUND



Office of the New York
STATE COMPTROLLER
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About the New York State Common Retirement Fund

The New York State Common Retirement Fund (Fund or CRF) is one of the largest public pension funds in the nation with invested assets valued at \$273.1 billion (as of March 31, 2025). The Fund holds and invests the assets of the New York State and Local Retirement System on behalf of more than 1.2 million members, retirees, and beneficiaries. It has consistently been ranked as one of the best managed and best funded plans in the nation.

The Bureau of Corporate Governance

The Bureau of Corporate Governance (BCG) is responsible for developing and implementing the Fund's Environmental, Social and Governance (ESG) Strategy in furtherance of the Comptroller's fiduciary responsibility. The BCG prepares proxy voting policies, directs and monitors the voting process and practices active ownership through direct engagement with portfolio companies. BCG also supports and facilitates the integration of ESG factors into the CRF's investment processes.

Environmental, Social, and Governance (ESG) Strategy

The Fund's Investment Philosophy requires the consideration of ESG factors in the investment process because they can influence both risks and returns. Assessing company and external manager performance with respect to ESG factors, and encouraging both to embrace ESG best practices, can help protect the long-term value of the Fund's investments.

The Fund has publicly released its ESG Strategy which delineates its ESG beliefs, practices, and key factors, and outlines expectations for asset managers and public equity portfolio companies. The Fund's ESG Strategy can be accessed on the Comptroller's website at: www.osc.ny.gov/files/common-retirement-fund/pdf/esg-strategy-report.pdf

The Fund's Corporate Governance Program is tasked with executing the Fund's ESG Strategy, with a focus on the following key ESG factors:

- Environmental (E): climate risks and opportunities, natural resource and raw material usage, and pollution and waste management.
- Social (S): workforce management, labor relations, human rights, health and safety, supply chain labor standards, diversity and inclusion, and stakeholder impact.
- Governance (G): risk oversight, board governance practices, corporate strategy and capital allocation, compensation, privacy and information security, product safety and quality, and lobbying and political spending.

Public Equity Portfolio Companies — Principles and Practices

- As a long-term owner that invests across all sectors of the economy, the Fund works to promote sound ESG practices at the companies in its public equity portfolio through active ownership.
- At the center of the Fund's ESG investment philosophy is the belief that high-performing, diverse boards of directors, good governance, and prudent management of environmental and social factors provide the foundation for sustainable long-term company success.
- Underlying all of the Fund's engagement activities is a commitment to active ownership. Using the Fund's voice and votes to mitigate risks can support the long-term success of its portfolio investments. The Fund's public company engagement activities can take various forms, including shareholder proposals, written correspondence, investor statements, press strategies and direct dialogue. It is the Fund's experience that this work has resulted in many important company actions, commitments and disclosures, which can enhance and protect the long-term value of the Fund's investments.
- Proxy voting at company meetings is an effective means of engaging and communicating with boards of directors and management about the Fund's ESG priorities, and can also be a powerful tool for enhancing long-term value.
- The Fund is fully committed to communicating the Fund's ESG priorities and expectations to the market in an accountable and transparent manner.

ESG Expectations for Public Equity Portfolio Companies

- The Fund expects companies in its public equities portfolio to identify ESG-related risks and opportunities, and to integrate ESG considerations into their long-term business strategies. Companies should have strong internal leaders and support from senior management to drive ESG improvements. The Fund expects companies' board directors to provide oversight of the management of ESG issues, policies and strategy.
- The CRF expects companies to disclose their approach to addressing ESG risks and opportunities. This could include how they determine ESG materiality and apply ESG-related data utilizing widely accepted frameworks.
- Companies should also consider communicating their ESG efforts in public financial filings or by releasing a yearly ESG-related report (Corporate Sustainability Report) that includes, among other things, the company's efforts to address ESG risk and opportunities and decision-useful data that is comparable over multiple years.
- The Fund expects companies to regularly engage with shareholders on ESG-related issues and to respect all rights afforded to shareholders.

Proxy Voting

The Fund independently votes by proxy on all director nominees and proposals presented at annual meetings and special meetings for each of the domestic companies in the Fund's public equity portfolio, as well as those of selected non-U.S. companies. The CRF's independent proxy voting is an important part of the Comptroller's fiduciary duty to prudently manage investments for the exclusive benefit of the System's members, retirees, and beneficiaries as it provides a direct means of providing feedback on a company's governance and risk management. Proxy voting decisions are based on these Guidelines and reviews of available information relating to items on the ballot at each portfolio company's annual and special meetings.

It is not possible for the Guidelines to anticipate every proposal that will appear on portfolio companies' proxy statements. In addition, the assessment of the facts and circumstances regarding a particular company or its proposal may require a different conclusion in order to vote prudently in the best interests of the CRF.

The Guidelines also provide guidance on voting practices to CRF's managers as the Fund encourages its managers to consider the principles in the Guidelines in investment decision making, proxy voting, and corporate engagements consistent with their fiduciary duties. The Guidelines also serve to inform and prioritize corporate engagements and policy initiatives under the BCG's stewardship program.

Finally, the Fund believes that the Guidelines reflect prevailing best practices for the enhancement of shareholder value.

Review of Proxy Voting Guidelines

The BCG updates the Guidelines biennially; however, they may be updated at any time as deemed prudent upon approval of the Chief Investment Officer and the Comptroller.

Prior to the biennial update of the Guidelines the BCG conducts a review of the adequacy of the prior version of the Guidelines. This includes auditing a sample of proxy votes from the prior two years; reviewing voting guidelines of public fund peers; conducting a gap analysis comparing prior adopted Guidelines and ballot items topics from the prior two years; reviewing the CRF's voting trends on various ballot item topics; and reviewing relevant trends related to corporate governance, proxy statement disclosures, and shareholder proposals.

Staff also evaluates the CRF's proxy voting procedure to determine whether certain types of proxy votes should be designated for more detailed analysis, such as corporate events and contested director elections.

Proxy Voting Procedure

Proxy voting decisions are based on these Guidelines and reviews of available information relating to items on the ballot at each portfolio company's annual and special meetings. The Fund analyzes a variety of materials from public and private sources, including but not limited to, U.S. Securities and Exchange Commission (SEC) filings, materials from company websites, analyst reports, relevant studies and materials from proponents and opponents of shareholder proposals, third-party independent perspectives and studies, internal CRF staff expertise, and analyses from several service providers. To the extent the Fund uses information from third-party research providers such as proxy advisors, the Fund reviews whether those advisors have a process for seeking input from issuers, whether the advisors disclose methodologies for formulating recommendations, what sources are used by the advisors, the advisors' policies for preventing and disclosing conflicts of interest, and the extent of their engagement with issuers to ensure accurate information. The Fund also has a process for considering additional information, such as updated proxy materials, that arises after proxy advisor recommendations are published. Information from third-party research providers such as proxy advisors helps inform the Fund's voting positions but is not the sole determinative factor for the Fund's vote decisions.

The Fund utilizes a vote management platform to execute its proxy votes. Proxy votes are, in part, based on a custom voting policy developed to align with these Guidelines. The Fund regularly reviews and updates its custom voting policy to ensure it accurately reflects these Guidelines. In accordance with the terms of its securities lending program, the Fund seeks to recall loaned domestic securities to facilitate the Fund's ability to exercise its voting rights.

Reporting

The CRF makes its votes available annually on its website and releases an annual Corporate Governance Stewardship Report, which summarizes the Fund's voting during the year. In addition, the Fund complies with regulatory proxy voting disclosure requirements. The Fund's annual votes and Corporate Governance Stewardship Reports can be found on the Corporate Governance segment of its website at: (<https://www.osc.ny.gov/common-retirement-fund/corporate-governance>).

Governance Issues

Access to the Proxy & Universal Proxy

Proxy access is a fundamental right of long-term shareholders. Allowing shareholders that meet the appropriate ownership requirements the ability to use management's proxy materials for the purpose of nominating director candidates to boards at companies in which they are stakeholders is a cost-effective tool to increase shareholders' ability to hold boards accountable. The Fund will support proposals allowing shareholder access to the director nomination process and the company's proxy materials with provisions no more restrictive than an aggregate of three percent of the company's voting stock for at least three years.

It is a right of shareholders to nominate and elect directors. Therefore, the board's role in terms of including a shareholder nominee in the proxy statement should be to assess a shareholder nominee's eligibility, not suitability, to serve on the board. Furthermore, the determination of eligibility should be done on the same basis for all nominees, regardless of source.

Further, shareholder-nominated candidates should be reviewed against the same standards as management candidates. Shareholder-nominated candidates should not be subject to additional disclosures, questionnaires, or commitments that are not required of management nominees. The board should not require onerous advance notice provisions for nomination.

Anti-Takeover Provisions

a. Greenmail

The Fund generally opposes the use of corporate assets to repurchase shares, typically at a premium, from a designated shareholder, often in an effort to deter a change in control. These “greenmail” payments unduly discriminate against other shareholders who are not offered the same premium and may deter a takeover that is otherwise in the interest of all shareholders. The Fund will support proposals that ask companies to require shareholder approval of greenmail payments, which pay a premium price to repurchase shares and avert a hostile takeover.

b. Supermajority Requirements

Supermajority provisions can be used to impose voting barriers to deter hostile takeovers. They can also be used to disenfranchise shareholders by diminishing shareholder rights and entrenching current management and boards. The Fund may vote against members of the governance committee where a company has adopted or fails to remove a supermajority voting requirement.

The Fund will support proposals that ask companies to eliminate any requirement that corporate actions be approved by more than a simple majority of shareholders. The Fund will not support proposals that include provisions requiring more than a simple majority of shareholders to approve actions such as mergers, sales of assets or bylaw amendments.

c. Unequal Voting Rights

Unequal voting rights can benefit some shareholders at the expense of others. Also, such rights can effectively deter premium takeover offers. The Fund will not support proposals that allow companies to issue shares with unequal voting rights.

