





April 2025

Our Corporate Governance Program helps protect the New York State Common Retirement Fund by exercising prudent stewardship of its investments in publicly traded companies by engaging them on key environmental, social and governance risks and opportunities that may positively

impact our portfolio companies' value and long-term sustainability.

During 2024, our corporate governance focus areas included continuing to encourage companies to address climate change-related investment risks and capitalize on opportunities that will arise in the transition to the low-carbon economy. We called on companies to build stronger workforces and advocated for good governance and accountability on issues including executive compensation, the composition of corporate boards, political spending disclosure, and cybersecurity. We also addressed maintaining commitments to diversity, equity and inclusion, reminding companies that inclusivity is a proven path to profitability.

Our vigilant stewardship of the Fund helps safeguard investments that more than one million participants in the retirement system rely upon. I hope this 2024 Corporate Governance Stewardship Report helps provide a better understanding of our initiatives and achievements.

Thomas P. DiNapoli

State Comptroller

# THE NEW YORK STATE COMMON RETIREMENT FUND IS ONE OF THE LARGEST PUBLIC PENSION FUNDS IN THE UNITED STATES.

The Fund holds and invests the assets of the New York State and Local Retirement System on behalf of more than one million state and local government employees and their beneficiaries. It has consistently been ranked as one of the best-managed and best-funded plans in the nation.

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## **Overview**

### STEWARDSHIP noun

stew-ard-ship stü-erd-ship; 'styü-; 'st(y)urd-

Sometimes referred to as "active ownership," stewardship includes the principles, policies, and procedures that guide institutional investors like the New York State Common Retirement Fund (Fund) in encouraging responsible, effective governance of their portfolio companies.

We're asking questions of companies where we see there's investment risk. We want to understand how companies plan to mitigate those risks"

Comptroller DiNapoli

The Fund's Corporate Governance Program actively engages with its portfolio companies to foster the development of robust governance practices while encouraging prudent management of environmental and social risk factors. All the actions taken by the Fund described within this report are focused on advancing the long-term success and sustainability of these companies.

There are many ways that the Fund engages with companies to address risks consistent with our Environmental, Social & Governance Strategy and Proxy Voting Guidelines and Environmental, Social & Governance Principles. In 2024, Program staff conducted engagements with 1,335 portfolio companies, including more than 1,000 collaborative engagements. Forms of engagement and supporting activities include:



### **MEETINGS**

Direct dialogues with portfolio companies are initiated either by the Fund or by a company's representatives. The Fund views conversations as a useful means of engagement, allowing for constructive discourse with a corporation's management or directors, facilitating a greater understanding of the risks at hand. Meetings can be prompted by a wide variety of reasons including the need to address an emerging controversy, in response to a communication or suggestion from the Fund, or as routine outreach conducted by a company's investor relations staff.





### **LETTERS**

Communicating directly with its portfolio companies enables the Fund to address issues in an immediate, direct and consistent manner. Letters are an effective means of engagement when the Fund wishes to communicate the same or similar message to several companies.



### PROXY VOTING

The Fund votes by proxy on all director nominees, advisory votes, and shareholder proposals at annual and special meetings for each of the domestic companies in the Fund's public equity portfolio, as well as those of select non-U.S. companies. Voting decisions are made independently by the Fund based on standards in its Proxy Voting Guidelines. The guidelines are reviewed biennially but may be updated if warranted at any time. In addition to the guidelines, the Fund's votes are informed by a diverse body of research from publicly available sources including U.S. Securities and Exchange Commission (SEC) filings, proxy advisors, company websites, and reports from analysts, academics and the media. Voting is an important fiduciary obligation.

In January 2024, Comptroller DiNapoli approved updates to the Fund's proxy voting guidelines that refine and clarify considerations the Fund will examine when reviewing various proxy voting issues. Highlights of the updates can be found at: https://www.osc.ny.gov/files/common-retirement-fund/corporate-governance/ pdf/2024-stewardhip-priorities-and-proxy-voting-guideline-updates.pdf

The Fund cast more than 29,681 votes at 3,228 portfolio company meetings in the 2024 proxy season.