The Fund will support proposals for companies with unequal voting rights to adopt a recapitalization plan for all outstanding stock to have one vote per share.

d. Written Consent/Special Meeting

The ability to act by written consent allows shareholders to act collectively without a shareholder meeting. This is potentially powerful to shareholders because they may run the equivalent of a proxy contest without having to wait for the Company to set a meeting. By banning the use of consents, companies may discourage hostile takeovers by delaying an attempt to gain control of the company until a meeting is set by the board. The Fund will support proposals that ask a company to allow shareholders to call a special meeting or act by written consent. Ideally the ownership threshold to call a special meeting would be 10%, but the Fund will consider proposals with higher thresholds on a case-by-case basis.

The Fund will vote against governance committee members at companies where shareholders are unable to call special meetings or act by written consent.

Auditors

A company's external auditor plays a critical role in the independent review of financial reports presented to shareholders. The auditor should be independent and avoid conflicts of interest when auditing the company's financial statements. The auditor provides reasonable assurance that the financial statements are free from material misstatements, whether due to fraud or error.

The audit committee should be proactive in promoting auditor independence and audit quality. Additionally, the audit committee should regularly evaluate the external and internal auditors and review management reports related to compliance with laws, regulations and internal procedures.

The audit committee plays a critical role in providing oversight of a company's financial reporting processes, internal controls and independent auditors. For an audit committee to effectively carry out its responsibilities on behalf of shareholders, the committee should be governed by a formal, written charter stating its responsibilities and there should be disclosure in the proxy statement stating that the audit committee has complied with the charter responsibilities. Additionally, the audit committee should be composed entirely of independent directors with the necessary financial and management skills, and experience, to perform their oversight duties.

The appointment of independent auditors is critical to long-term shareholder value.

a. Non-Audit Services

Conflicts of interest can arise when auditors provide both audit and non-audit services to the same company. These conflicts can compromise auditors' independence and jeopardize investors' interests.

The Fund will support the appointment of an independent external auditor only if the auditor's non-auditing services are limited to no more than 25 percent of total services to minimize the conflicts of interest for the auditing firm with the company.

b. Investor Protection

The Fund will generally withhold support from board nominees who are incumbent members of the audit committee and/or from approval of outside auditors if contracts with external auditors require the company to use alternative dispute resolution procedures, if there have been recent material restatements of annual financial statements or persistent late filings by the company, or if the company has granted back dated option awards.

c. Auditor Ratification

Given the importance of a public company's financial statements, shareholders should have a voice in deciding which firm audits the company's financials. To that end, shareholder ratification of the auditor serves to increase the auditor's accountability. If the board fails to put the selection of the auditor up for shareholder ratification, the Fund will withhold support from members of the audit committee.

d. Auditor Tenure/Rotation:

Boards should periodically review the length of the auditor's tenure and any possible impact this may have on the independence of the auditor. Companies should have a policy on audit firm rotation that promotes change to ensure a fresh perspective and review of the financial reporting framework. The Fund may vote against ratification and/or audit committee members if:

- i. The audit committee fails to disclose considerations of auditor rotation for long-tenured auditors;
or
- ii. There is a long-tenured auditor and also an adverse material event involving the audit committee's review of financial reporting, unreported poor internal controls, or poor risk oversight.

Board of Directors' Independence, Accountability and Responsibilities

The election of directors is a fundamental shareholder right, providing the most direct means for shareholders to hold directors accountable for their actions and decisions. Shareholders' interests are best served by directors who demonstrate a commitment to sustainable long-term performance and responsible corporate governance.

a. Board Accountability

The Fund will cast its votes in a manner that promotes the election of independent directors. The Fund will generally withhold support from the following director nominees:

- i. Directors who have attended less than 75 percent of board and/or committee meetings during the preceding year without a reasonable and disclosed justification.
- ii. Directors who are members of an excessive number of corporate boards and/or number of key committees. The Fund defines excessive as: Director nominees who serve on more than a total of four public company boards; and a chief executive officer of a public company who serves on more than one board other than the company where the individual is chief executive officer. The Fund may also consider a nominee's other committee memberships (e.g., service on multiple audit committees at other companies), committee leadership positions, or other activities, including private company service, when assessing excessive outside commitments.
- iii. Directors who have failed to fulfill their committee duties or ignored the best interests of shareholders.
- iv. Governance and nominating committee chairs when a director nominee who failed to receive the majority of votes cast in a previous director election at the company was allowed to remain on the board.
- v. Nominating committee members of boards that have failed to establish all-independent audit, compensation and/or nominating committees at the corporation.
- vi. Nominating committee chair when the board has neither appointed an independent chair nor an independent lead/presiding director.

- vii. Nominating committee members of boards that have failed to establish a majority independent board.
- viii. Audit committee members when the board has failed to put the selection of the auditor up for shareholder ratification.
- ix. Audit committee members of boards that have limited auditor liability in their auditor contracts.
- x. Governance or nominating committee members when the board adopts a governance provision that weakens shareholder rights, including the right to nominate directors, without shareholder approval. In egregious instances, the Fund may withhold support from all board nominees.
- xi. All incumbent directors who have approved a poison pill without seeking prior shareholder approval.
- xii. Compensation committee members of boards that fail to adopt executive compensation policies and practices focused on ensuring long-term sustained performance.
- xiii. Directors on relevant committees where there is inadequate disclosure of workforce management and diversity and inclusion practices or data.¹
- xiv. Audit committee members or directors responsible for oversight when there is failure of the company to disclose and appropriately manage and comprehensively report climate and other material ESG risks.
- xv. All incumbent board nominees at companies that have a dual-class or “stealth” dual-class capital structure without a reasonable sunset. A “stealth” dual-class structure is any structure that includes similar misalignment of voting rights and economic ownership without establishing multiple classes of common stock. The Fund does not consider sunset periods of more than seven years from the date of the IPO to be reasonable.

The Fund also monitors director performance by analyzing a variety of company performance metrics, including but not limited to total shareholder return (TSR) relative to industry peers for 3-, 5- and 10- year periods. In the event of chronic underperformance, the Fund may vote against or withhold support from directors who served on the board during such periods of underperformance.

As part of director performance evaluation, the Fund will evaluate if the board maintains governance provisions that may entrench directors or insulate directors from accountability. Such entrenchment devices include, but are not limited to, classifying the board, imposing supermajority vote requirements, issuing dual-class shares (or adopting alternative structures or mechanisms that achieve the same result) and approving “poison pills” (or shareholders’ rights plans — see section on Poison Pills below). In such instances, the Fund may vote against members of the governance committee who have established such provisions. Further, the Fund will generally vote against directors who, either in their individual capacity or in their capacity as a director sitting on another board, have a history of material financial lapses, poor management of ESG-related issues, diminishing shareholder rights, poor risk management, or misconduct.

¹ See section on [Social Issues](#).

b. Board Composition

- i. **Attributes and Skills.** The Fund will support the election of qualified directors who are capable of fulfilling fiduciary responsibilities. The Fund focuses on long-term performance and expects that each director possesses the requisite attributes and skills to appropriately oversee a company's overall strategy and operations. To this end, and in order to focus on long-term sustainability of the company's business, a board should reflect a broad range of experience including leadership, finance, accounting, international business management, industry expertise, customer base experience, and crisis management. Additionally, director attributes and skills should be relevant to a board's capacity to effectively oversee risk, including operational, regulatory, climate-related and environmental, workforce, geopolitical, macroeconomic, financial, and cyber risks.
- ii. **Board Diversity.** Board diversity is an essential measure of sound governance and a critical attribute of a well-functioning board. Research shows that the ability to draw on a wide range of viewpoints, backgrounds, skills and experience is increasingly critical to corporations' long-term success in the global marketplace. The Fund will scrutinize boards that do not appear diverse. For example, boards may not be diverse if they lack diversity of age, race, gender, ethnicity, sexual orientation and gender identity, geography, disability and other such individualized factors that may result in a wide range of viewpoints, backgrounds, skills and experience.

A determination that a board is not diverse and/or insufficient efforts have been taken to address diversity may result in the Fund withholding support from incumbent nominating committee nominees or all incumbent board nominees. The Fund may consider the following:

Overall board diversity policies, considerations and disclosures; the distribution of various diversity attributes across the entire board by number; the distribution of various diversity attributes across the entire board by percentage; whether the company discloses the self-identified diverse attributes of individual board directors; whether the company provides a director skill disclosure; whether the company explicitly considers gender and racial/ethnic diversity when developing a pool of candidates for new director nominees; adoption of a commitment to include diverse candidates in the initial pool of candidates when selecting new director nominees; and board diversity and associated policies of a company's peers.

iii. **Director Independence.** The election of independent directors is critical to long-term shareholder value. “Inside” directors can experience conflicts of interest when faced with decisions that impact management. Independent directors are better able to objectively evaluate management’s recommendations to the board and generate alternatives and proposals for board consideration. Independent directors are necessary to ensure that the board consistently acts in the best interests of shareholders. The Fund will support proposals that ask that a majority or a substantial portion of a company’s directors be “independent” directors. A director will not be considered “independent” if the director:

- (i) is, or in the past five years has been, or whose relative is, or in the past five years has been, employed by the corporation or employed by or a director of an affiliate;

An “affiliate” relationship is established if one entity either alone or pursuant to an arrangement with one or more other persons, owns or has the power to vote more than 20 percent of the equity interest in another, unless some other person, either alone or pursuant to an arrangement with one or more other persons, owns or has the power to vote a greater percentage of the equity interest. For these purposes, equal joint venture partners and general partners meet the definition of an affiliate, and officers and employees of equal joint venture enterprises and general partners are considered affiliated. A subsidiary is an affiliate if it is at least 20 percent owned by the corporation.

Affiliates include predecessor companies. A “predecessor” of the corporation is an entity that within the last 5 years was party to a “merger of equals” with the corporation or represented more than 50 percent of the corporation’s sales or assets when such predecessor became part of the corporation.

“Relatives” include spouses and domestic partners, parents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, aunts, uncles, nieces, nephews, first cousins, and anyone sharing the director’s home.

- (ii) is, or in the past five years has been, or whose relative is, or in the past five years has been, an employee, director or owner of a firm that is one of the corporation’s or its affiliate’s paid advisers or consultants or that receives revenue of at least \$50,000 for being a paid adviser or consultant to an executive officer of the corporation;

The term “executive officer” includes the chief executive, operating, financial, legal and accounting officers of a company. This includes the president, treasurer, secretary, controller and any vice-president who oversees a principal business unit, division or function (such as sales, administration or finance) or performs a major policymaking function for the corporation.

- (iii) is, or in the past five years has been, or whose relative is, or in the past five years has been, employed by or has had a five percent or greater ownership interest in a third-party that provides payments to or receives payments from the corporation which account for one percent of the third-party's or one percent of the corporation's consolidated gross revenues in any single fiscal year, or if the third-party is a debtor or creditor of the corporation, the amount owed exceeds one percent of the corporation's or the third party's assets. Ownership means beneficial or record ownership, not custodial ownership.
- (iv) has, or in the past five years has had, or whose relative has paid or received more than \$50,000 in the past five years under, a personal contract with the corporation, an executive officer or any affiliate of the corporation;
- (v) is, or in the past five years has been, or whose relative is, or in the past five years has been, an employee or director of a foundation, university or other non-profit organization that receives significant grants or endowments from the corporation or one of its affiliates or has been a direct beneficiary of any donations to such an organization;
- (vi) is, or in the past five years has been, or whose relative is, or in the past five years has been, part of an interlocking directorate in which the CEO or other employee of the corporation serves on the board of a third-party entity (for-profit or not-for-profit) employing the director; or
- (vii) has a relative who is, or in the past five years has been, an employee, a director or a five percent or greater owner of a third-party entity that is a significant competitor of the corporation.

c. Classified Board

All directors should be accountable to shareholders on an annual basis. Classified (staggered) boards limit shareholders' ability to regularly evaluate a board's performance. Moreover, classified boards make it extremely difficult for a bidder to acquire control or for a challenger to engage successfully in a proxy contest even when those might be in the best interest of the company. The Fund will vote against all incumbent nominees where a company has adopted a classified board structure without a reasonable sunset.

The Fund will generally support proposals to eliminate a classified board and elect all directors on an annual basis.

d. Committees

The formation of committees intended to examine specific issues helps to ensure that the board gives accurate, complete and thorough consideration to the variety of issues that prudent oversight requires. Independent directors are best able to objectively evaluate management's recommendations on specific issues and generate alternatives and proposals for board consideration. The Fund will support proposals that request that companies establish compensation, governance and nominating committees of the board of directors. The Fund will also support proposals that request that compensation, governance and nominating committees consist solely of independent directors. The Fund will evaluate on a case-by-case basis the establishment of a new standing or ad-hoc board committee, taking into consideration the extent to which the board's existing committee(s) appropriately evaluate risks that are material to the company's strategy and operations.

e. Director Liability and Indemnification

While limitations on directors' liability are standard in company charters, shareholders should be protected in situations of egregious misconduct by directors. Therefore, company indemnification provisions and insurance policies should have appropriate carveouts.

The Fund will not support proposals that provide indemnity for the following actions:

- i. Breach of fiduciary duties.
- ii. Acts or omissions not in good faith or involving intentional misconduct or knowing violations of the law.
- iii. Unlawful purchase or redemption of stock.
- iv. Payment of unlawful dividends.
- v. Receipt of improper personal benefits.

f. Officer Exculpation

Company directors rely on the care and diligence exercised by corporate officers in performing their day-to-day managerial roles for the corporation. The Fund will not support proposals that provide limitations on officers' liability and will vote against any proposed charter amendments seeking to extend exculpation and immunity from personal financial liability to corporate officers.

g. Chief Financial Officer (CFO) on the Board

The role of the CFO is to manage financial planning, analysis, risk, reporting and disclosure for the company. The Fund views the CFO as a critical advisor to the board, providing financial reporting, disclosure and additional analysis and/or context if needed or requested. The Fund believes the CFO and the value provided to the board is best preserved by ensuring that the CFO does not hold a seat on the board. The Fund will withhold support from nominees who serve as CFO of the company.

h. Employee Membership on the Board

The Fund will review proposals that request the appointment of an employee to a company's board of directors on a case-by-case basis. The Fund views such employee membership in the context of a board member's fiduciary duty to shareholders and the company.

i. Director Tenure

Arbitrary limits on director tenure will not necessarily ensure that a board's composition will consist of directors more qualified to serve in shareholders' best interests. Boards should continually evaluate director tenure as part of their comprehensive self-evaluation and the Fund encourages boards to establish mechanisms that promote periodic board refreshment. The Fund will not support proposals that ask a company to provide for age limits for directors. The Fund also will not support proposals that request that a company provide for term limits for directors. Although the Fund does not support director term limits, the Fund will scrutinize boards more closely in terms of independence and overall performance where the average tenure of directors exceeds 15 years.

j. Independent Board Chair

The Fund will support proposals that request that a company take the steps necessary to adopt a policy that the board chair be an independent, as defined in these guidelines, director. The Fund will also support proposals that request or require that a company take the steps necessary to separate the roles of chair and chief executive officer. Where there is one director acting as both the chair of the board and the chief executive officer, the Fund will support proposals that request that the company appoint a lead or presiding director. Independent directors are best able to objectively evaluate management's recommendations on corporate strategy and specific issues, and generate alternatives and proposals for board consideration. The appointment of an independent director as chair of the board would help to ensure that the board consistently acts in the best interests of shareholders.

k. Independent Director/Shareholder Dialogue

Communication between shareholders and independent directors helps ensure that the interests and concerns of shareholders are represented in board deliberations. Failure to provide access to independent directors may result in votes against the chair of the board and governance committee members. The Fund will support proposals that request that a company establish a policy and procedure by which shareholders can communicate with independent directors.

l. Majority Voting

A majority vote standard provides shareholders a meaningful say in determining who will represent them in the boardroom resulting in increased accountability and performance of directors. Board nominees should therefore be elected by the majority of votes cast at the annual meeting of shareholders. The Fund will withhold support from directors who failed to receive majority support in prior years and have not stepped down from the board. Further, the Fund will withhold support from nominating committee members who have failed to appropriately address directors who failed to receive majority support in a prior year.

m. Risk Expertise

The Fund will generally support proposals that request the nomination of independent director candidates with expertise in areas that will assist in the mitigation of company risk. This may include environmental experts in the extractive industries. Other industries where a "risk expert" might be appropriate are banking, nuclear energy, and waste management, among others.

Additionally, director attributes and skills should be relevant to the board's capacity to effectively oversee risk, including operational, regulatory, climate-related and environmental, workforce, geopolitical, macroeconomic, financial, and cyber risks.

Companies operating in high emitting sectors should possess climate risk competency on the board to effectively manage long-term material climate risks and opportunities. For companies in high emitting sectors, the board should clearly define climate risk oversight that includes:

- i. Naming specific committees individual directors in charge of overseeing climate risks and opportunities;
- ii. Detailing specific director skills and expertise required for director nominees;
- iii. Building climate competence on the board and ensuring board engagement on climate issues; and
- iv. Reporting on material climate risks and opportunities using the International Financial Reporting Standards (IFRS) S2, formerly known as TCFD recommendations.²

The Fund may support proposals that require climate expertise and qualifications for director nominees, and that establish a board committee on climate issues.

If companies fail to appropriately manage climate risks described in the “Climate Risks” section below, the Fund may withhold support from directors responsible for climate risk oversight.

Furthermore, companies should clearly define what constitutes relevant oversight of material ESG-related issues. Such oversight should include the assurance of appropriate comprehensive reporting to shareholders with adherence to internationally recognized sustainability reporting protocols. The Fund will vote against audit committee members at companies that fail to provide explicit disclosure concerning the board’s roles and responsibilities in overseeing ESG-related risks. Failure of companies to appropriately manage and comprehensively report climate and other material ESG risk may lead the Fund to withhold support from audit committee members, directors responsible for oversight, or the entire board.

n. Size of the Board of Directors

The Fund may vote against members of the nominating committee if there are fewer than five board members and may vote against members of the nominating committee if there are more than 20 board members. While there is no universally applicable optimum board size, boards should have at least five directors to ensure sufficient competency and diversity in decision-making and to allow for the formation of key board committees. Conversely, boards with more than 20 members may have difficulty reaching consensus and making timely decisions.

o. Succession Planning

The Fund will support proposals requesting the adoption and disclosure of a well-defined succession planning process. Boards have a responsibility to oversee CEO and board succession planning including the assessment of candidates and development of a transition plan. Lack of appropriate succession planning by boards can risk serious disruption of company operations in the event of CEO or expert board member departures.

² <https://www.ifrs.org/sustainability/tcf/>

p. Related-Party Transactions

The board has a responsibility to avoid conflicts of interest. To manage potential conflicts of interest, the board must exercise independent oversight of related-party transactions and ensure that robust disclosure of any such transactions is provided to shareholders. The Fund encourages companies to disclose their internal policies for reviewing, approving, monitoring and disclosing related-party transactions. The Fund will review any related-party transaction proposals on a case-by-case basis and may withhold support from governance committee members when meaningful oversight and disclosure of related-party transactions are inadequate.

q. Post-IPO Governance

For newly public companies, the Fund will generally withhold support from incumbent board nominees if, prior to or in connection with the company's public offering, the company or its board implements provisions or structures that negatively affect governance, including a multi-class capital structure in which the classes have unequal voting rights without subjecting the multi-class capital structure to a reasonable time-based sunset. The Fund may also consider "stealth" multiclass structures such as identity-based voting power, side agreements with favored shareholders, stock pyramiding/cross-ownership, umbrella partnerships and C corporations, employees granting irrevocable proxy voting rights transferred from employees to insiders, golden shares, situational super-class issuances, and non-equity votes. The Fund does not consider sunset periods of more than seven years from the date of the IPO to be reasonable.

The Fund will continue to withhold support from incumbent board nominees at companies that have a multi-class capital structure, either explicit or "stealth", without a reasonable sunset requirement.

r. Virtual Shareholder Meetings

A hybrid annual shareholder meeting, whereby virtual or remote participation is an alternative to attending the meeting in-person is a governance best practice. Companies incorporating virtual technology into their shareholder meeting should use it as a tool for broadening, not limiting, shareholder meeting participation. The Fund may withhold support from governance committee members when a company conducts a virtual-only meeting and doesn't provide adequate means for shareholder participation, or where there is insufficient disclosure addressing shareholder participation, and will vote against proposals that mandate or request virtual-only meetings.