### SHAREHOLDER PROPOSALS

A shareholder proposal is a formal mechanism where an investor asks a corporation to address a significant issue. The process is governed by Rule 14a-8 of the Securities and Exchange Act of 1934 and regulated by the SEC. In 2024, the Fund filed shareholder proposals with 27 portfolio companies on a wide range of issues. Shareholder proposals may be withdrawn when a company agrees to implement the change sought by the proponent. If an agreement cannot be reached, the proposal is put to a vote by all shareholders at the company's next annual meeting. In 2024, the Fund secured agreement on 12 shareholder proposals and another 15 went to a vote. The voting results of a proposal, though nonbinding, can send a strong message to other shareholders and the company's leadership often leading to positive action.



### **PUBLIC POLICY & ADVOCACY**

Public policy and advocacy are a focus of the Corporate Governance Program's strategy, employed when they may improve the long-term value of the Fund's investments. The Fund actively supports public policy that promotes overall stability, transparency, and efficient functioning of financial markets and the economy. Advocacy can take many forms including meetings and correspondence with elected representatives, regulators, and other public officials, testimony at hearings and forums, submitting comments on regulatory and legislative proposals, and participation in state, national, and international forums and initiatives.



### **LEGAL ACTIONS**

On occasion, the Fund will initiate legal action to address particularly egregious conduct by a portfolio company. One option is a derivative lawsuit, a legal action taken on behalf of the company when it is believed that its officers or directors failed to comply with their fiduciary obligations. Successful settlements may result not only in the recovery of damages for the company but can also yield important governance reforms. In the past, the Fund has achieved landmark settlements with The Boeing Company and Wynn Resorts Ltd.

### **DiNapoli Announces State Pension Fund's** 2024 Corporate Governance Stewardship Priorities

April 4, 2024- DiNapoli outlined the Fund's stewardship priorities for 2024, including setting expectations related to climate risks, DEI, workforce management, and ensuring a robust governance framework to promote high levels of accountability: <a href="https://www.osc.ny.gov/files/common-retirement-fund/">https://www.osc.ny.gov/files/common-retirement-fund/</a> corporate-governance/pdf/2024-stewardhip-priorities-and-proxy-voting-guideline-updates.pdf



The costly effects of climate change are no longer an abstraction for the companies the Fund invests in. Instead, they arrive with disturbing regularity in headlines from across the globe. Climate change poses risks to the Fund's investments, financial markets, and the economy as a whole. That's why Comptroller DiNapoli has set a goal to transition the Fund's portfolio to net zero greenhouse gas emissions (GHG) by 2040. Consistent with this goal and our comprehensive Climate Action Plan, in 2024 the Fund engaged in a number of ways to address climate risk to our investments.



### SHAREHOLDER PROPOSALS

During the 2024 proxy season, the Fund reached agreements with five portfolio companies on climate-related shareholder proposals. Agreements to set GHG targets and publicly disclose climate transition action plans were reached with Southwest Airlines Inc. and steel-maker Cleveland-Cliffs Inc. The utility WEC Energy Group Inc. agreed to publicly disclose a feasibility study on integrating climate metrics into its executive compensation plan. Realty Income Corp., a real estate investment trust, agreed to adopt and publish a low-carbon transition plan. And McDonald's Corp. agreed to assess supply chain water-related business risks and/or set water quality and quantity targets. Additional climate-related proposals went to a vote including GHG target proposals at Capital One Financial Corp. and Texas Roadhouse, Inc., and a proposal to integrate climate metrics into executive compensation at FirstEnergy Corp.



### PROXY VOTING

In February, the Fund amended its proxy voting guidelines to include updates on the Fund's expectations for portfolio companies' climate performance including climate transition plans, and comprehensive disclosure of such plans, climate risks, risk management, governance, targets, metrics, and opportunities. The amended guidelines now provide more clarity regarding physical risk, deforestation, and the potential impacts of biodiversity loss. During the 2024 proxy season, the Fund withheld support from or voted against more than 2,100 individual directors at over 700 portfolio companies that lacked robust climate risk management, including ConocoPhillips Co., Lockheed Martin Corp., and Exxon Mobil Corp.



### **PUBLIC POLICY & ADVOCACY**

In March, the Comptroller lauded the SEC's issuance of the Climate Change Disclosure Rule as a significant victory for investors. For nearly 15 years, the Comptroller had called on the SEC to mandate the disclosure of consistent, comparable, reliable data to help investors assess the financial risks associated with climate change. If the rule is allowed to go into effect, it can be a critical step toward greater transparency and accountability. The Fund will continue to advocate for further implementation of decision-useful disclosures including scope 3 emissions.