The Fund understands that a virtual annual meeting may be necessary under specific circumstances, including, but not limited to, public health emergencies. During these circumstances, the Fund will review its voting guidelines and determine reasonable implementation of its virtual shareholder meetings guideline.

If a company holds a hybrid or virtual-only meeting, there should be robust disclosure in the proxy statement addressing shareholders' participation in the meeting. This includes disclosure of shareholders' ability to ask questions at the meeting; procedures, if any, for posting appropriate questions received during the meeting and the company's answers on its public website; as well as logistical details for meeting access and technical support. The Fund will vote against governance committee members where such disclosure is not provided or meaningfully addressed.

s. Bundled Proposals

Individual voting issues, especially those related to a company's bylaws or charter, should be voted on separately instead of as a bundled proposal. The Fund will withhold support from governance committee members when a company bundles ballot items.

t. Forum Selection & Forced Arbitration

Companies should not attempt to restrict shareholders' legal rights to redress. Exclusive forum provisions, mandatory mediation provisions, or arbitration provisions should not be adopted in governing documents. The Fund will withhold support from governance committee members when a company pursues such actions.

The Fund will vote against proposals requesting that companies adopt a provision requiring the arbitration of securities litigation and against all board members if the board votes to implement such a provision.

u. Advance Notice Requirements and Other Bylaw Changes

Bylaw amendments addressing advance notice requirements will be reviewed on a case-by-case basis. However, the Fund will not support proposals that seek to adopt onerous or overly restrictive advance notice requirements and may support reasonable proposals that do not materially affect or limit shareholder rights.

The Fund will support proposals that seek to require shareholder approval for bylaw amendments and may withhold support from governance committee members when a company adopts bylaw amendments that restrict shareholder rights without seeking shareholder approval.

The Fund will support proposals that ask companies to adopt governance policies that apply the same standards for disclosure and eligibility for nominees, regardless of the nomination source.

v. Disclosure of Shareholder Proposal Proponent

Companies should provide all relevant information related to shareholder proposals that appear on the proxy. Providing full transparency about the identity of a proponent gives shareholders more information to effectively evaluate the proposal, its purpose and to potentially engage with the proponent. The Fund may withhold support from governance committee members when a company fails to disclose the identity of the proponent of a shareholder proposal in its proxy.

w. Jurisdictional Changes to Weaken Shareholder Protections

When a jurisdiction in which a company is incorporated meaningfully weakens protections for shareholders, and the company adopts these changes into its policies, procedures or bylaws, the board should conduct a review and disclose the specific standard that was weakened and the board's rationale for any related decisions. The Fund may withhold support from directors when such a review and disclosure does not occur. In addition, the Fund will withhold support from directors where there has been a diminution in shareholder rights.

Capital Structure

For voting matters involving capital structure, the BCG may consult with investment staff to determine voting positions that are in the best interests of the CRF.

a. Dividend Policy

- i. **Declare/Increase Annual Dividend.** Many factors should be considered in a decision to declare/increase dividends, including corporate profits, expenses, strategic plans and market conditions. The Fund will consider supporting proposals asking companies to declare/increase dividends on a case-by-case basis.
- ii. **Disclosure.** Disclosure of company dividend policies allows shareholders to be well informed and can assist decision making by shareholders. The Fund will support proposals that request a company report on its dividend policy.

b. Special Purpose Acquisition Corporations (SPACs)

- i. **SPAC Transactions and Acquisitions.** The Fund will use internal and external resources to evaluate any proposed SPAC transaction or acquisitions on a case-by-case basis in terms of what is in the best long-term economic interest of the Fund.
- ii. **SPAC Proposal Extensions.** The Fund will use internal and external resources to evaluate any proposed SPAC extension on a case-by-case basis. This includes, but is not limited to, considering the length of the requested extension, the status of any pending transaction(s) or progression of the acquisition process, any added incentive for non-redeeming shareholders, and any prior extension requests.

c. Stock Authorization

- i. **Blank-Check Preferred Stock.** When issuing preferred stock, a company's board of directors is allowed to specify dividend rates, voting rights, conversion rights and other rights. The Fund will not support proposals that authorize the creation or increase of preferred stock with unspecified voting, conversion or other rights ("blank check preferred stock"). The Fund will support proposals that ask a company to redeem preferred stock that has been previously issued.
- ii. **Multi-Class Stock.** Multi-class capitalization creates multiple classes of common stock with either superior or inferior voting rights to those of the existing class of stock. Multiple classifications with unequal voting rights violate the principle of "one share, one vote" and enable management to perpetuate itself without the support of a true majority of shareholders. The Fund will not support proposals that authorize the creation or extension of multi-class voting stock.

- iii. **Increase Stock Authorization.** An increase in the number of shares authorized but not issued provides a company's board of directors with flexibility to meet changing financial conditions. However, such increases can also be used to entrench management and/or thwart takeovers that may be in the best economic interest of the company. The Fund will support proposals that request an increase in the number of authorized but not issued common stock, provided the amount requested is necessary for sound business practice and is reasonable given the company's industry group and performance history. All such proposals will be reviewed on a case-by-case basis.
- iv. **Tracking Stock.** When a parent company issues "tracking stock," all revenues and expenses of the division are separated from the parent company's financial statements and are then attributed to the tracking stock. Often this is done to separate a high-growth division with large losses from the financial statements of the parent company. Tracking stock can boost the market value of the parent company; however, tracking stock does not provide shareholders with ownership of corporate assets, nor does it necessarily provide voting rights. The existence of tracking stock can also pose conflicts of interest between the parent company and the portion of the business that is being "tracked." The Fund will generally not support proposals that ask companies to create tracking stock, but such proposals will be considered on a case-by-case basis.

d. Share Pledging

The SEC's Item 403(b) of Regulation S-K requires the disclosure of the number of shares pledged as security by named executive officers, directors, and director nominees. Pledging of company stock as collateral for a loan may not be a responsible use of equity and may have a detrimental impact on shareholders if the director or officer must sell company stock, for instance to meet a margin call. The forced sale of a substantial amount of company stock has the potential to negatively impact the company's stock price, and may also violate company insider trading policies. In addition, share pledging may be used as part of hedging or monetization strategy that could insulate an executive against the financial impacts from downturns in the company's stock price, despite maintaining voting rights. The Fund, as part of its board of director evaluation process, will review directors and executives who have pledged company stock. Excessive pledging activity calls into question the audit committee's ability to effectively oversee such a risk. In such instances, the Fund may consider withholding support from audit committee members. The Fund will also withhold support from directors who are conducting excessive pledging.

e. Share Repurchasing

Share buyback programs, in narrow circumstances, can serve as an efficient vehicle for effectively distributing cash to shareholders. However, many factors should be considered in a decision to institute a share buyback plan, including the existence of a robust 10b5-1 plan, the ability to pay out of current corporate profits, debt levels, expenses, strategic plans and market conditions. Share buybacks may not necessarily promote long-term shareholder value if there is an opportunity to reinvest cash back into the corporation to promote growth. The Fund will support proposals submitted by management to institute open-market share repurchase plans in which all shareholders may participate on equal terms. Such proposals will be considered on a case-by-case basis.

f. Transitions to a Public Benefit Corporation Structure

The Fund will review proposals that request a company takes steps necessary to become a public benefit corporation, on a case-by-case basis in terms of what is in the best economic interest of the Fund.

Cumulative Voting

Cumulative voting allows each shareholder as many votes as the number of shares each owns multiplied by the number of directors to be elected and allows shareholders to allocate their votes for any individual candidate or any slate of candidates. The result is that a minority block of stock can be disproportionately represented on the board. Such representation could be counter to the interests of the majority of shareholders. The Fund will not support proposals that request the adoption of a cumulative voting policy.

Employee Stock Purchase, Retirement and Pension Plans

a. Stock Purchase Programs

The Fund will support management proposals that authorize or amend Employee Stock Purchase Plans for all employees at prices that are not less than 85 percent of the fair market value of the shares; with an offering period no greater than 27 months.

The Fund will not support proposals that ask a company to restrict stock purchase programs to selected employees. The Fund will support proposals that ask companies to require disclosure about such programs.

b. Supplemental Executive Retirement Plans (SERPs)

SERPs provide additional pension benefits for individual senior executives. They impose additional pension liabilities on companies and are not tax-deductible. The Fund will generally not support proposals that ask a company to increase the benefits awarded in supplemental executive retirement plans (SERPs). The Fund will support proposals that ask a company to eliminate SERPs or to increase disclosure regarding its SERPs.

Compensation

Executive compensation is a key component of company accountability, as well as a critical and visible aspect of a board's governance. Executive compensation should be transparent and tied to sustainable performance, create value over the longer term and advance the company's long-term strategic goals. In evaluating executive compensation, the Fund generally considers longer-term to be at least five years, and preferably ten years. The overarching goals of executive and director compensation should be to create sustainable value and to advance the company's strategic objectives. If the members of an independent compensation committee fail to set responsible executive compensation levels, it is a strong indicator that the board's overall oversight of management is inadequate.

a. Advisory Vote on Executive Compensation ("Say-On-Pay")

Allowing shareholders the opportunity to vote on executive compensation practices and strategies is an effective measure to express concern about, and open dialogue with the company to promote, pay accountability.

The Fund will vote case-by-case on proposals requesting ratification of a company's executive compensation plan. In aligning compensation practices with shareholder interest, the Fund takes a holistic approach (rather than focusing singularly on any individual plan feature) when reviewing and determining how to vote on a company's compensation plan as disclosed within the Compensation Discussion and Analysis (CD&A) sections of its proxy statement. Executive Compensation plans should also include provisions requiring executives and directors to hold an equity stake in the company to better align their interests with those of shareholders.

Subject to this case-by-case analysis, the Fund generally disfavors compensation plans with problematic pay features and will withhold support from problematic "say on pay" proposals accordingly. These problematic pay features may include, but are not limited to:

- i. Where there are not well-structured, performance-based, short- and longer-term incentives;
- ii. Where executive pay is excessive relative to peer benchmarks. The Fund's considerations include reviewing at what pay percentile the company has targeted executive pay and the most appropriate peer group for the company;
- iii. If there are demonstrated pay disparity concerns either between members of the executive team or between executives and other levels in the company. The Fund considers the company's CEO Pay Ratio, how it changes over time, and supplemental CEO Pay Ratio disclosures as indicative of the company's approach to internal consistency when setting executive pay levels;
- iv. If there is a disconnect between executive pay and company performance;
- v. In instances where excessive post-employment pay (perquisites and/or severance packages, including golden handshakes, golden parachutes and golden coffins), have been established;
- vi. Use of similar metrics for short-term and long-term incentive plans;
- vii. Use of adjusted metrics or non-GAAP (Generally Accepted Accounting Principles) metrics in compensation plans without sufficient justification and prominent disclosure of the reconciliation with GAAP metrics;
- viii. Lack of comprehensive disclosure of the incentive plan structure and features;
- ix. Discretionary pay, one-time awards, and guaranteed bonus without sufficient justification and robust disclosure;
- x. Short vesting and performance periods, and insufficient holding and retention periods for equity awards;³
- xi. Lack of a comprehensive clawback policy;
- xii. Excessive change in control entitlements, modified single-trigger change in control payments, excise tax gross-ups, and multi-year guaranteed awards; or

³ CRF considers longer-term to be at least five years and generally accept 3-year cliff vesting schedules with an additional 2-year holding requirement as being equivalent to a 5-year vesting period. Furthermore, CRF will most likely vote against compensation plans where a significant portion of total equity awards vest in less than three years and/or includes ratable vesting, unless an additional holding period is in place.

- xiii. Failure to negatively adjust executive pay outcomes as a result of an inadequate response to an adverse ESG-related event.

In addition to careful consideration of “say on pay” votes, the Fund will withhold support from directors the Fund deems responsible for failures in setting appropriate compensation levels. The compensation committee is responsible for formulating executive compensation policies and practices focused on ensuring long-term sustained performance. Where the Fund has voted against the advisory vote on compensation, it generally will also withhold support from compensation committee members and, where the failure is persistent, the Fund may consider withholding support from the entire board of directors. This includes withholding support from incumbent compensation committee members that fail to make sufficient changes to an executive compensation plan that failed in the previous year’s “say on pay” vote.

While being mindful that it is the responsibility of an independent compensation committee to formulate executive compensation policies and practices focused on ensuring long-term sustained performance for the company and its shareholders, the Fund supports annual advisory votes on compensation. The Fund may withhold support from the incumbent compensation committee chair and incumbent compensation committee members if the company fails to present advisory votes on compensation on an annual basis, particularly when there is a history of problematic pay practices.

b. Clawback Provisions

Policies addressing the recovery of unearned awards are in the best interest of shareholders. Compensation arrangements should enable performance adjustment or post-vesting clawback for executives’ incentive compensation.

Companies should develop and disclose policies to recoup compensation made to executives during periods of fraudulent activity, inadequate oversight, misconduct, including discrimination and harassment of any kind, or gross negligence, which impacted or is reasonably expected to impact financial results or cause reputational harm. The Fund will support proposals requesting policies that direct recoupment of unearned compensation in the event of fraud or restatements. The Fund will support proposals requesting policies that direct recoupment of unearned compensation in the event an executive violates a material law, material regulation, or company policy. The Fund will support the recovery of such unearned payments where possible, including having companies incorporate deferred incentive arrangements. The Fund is in favor of policies that allow for recapturing unearned bonus and incentive income awarded to all executives. The Fund will also withhold support from incumbent members of the compensation committee when there is a lack of a comprehensive clawback policy.

c. Disclosure of Executive Compensation

Disclosure provides greater and more accurate information that is critical to informed decision-making by shareholders. The Fund will support proposals that request that a company disclose its compensation policies, including retirement benefits.

The Fund will vote against compensation committee members if there’s a lack of comprehensive disclosure of the incentive plan structure and components.

d. ESG Metrics

The Fund encourages the inclusion of ESG-related metrics in executive compensation programs (both short-term and long-term incentives) where ESG factors have a significant impact on the company's performance. ESG-related metrics can be an effective way to incentivize positive outcomes that may be important for a company. If ESG metrics are included, the Fund expects the metrics to be specific and measurable, and comprehensively disclosed, including discussion of the process undertaken by the company to identify such metrics, an explanation as to why it considers ESG factors to be relevant, and robust disclosure related to performance targets and outcomes.

The Fund will generally support proposals asking a company to report to shareholders on whether ESG metrics are integrated into the company's executive compensation program. The Fund will also generally support proposals asking a company to report to shareholders on the feasibility of integrating ESG metrics into the company's executive compensation program.

e. Adjustments Due to Adverse ESG-Related Event

Companies, their executives and board directors, are responsible for overseeing ESG risks. In the event a company encounters an adverse ESG-related event that poses a material risk to a company's long-term sustainability, such event should be considered in any decision relating to executive compensation. The Fund will consider voting against advisory votes on executive compensation and compensation committee members for a failure to negatively adjust executive pay packages as a result of an inadequate response to an adverse ESG-related event.

f. Expense Stock Options at Time of Grant

Accounting for stock options provides shareholders with a more accurate picture of a company's earnings. The Fund will generally support proposals that ask companies to expense in their annual income statements the costs of all awarded but not-yet-vested stock options issued to company executives.

g. Equity Compensation Plans

Equity compensation plans allow executives and directors to hold an equity stake in the company and align their interests with shareholders' interests. Properly structured plans can provide significant incentives for executives and directors, and can help a company attract and retain talented employees. The Fund will generally not support proposals that seek to prohibit equity grants.

Properly structured stock retention requirements support the alignment of interests of executives and shareholders. Therefore, the Fund will generally support proposals that ask a company to require executives to retain shares gained from equity compensation programs.

Companies should require executives to meet a minimum level of stock ownership and should not allow hedging transactions for shares, as that reduces alignment. The requirement should generally continue to apply following the executive's departure from the company. Additional consideration should be given to whether companies' awards include significantly extended vesting periods.

The Fund will vote case-by-case on proposals requesting approval of equity compensation plans. The Fund will consider dilution, burn rate and percentage of equity grants awarded to executives relative to peers. Subject to this case-by-case analysis, one or more problematic pay features may result in a vote against the equity compensation plan. These problematic pay features may include, but are not limited to: pay-for-performance misalignment; evergreen provisions; single trigger equity change-in-control provisions; repricing or buyout provisions; and equity grants made at less than full value.

h. Incentive Plans for Non-Named Executive Officers

Well-designed compensation programs can be a powerful and effective tool to incentivize executives and appropriately align their interests with those of shareholders to enhance long-term shareholder value. A well-designed compensation plan will be structured around financial and qualitative metrics that drive sustainable long-term value in the business. Companies should describe and disclose the types of metrics that are used in the short-term and long-term, and articulate how those metrics link to the strategy of the company. Additionally, companies should ensure short and long-term incentives are linked but not duplicative. The Fund will generally support incentive compensation plans that are specifically related to corporate and individual performance. The Fund will generally not support plans that include more than five types of performance metrics or are otherwise in violation of these proxy voting guidelines.

i. Internal Pay Disparity

Compensation should aim to reward and motivate employee performance. High disparity of pay may make employees less productive. In addition, proposals that require additional disclosure of compensation policies can enhance shareholder value by providing shareholders with information critical to informed decision-making. The Fund will generally support proposals that ask a company to consider the compensation of all employees when setting compensation for top executives. The Fund will also support proposals requesting a report that compares compensation for executives and non-executives.

j. Repricing of Stock Options

Options are intended to be an incentive for good management and a reward for superior performance. Management should be willing to accept market risk in the same manner as the shareholder, and the value of stock option plans should not be guaranteed. The Fund will support proposals asking companies to prohibit the repricing of underwater stock options. The Fund will also support proposals asking companies to obtain shareholder approval before repricing stock options. If an option exchange program is authorized under which employees and officers exchange some or all of their underwater stock options for replacement options without shareholder approval, the Fund will generally vote against or withhold support from the compensation committee members who oversaw the program.

k. Restrict/Limit/Cap Director Compensation

Compensation should aim to reward and motivate director performance. Proposals that impact compensation through fixed formulas or arbitrary limitations may make directors less responsible and accountable to shareholders. The Fund will generally not support proposals asking companies to restrict, limit or cap the compensation of an individual director or the aggregate compensation of all directors.

I. Restrict/Limit/Cap Executive Compensation

Absent extreme circumstances, the Fund will generally not support proposals asking companies to restrict, limit or cap the compensation of an individual executive or the aggregate compensation of any group of employees.

m. Restricted Stock Grants

Restricted stock awards are granted with a vesting period, during which time the employee's rights to the shares are limited. As such, they are a form of compensation that rewards and motivates employees. Proposals to eliminate such awards may make employees less productive and may not necessarily be in the best interests of shareholders. The Fund will not support proposals that ask a company to terminate its restricted stock plan unless the proponent makes a compelling case for its position.

n. Severance Payments ("Say on Golden Parachutes")

Shareholder value might be diminished by severance agreements for senior executives. Shareholders should therefore be able to approve or disapprove them. The Fund will support proposals that ask companies to obtain shareholder approval of future severance agreements ("golden parachutes").

o. Survivor Benefit Plans ("Golden Coffins")

The Fund will support proposals that request shareholder approval of any future agreements pertaining to payments or awards made to executives following their death. These payments can be very expensive for the company and are not tied to performance. In these instances, the Fund encourages compensation that is linked to shareholder value.

Poison Pills

"Poison pills" or shareholders' rights plans involve the issuance of preferred stock purchase rights often unilaterally declared as a dividend without shareholder participation or approval. A poison pill provides the targeted board with the power to veto takeover bids and serves as a mechanism to insulate management from a potential change in control. However, insulating management may also limit the possibility of competitive bids that are in the best interest of the company. The Fund generally will not support proposals submitted by management that would establish or extend a "poison pill."

Preemptive Rights

Preemptive rights permit shareholders to maintain their relative ownership of a corporation, while permitting the company to raise the new capital it needs and preventing the erosion of the rights of existing shareholders. The Fund will support proposals that would grant or restore preemptive rights to shareholders.

Reimbursement of Proxy Expenses

Reimbursement of reasonable proxy expenses where the alternative slate has a successful outcome can be in the best interest of the company. The Fund will vote on a case-by-case basis on proposals seeking to amend bylaws to permit the reimbursement of expenses incurred when shareholders nominate a candidate or a slate of candidates for board election.

Reincorporation

The Fund will vote on a case-by-case basis on proposals requesting a company to reincorporate in a new state or country, evaluating the business rationale and balancing the relative strength of shareholder rights and governance protections of the jurisdictions. This includes an examination of the new charter, articles of incorporation and/or bylaws to determine how the move impacts shareholder rights and protections, and an assessment of material differences in corporate law. All matters being equal, the Fund opposes reincorporation to jurisdictions with weak shareholder rights and protections.

Restructurings

For voting matters involving restructuring, the BCG may consult with investment staff to determine voting positions that are in the best interests of the CRF.

a. Fair Price Provisions

The Fund will support proposals that require a bidder for a company to pay every shareholder a fair price. The Fund will not support fair price provisions if they are coupled or “linked” with a supermajority amendment or other defensive device.

b. Mergers and Acquisitions

The Fund will use internal and external resources to evaluate any proposed merger and acquisitions on a case-by-case basis in terms of what is in the best long-term economic interest of the Fund. The analysis takes into consideration the strategic rationale, valuations of the targeted company to include revenue and cost synergies, market reaction to the merger, governance issues, and the disclosure of an open and fair negotiation process. As part of the research process, the Fund’s analysis of the transaction will take into consideration input from heads of asset classes, and may also involve analysis from investment managers and advisors, and other sources of commentary and analysis.

c. Sell the Company

Proposals to sell the company are often intended to encourage the company to revive a depressed stock price. The Fund will consider on a case-by-case basis proposals asking a company to explore a sale or other transaction to maximize shareholder value.

d. Spin Off a Division

Proposals to spin off a portion of business are intended to encourage the company to revive a depressed stock price. The Fund will consider on a case-by-case basis proposals asking a company to spin off or sell a portion of its business.

Voting Policies and Procedures

a. Annual Meeting Date and Location

Annual meetings are an important opportunity for shareholders to communicate directly with senior managers and board members. Shareholders should be encouraged to attend annual meetings and a hybrid meeting format is considered a governance best practice for broadening shareholder participation. The Fund will support proposals that seek to change the date, or location or format of the annual meeting to provide greater access to a greater number of shareholders. The Fund will not support proposals that seek to change the date or location of the annual meeting without providing a compelling reason in the proposal.

b. Response to Shareholder Proposals Receiving Majority Vote

Proxy voting and shareholder proposals are important mechanisms for shareholders to hold their directors accountable for the performance of their duties and to raise issues about the company that are not being adequately addressed. It is fundamental to corporate governance that a board responds to the concerns expressed by a majority of shareholders. The Fund will support proposals that ask companies to establish a process and procedure for adopting shareholder proposals that are presented in the company's proxy statement and are supported by more than fifty percent of shares voted at an annual meeting of the company.

The Fund will withhold support for all incumbent directors on a board that failed to implement a shareholder proposal that received majority support at a company's most recent meeting. The Fund will generally withhold support for incumbent governance committee members who failed to implement a shareholder proposal that received majority support at any time over the last three years.

c. Tabulation of Shareholder Votes

The Fund will support proposals that ask companies to not count abstentions when calculating vote results. Companies set different voting requirements for passage of shareholder proposals, and they also differ in the manner they treat abstentions. The SEC does not count abstentions when calculating whether a proposal has gained votes for resubmission, nor should management for determining whether a proposal received majority support. Uninstructed broker votes and abstentions should be counted only for purposes of a quorum, or the minimum number of members necessary to make a decision.

Additionally, the Fund will support proposals that request disclosure of voting results by share class.

The Fund will vote against governance committee members when a detailed record of proxy voting results from the last annual meeting has not been disclosed. The Fund's position also applies to companies incorporated in non-US jurisdictions where such disclosure may not be a legal requirement.

Environmental Issues

Climate Change

The Fund's climate voting policies are based on the Fund's belief that climate change poses significant risks and opportunities for the Fund, the markets, and the economy as a whole.⁴ Climate change mitigation is beneficial to capital markets and the economy as a whole—and therefore the Fund's portfolio—as it is necessary to avert the large economic losses projected to occur if no action is taken. Global mitigation actions toward complying with the Paris Agreement continue, and it is likely that those ongoing regulatory efforts will affect a broad range of companies and industries. Also, the physical impacts of climate change will affect investments — not just in the long term, but also in the near and medium terms. The Fund recognizes the immense investment risks posed by climate change, but also recognizes the significant investment opportunities in the transition to the low-carbon economy. As a result, the Fund has adopted a goal to align its portfolio with net zero greenhouse gas emissions by 2040.

a. Climate Transition Plan

It is critical for companies to be prepared for the transition to a low-carbon economy by establishing robust climate transition plans that indicate near, medium, and long-term targets to reduce Greenhouse Gas (GHG) emissions and business strategies that will be undertaken to meet all climate targets in line with a 1.5C pathway. Climate transition plans should also disclose governance and incentive structures, capital expenditures towards the low-carbon transition, and public policy advocacy.

The Fund will thus support shareholder proposals asking companies to:

- Set and/or disclose GHG emission reduction and net zero targets in line with the Paris goals including seeking corporate commitment to target validation by independent organizations such as the Science Based Target Initiative;
- Develop and/or disclose climate transition plans;
- Strengthen climate governance through actions such as nominating climate experts to the board, establishing a board committee on climate, and adopting board oversight of climate change, if climate governance is weak;
- Assess and report on alignment of the company's public policy advocacy with the Paris goals; and
- Develop and/or report on alignment of executive and employee compensation with the Paris goals.

⁴ <https://www.osc.ny.gov/files/reports/special-topics/pdf/2025-climate-action-plan-update-and-progress-report.pdf>

b. Just Transition

Companies that consider the impact on their key stakeholders, including employees, of the transition to the low-carbon economy will be better able to identify and manage impact-related risks and will be better positioned to capitalize on related opportunities. Companies that fail to consider these issues may face community opposition and experience worker disillusionment, strikes, and reduced productivity, potentially making them less competitive. Companies' transition plans will provide insights into how companies are managing risks associated with the low-carbon transition. Thus, the Fund will support shareholder proposals calling on companies to disclose a just transition plan that considers impacts on key stakeholders consistent with companies' fiduciary duties to shareholders.

c. Physical Risk

While it is urgent for companies to reduce GHG emissions, the world is falling short of the Paris goals. Physical climate risks — including extreme weather, flooding, drought, heatwaves, and wildfires — are increasingly causing business disruptions and companies need to urgently prepare to manage the physical risks that are already present and growing. The Fund therefore supports shareholder proposals asking companies exposed to material physical risks to conduct and disclose physical risk assessments and report on adaptation plans to build resilience to identified physical risks.

d. Biodiversity and Deforestation

Negative impacts on nature and the resulting degradation of ecosystems have had an impact on biodiversity. Risks to companies from biodiversity loss can include physical, transition and systemic risks. The Fund encourages companies with exposure to these risks to monitor, assess, and transparently disclose risks, dependencies and impacts related to biodiversity. The Fund will support proposals that seek enhanced disclosure related to the risks of biodiversity loss, including reports on policies to reduce biodiversity loss in the supply chain.

Eliminating deforestation in these companies' entire supply chain is essential for the companies to achieve net zero GHG emissions. The Fund expects companies that are exposed to deforestation risks from high-risk commodities such as soy, beef, palm oil, timber, pulp and paper to assess and manage the risks by establishing a policy and time-bound quantified targets to manage such deforestation risks. The Fund will thus support proposals asking for reports explaining how such companies will address risks associated with deforestation, including reports on policies to reduce deforestation in the supply chain. The Fund will also support proposals asking such companies to report on the feasibility of obtaining certifications of the Forest Stewardship Council.

Climate Disclosure

Companies should provide comprehensive climate disclosure in line with the IFRS S2 (formerly known as TCFD) recommendations because they provide a useful framework including key disclosure criteria — governance, strategy, risk management, and metrics and targets — for investment analyses and decision-making and have been widely adopted. The Fund also expects companies to report GHG emissions data, targets to reduce their GHG emissions across the value chain, and climate transition plans describing how the companies will achieve stated climate targets. The Fund thus supports proposals asking companies to provide climate reporting in line with IFRS S2. Material climate risks and opportunities should be incorporated into financial accounting and third-party assurance. The board’s audit committee should evaluate the impacts of climate change and the transition to the low-carbon economy on company financial results and disclose risks associated with the transition. Also, an independent auditor should assess a company’s sensitivity analysis specifically to probe, test and challenge management’s assertions and assumptions in climate and energy transition scenario analyses. The Fund will thus support proposals requesting that companies issue audited reports on the financial impacts and underlying assumptions of a significant reduction in fossil fuel demand scenario such as a net-zero emissions scenario.

The Fund will take a holistic approach to voting analyses, and companies’ climate performance is evaluated based on the following factors:

- i. Governance structure including board oversight, board engagement, and directors’ skills and expertise to manage climate risks.⁵
- ii. Public policy advocacy on climate change and energy.
- iii. Executive compensation linked to low-carbon transition strategies and targets.
- iv. Strategies and action plans to address climate risks and opportunities and capital expenditures in line with the Paris Agreement goals.
- v. Transition and physical risk assessments including robust climate scenario analysis.
- vi. Metrics and targets to assess and manage climate risks and opportunities such as net-zero goals, greenhouse gas emissions reduction targets, and renewable energy and energy efficiency deployment aligned with the Paris Agreement goals.
- vii. Disclosure on material climate risk opportunities consistent with IFRS S2, formerly known as TCFD recommendations including robust climate scenario analysis.
- viii. Company’s responsiveness to shareholder engagement.

The Fund may withhold support from a company’s audit, sustainability and environmental, and/or health and safety committee members responsible for climate risk oversight, the board chair, or the entire board if a company:

- i. Lacks board oversight on climate risks;
- ii. Lacks board climate competency;

⁵ See the [Risk Expertise](#) section for further details.

- iii. Takes positions on public policies that may be misaligned with corporate strategy and/or support limiting disclosure of climate risks to shareholders;
- iv. Fails to acknowledge climate change and the low-carbon transition as a material risk to the company;
- v. Fails to adopt robust climate targets;
- vi. Fails to demonstrate credible transition strategies aligned with the Paris Agreement;
- vii. Fails to perform robust climate risk assessment;
- viii. Fails to report on material climate information recommended by IFRS S2, such as GHG emissions and transition and adaptation plans; or
- ix. Refuses to engage constructively with shareholders on climate risks and opportunities.

The Fund will consider additional context in voting analyses for individual companies, including, but not limited to, the specific industry's pace of decarbonization, geographies, technological advancement, and data availability.

The Fund will evaluate shareholder or management "say on climate" proposals including those that call on a company to adopt a policy requiring an annual vote on climate transition plans and those that ask for shareholder approval of climate transition plans, on a case-by-case basis.

Environmental Risks of Data Center Growth

The rapid adoption of AI and other technological infrastructure is creating significant cross-sector environmental risks for companies, impacting both hyperscalers and AI users. These material risks stem from increased GHG emissions due to energy-intensive data centers, water stress, and physical risks from extreme weather events such as heat, droughts, and floods. The resulting local grid and water strains and local community concerns over issues such as increased utility costs and noise pollution, can potentially disrupt operations and supply chains and lead to further regulatory risks at local and state levels. The Fund expects companies to comprehensively assess and disclose these risks, regularly update their environmental risk management strategies and climate transition plans accordingly. The Fund will support shareholder proposals calling for greater transparency on these risks and the actions taken to mitigate them.

Environmental Justice

The Fund will support proposals that request a report, including an independent or third-party audit, analyzing how a company's policies, practices, and the conduct of its business, may adversely impact environmental justice communities.

Product and Food Safety

Ensuring companies' product safety, including food and consumer goods, promotes shareholder value by reducing the risks of expensive recalls, litigation, and detrimental reputational impacts of certain products. The Fund will support proposals requesting that manufacturers of genetically modified organisms (GMO) report on risks associated with their products, contingency plans for removing GMOs, the potential for using alternative products, and evidence of independent long-term safety testing that demonstrates product safety.

The Fund will support proposals requesting that corporations report on the scope of the company's products that are derived from or contain GMOs.

The Fund will also support proposals requesting that companies adopt a policy of labeling products that are derived from or may contain GMOs.

Hazardous and Toxic Materials

a. Hazardous Substances

The Fund will support proposals requesting companies to disclose environmental, community, and public health impacts of fossil fuel production as well as petrochemical operations. The extraction, refining, and transportation of these materials may result in water pollution, such as oil spills, that can contaminate groundwater and drinking water sources. Also, refining and combustion of fossil fuels releases toxic air pollutants such as sulfur dioxide, nitrogen oxide, particulate matter, and volatile organic compounds. These activities and the potential resulting pollution pose financial, regulatory, legal and reputational risk for companies. The Fund will support proposals requesting that companies report to shareholders on annual expenditures related to the health and environmental consequences and/or financial, legal and regulatory risks from the use of hazardous substances in company operations, or from the presence of hazardous substances in products manufactured and/or sold by the company.

b. Nuclear Safety

Nuclear energy strategies pose unique risks, and shareholders should have access to all pertinent information regarding those risks. The Fund will support proposals that request a report on the risks of storage of radioactive and chemical waste. The Fund will also support proposals asking a company to take steps to diminish the risk of nuclear accidents.

c. Pesticide Imports and Exports

The Fund will support proposals that ask pesticide manufacturers to report on products that have been banned for sale in any jurisdiction or identified as probable carcinogens.

d. Pollutants

The Fund will support proposals asking companies to report on risks associated with emissions and releases of pollutants including sulfur dioxide, nitrogen oxide, mercury, ozone, or coal ash. The Fund will also support proposals asking companies to report on the economic benefits of committing to pollutant mitigations and controls.

e. PVC Phase-out

The Fund will support proposals that ask medical product companies to phase out the manufacture of medical supplies containing polyvinyl chloride (PVC) or phthalate where safe alternatives are available. The production, use, and disposal of PVC and phthalates results in the release of toxic, chlorine-based chemicals, which are known carcinogens, and these toxins are building up in the water, air, and food chain. The Fund will also support proposals asking companies to report on the feasibility of removing dibutyl phthalates from products.

Resource Management

The Fund will support proposals asking companies to report on efforts and policies to adopt resource efficiency and recycling policies and strategies such as sustainable packaging, managing food waste, addressing virgin plastic demand, as well as to assess the environmental impact of nonrecyclable packaging and plastic straws.

Water Risks

Water is an essential resource to many businesses, and impairments of the quality or decreases in the quantity of available water can pose material risks. In addition, community concern about corporate water use can have a negative impact on a corporation's public reputation and long-term financial performance. The Fund will support proposals that ask corporations to adopt a water stewardship policy, evaluate and disclose material business risks associated with water use and water quality, and to establish targets to reduce water use and water pollution as well as to recycle water. The Fund will support proposals that ask companies to report on their water stewardship policies.

SOCIAL ISSUES

Diversity & Inclusion

A diverse and inclusive workforce is a hallmark of companies with sustainable long-term strategies. Companies can gain a competitive advantage by designing diversity and inclusion initiatives that ensure equal opportunities and inclusive workplaces conducive to attracting and retaining a wide range of talent and expertise. This may include implementing strategies to recruit from the broadest possible pool, investing in inclusive employee benefits, and creating a workplace where everyone can excel and perform to their highest potential. Conversely, companies lacking well designed and properly implemented workplace initiatives that foster diversity and inclusion may put themselves at a competitive disadvantage while exposing themselves to unnecessary risks. The Fund expects companies to:

- Implement public, comprehensive workforce demographic reporting, including detailed data on recruiting, retention and promotion across all organizational levels and standardized disclosures of pay equity metrics.
- Establish clear protocols for building a broad range of candidates in leadership searches, with documented criteria for considering various types of backgrounds, skills, and experience in its nomination processes.

- Develop robust programs for employees that prioritize enhancing company culture through inclusion and belonging.
- Evaluate and mitigate how company operations, products, and services might differentially affect various stakeholders.

Consistent with the above, the Fund will support proposals that request:

- i. Disclosure of federally filed EEO-1 reports and/or data;
- ii. Reporting on steps a company is taking to address board diversity;
- iii. Reporting on a company's workforce diversity and/or anti-discrimination and inclusion programs;
- iv. Reporting information regarding legal and regulatory compliance related to nondiscrimination, inclusion, workplace health and safety, and labor policies; and practices that effect long-term corporate performance;
- v. A policy related to nondiscrimination in salary, wages and benefits;
- vi. Reporting on a company's diversity and inclusion efforts;
- vii. Reporting on a company's plan to address the risks associated with racial justice issues;
- viii. A third-party or independent racial equity audit;
- ix. A company follow federal anti-discrimination laws and their own anti-discrimination policies;
- x. A company adopt or amend equal employment opportunity policies to explicitly prohibit discrimination based on sexual orientation and/or gender identity and expression;
- xi. Reporting on a company's initiatives to create a workplace free of discrimination based on sexual orientation, gender identity and gender expression;
- xii. A company prepare a report that outlines its efforts to promote a safe workplace for employees who identify as LGBTQ+; and
- xiii. Disclosure regarding a company's policies and practices for incorporating religious diversity and inclusion in their organization.

The Fund will vote against proposals that seek to prevent or eliminate protection already afforded to employees who identify as LGBTQ+.

The Fund believes companies should adopt and implement best practices associated with improving employment policies for people with disabilities. Disability inclusion is a significant opportunity for companies to improve performance, enhance labor-force diversity, and develop a sustainable corporate culture. The Fund will consider the steps a company is taking to strengthen its disability programs, policies, and inclusion practices as an important indicator of a company's overall approach to diversity and inclusion, and its workforce management practices.

Workforce Management, Labor & Human Rights

A company's ability to establish and maintain constructive relationships with its workers is a hallmark of a company with a sound, sustainable and profitable long-term strategy. Workforce management best practices prioritize the protection of health, safety, fair compensation, reasonable benefits, and rights of companies' workers. Implementing workforce management best practices can create an engaged and stable workforce that in turn can provide a competitive advantage for companies. Boards and management must play an active role in setting high standards for workforce management and establishing a company culture that values and protects its workforce.

a. Workforce Management

Companies should develop and disclose robust workforce management policies that promote worker safety, fair treatment, fair compensation, and opportunities for development and advancement. The Fund supports proposals that request companies to:

- i. Adopt and report on workforce management policies and practices that:
 - a. Prioritize worker health and safety and disclose relevant safety performance data;
 - b. Ensure fair compensation aligned with industry standards and wage regulations;
 - c. Address company policies and approaches related to reasonable work hours and reliable work schedules;
 - d. Offer reasonable and industry-customary employee benefits, such as retirement benefits, comprehensive health care, unemployment insurance, workers' compensation benefits, and adequate sick leave; and
 - e. Invest in training, skills development, and career advancement to enhance workforce productivity and retention.
- ii. Disclose workforce data to shareholders, including workforce composition; turnover; retention; pay rates by job category, disaggregated by race, ethnicity and gender (e.g., EEO-1 or comparable disclosures); and key health and safety metrics.
- iii. Adopt and disclose policies that promote diversity and inclusion; prohibit discrimination and harassment in the workplace; and ensure equal opportunity for all employees regardless of race, color, religion, national origin, age, sex, disability, sexual orientation, gender identity or expression, marital status, or any other protected class.
- iv. Eliminate employment practices that infringe upon civil liberties.
- v. Eliminate contractual provisions that restrict employee rights, including mandatory arbitration or nondisclosure agreements that prevent workers from reporting workplace discrimination, harassment, or other legal violations.
- vi. Disclose and mitigate workforce impacts resulting from mergers, acquisitions, restructurings, or bankruptcies, including adverse effects on employees and existing collective bargaining agreements.

b. Human Rights

Respect for human rights is integral to sustainable business operations and can protect long-term shareholder value. Companies that fail to address human rights risks may face material financial, operational, and reputational harm. The Fund supports proposals requesting that companies:

- i. Adopt a comprehensive human rights policy consistent with the United Nations Guiding Principles on Business and Human Rights (UNGP) and disclose the board's oversight of human rights risk management.
- ii. Implement human rights due diligence processes to identify, prevent, mitigate, and account for adverse human rights impacts within their operations and supply chains, and report progress to shareholders.
- iii. Disclose efforts to ensure that neither the company nor its suppliers use illegal child or forced labor, and that their operations do not adversely affect the rights of indigenous peoples.
- iv. Establish policies and procedures that protect employees who report violations of human rights or labor standards and ensure that such reports can be made safely and without retaliation.
- v. Comply with applicable international standards and, where national law and international standards differ, seek to adhere to the higher standard consistent with fiduciary and legal obligations.

c. Labor Rights

The Fund recognizes internationally accepted labor standards as established by the International Labour Organization (ILO) and the UNGP as reasonable benchmarks for responsible corporate conduct. The Fund supports proposals requesting that companies:

- i. Respect internationally recognized labor rights, including:
 - a. Freedom of association and the effective recognition of the right to collective bargaining;
 - b. Elimination of forced or compulsory labor;
 - c. Abolition of illegal child labor; and
 - d. Elimination of discrimination in employment and occupation.
- ii. Adopt a position of neutrality and non-interference when workers seek to organize, ensuring that management refrains from intimidation, coercion, retaliation, or threats. Companies should bargain in good faith with employees' freely chosen representatives.
- iii. Comply with all applicable labor and employment laws, including those pertaining to wages, occupational safety, taxes, and insurance obligations.
- iv. Encourage suppliers and contractors to uphold ILO standards and engage independent monitors to evaluate compliance with labor and safety standards where appropriate.

- v. Adopt and disclose policies establishing zero tolerance for workplace violence, harassment, or unsafe working conditions.
- vi. Provide and report on workplace safety protections, including health risk mitigation, accident prevention, and disease-control measures.

The Fund will not support proposals that restrict workers' rights to organize, bargain collectively, or otherwise weaken core labor protections.

Artificial Intelligence (AI)

As AI adoption continues to accelerate, companies must develop comprehensive strategies that address both the opportunities and risks it presents. Key components of responsible AI use may include: board accountability; transparency and explainability; and robust risk management processes that address a broader range of issues, such as privacy, security, non-discrimination, hallucinations and human oversight and control. The Fund expects companies to adopt best practices around governance of AI and responsible AI policies that address board oversight and ethical or safety guidelines regarding its use of AI. Boards must possess sufficient expertise among directors for effective AI oversight and establish robust controls to manage associated risks.

The Fund will support proposals that seek transparency reports on a company's use of AI in its business operations. The Fund will also support proposals that seek the adoption of a responsible AI policy.

Corporate Culture

Boards and management should play an active role in setting a high-performance corporate culture, which includes: respectful treatment of employees; efforts to promote diversity, inclusion and innovation; providing a workplace free of harassment; and fostering trust between employees and management. Additionally, boards should develop and disclose their efforts to establish effective corporate culture, including their anti-harassment policies, and the mechanisms to learn about employee complaints, how the claims are addressed, and the actions taken. Boards should have oversight in reviewing:

- i. Company policies, practices and executive responsibilities related to corporate culture;
- ii. The potential risks related to corporate culture, including all forms of harassment and discrimination; and
- iii. Implementation of effective corporate culture.

Companies should ensure all settlements are reported to the board. Financial reporting standards generally require disclosure of material settlements, including those involving sexual harassment and other forms of discrimination. The Fund supports disclosure of settlements, including those related to sexual harassment and discrimination if the victim consents to disclosure, or if disclosure in the aggregate does not make the victims readily identifiable. Disclosure should be made when material settlements involve an executive or member of the board or at any level within the company when a pattern of behavior is demonstrated.

The Fund will support proposals that request a report on a company's culture, including efforts on anti-harassment policies and training.

Contributions

a. Charitable Contributions

Charitable giving can be an effective way for companies to improve the overall climate/create a more favorable climate for their businesses in the areas in which they operate. The Fund will not support proposals that request that contributions be directed to or prohibited from particular charitable organizations.

b. Disclosure of Political and Lobbying Expenditures

The Fund will support proposals asking companies to disclose their political and lobbying expenditures. The Fund will support proposals that ask for a report that analyzes alignment between a company's strategy, purpose, or values and its political or lobbying expenditures.

The Fund will support proposals asking companies to put their political expenditures to a shareholder vote for ratification. The Fund will vote on a case-by-case basis on proposals asking for approval of specific political expenditures.

Corporate Purpose

The Fund will support proposals that request a company to adopt or review the company's statement of purpose, values and/or beliefs.

Cybersecurity, Data Security & Internet Privacy/Censorship

Collection of electronic consumer data creates legal, reputational, and financial risks if companies' use of consumer data violates consumers' expectations of privacy, confidentiality, and freedom of expression. Also, security breaches and otherwise failing to secure private consumer data, financial or otherwise, may create significant reputational, legal, and operational risks for a company. Moreover, the transfer or sale of consumer data may violate consumers' expectations as to a company's use of such data. The Fund will support proposals that:

- a. Request board oversight and enhanced disclosure of policies and practices regarding cybersecurity, data security, information security training programs, information and security risk insurance coverage, and how consumer data is used and protected;
- b. Request a company to adopt policies to help protect freedom of expression and access to the internet including a pledge not to engage in proactive censorship or host user data in countries that restrict political speech;
- c. Request a company to disclose the company's operations' impacts on human rights and freedom of expression; or
- d. Request a company to assess the risks of their technologies as they relate to their impact on human rights.

Corporate Activity in Sanctioned Countries

The Fund will support proposals asking companies to review and report on their operations in countries subject to economic and trade sanctions by the U.S. government.

Northern Ireland

The Fund will support proposals asking companies to implement the MacBride Principles for fair employment in Northern Ireland. The Fund will also support proposals asking companies to urge franchisees in Northern Ireland to implement the MacBride Principles. The CRF will support disclosure about progress in increasing the representation of individuals from underrepresented religious groups in the workforce including managerial, supervisory, administrative, clerical, and technical jobs.

Boycott, Divest, Sanction (BDS) Activities

The CRF adopted a policy to address the investment risks posed by companies that engage in so-called “Boycott, Divest, Sanction” activities, which is defined as actions that are intended to penalize, inflict economic harm on, or limit commercial relations with the State of Israel. The CRF views BDS activities as a potential threat to Israel, its economy, and, as a result, the CRF’s relevant investments. Further, several states have acted or are considering actions to penalize companies that engage in such behavior. As a result, companies that engage in BDS activities may face legal, reputational and financial risks. The CRF will support proposals that request a company to prepare a report for investors on the extent of potential legal, financial, and reputational risks associated with BDS activity. The CRF will vote against proposals that encourage a company to engage in BDS activities or asks it to prepare a report that would explore the feasibility of taking BDS actions.

Health & Safety Issues

a. Animal Welfare

The Fund will support proposals requesting a report on animal welfare standards. The Fund will also support proposals requesting a report on company policies regarding the use of antibiotics in animal production facilities.

b. Execution Drugs

The Fund will support proposals requesting a report on controlled distribution systems to prevent the diversion of restricted medicines to prisons for use in executions and on processes for monitoring and auditing these systems.

c. HIV/AIDS, TB and Malaria in Developing Countries

The Fund will support proposals requesting a report on the effect of deadly diseases on their operations, as well as on any measures taken in response.

The Fund will support proposals requesting pharmaceutical companies to establish standards of response to the health pandemic of HIV/AIDS, tuberculosis and malaria in developing countries.

The Fund will support proposals that ask a company to outline steps that can be taken, consistent with fiduciary duty, to help address the HIV/AIDS pandemic.

d. Equitable Vaccination Distribution

The Fund will support proposals requesting information related to the equitable distribution of vaccines.

e. International Drug Trials

The Fund will support proposals that request that a company disclose the countries where it sponsors clinical trials and how it ensures compliance with ethical guidelines and protocols.

f. Opioid Abuse

The Fund will support proposals that request that a company report on the governance measures to monitor and manage financial, legal and reputational risks related to the opioid crisis.

g. Tobacco and Tobacco-Related Products

Tobacco companies manufacture products that are subject to significant criticism and increasing regulation. This regulatory and public policy risk, along with the business model and reputational risk, poses investment risk. The Fund will support proposals that request companies report on or disclose information related to their products and business operations, and efforts to mitigate their products' impact on customers, bystanders, and the environment.

Sustainability Reporting

The financial value of integrating ESG factors into the investment process is supported by academic literature and recognized by an increasing number of investors. Enhanced disclosure concerning sustainability and ESG issues enables the Fund to make better informed investing and voting decisions. The Fund has advocated for companies to provide robust disclosure surrounding various sustainability issues such as climate change, board diversity, political spending, and workforce management.

Sustainability reporting must be comprehensive, material, comparable, and extend well beyond what is required within current financial reporting regulations.

The Fund will support proposals that:

- a. Request that companies disclose information on their ESG risks, targets, and performance.
- b. Request companies prepare sustainability reports or request disclosure consistent with internationally recognized standards.
- c. Request companies to conduct audits of sustainability policies, programs, and overall sustainability performance.

Failure of companies to appropriately manage and comprehensively report climate and other material ESG risk may lead the Fund to withhold support from audit committee members or other directors responsible for oversight.

The Fund will generally vote against shareholder proposals that do not advance the goals of the Fund's ESG Strategy, Guidelines, or aim to limit a company's reporting or disclosure on ESG-related issues.



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