### **LETTERS**

In February, the Fund wrote to nine utility companies in its portfolio including PG&E Corporation, Sempra, and Xcel Energy Inc., seeking information on how they are addressing physical risks from heat and water stress, wildfires and droughts.

In 2024, the Fund again participated in the Climate Disclosure Project's Science Based Targets initiative, sending letters to 1,998 companies urging disclosure of climate data and other key environmental metrics.

In November, the Comptroller wrote to board members of companies where the Fund voted against directors at their 2024 annual meetings citing the lack of comprehensive disclosure of strategies related to addressing climate risks and opportunities and encouraged action on these concerns.



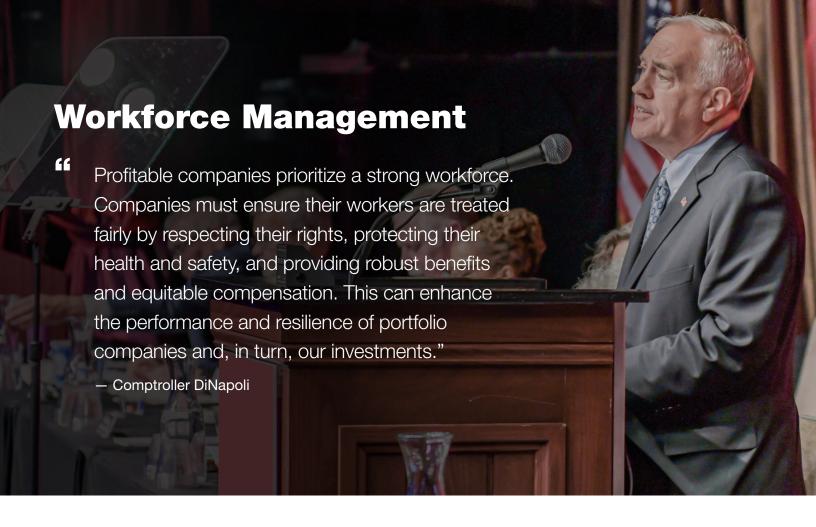
### **MEETINGS**

Through the Fund's participation in Climate Action 100+, engagements including the discussion of decarbonization of electric utilities, GHG targets, and capital allocation alignment were conducted with Duke Energy, Ford Motor Company, American Electric Power Company, Inc., Walmart Inc., and Exxon Mobil Corporation.



Comptroller DiNapoli hails SEC's new climate change disclosure rule

March 8, 2024



A company's value is intrinsically tied to its many stakeholders including investors, employees, customers, suppliers, creditors, regulatory agencies, and the communities in which business is conducted. To best navigate challenges, companies must have successful labor relations strategies, be responsive to employee needs, and have the ability to adapt to changing workforce dynamics.







### SHAREHOLDER PROPOSALS

The fund secured agreements with two companies on workforce management issues resulting in eBay Inc. agreeing to conduct an independent third-party worker rights assessment, and Netflix, Inc. agreeing to adopt and disclose a policy on its commitment to respect the rights to freedom of association and collective bargaining. A third proposal for a worker rights assessment at CVS Health Corp. went to a vote.

**Allegations** 



### PROXY VOTING

The Fund voted against directors at Starbucks Corporation and Amazon.com, Inc. for lack of oversight over workforce issues.



### **LETTERS**

In January, the Comptroller wrote to the CEO of eXp World Holdings, Inc. to communicate the potential legal and reputational risks stemming from allegations that the real estate company's agents were drugged and assaulted during company events. The company's response to the Fund acknowledged the allegations and that an independent review of the facts and allegations is underway.



### **PUBLIC POLICY & ADVOCACY**

As the economy continues to shift toward the service sector, companies are more reliant than ever on the skill of their employees, so investors need decisionuseful information to assess the risks and opportunities related to workforce management. That's why the Fund expressed support for the issuance and adoption of a new SEC rule that would include disclosure of the size of a company's workforce, the number of full-time versus part-time or contingent workers, turnover rates, the total cost of the company's workforce broken down into major components of compensation, and certain demographic information. Additionally, the Comptroller wrote to the SEC Chair to encourage the inclusion of disability status in this rulemaking process.

# **Diversity & Inclusion**

Embracing inclusion and a culture of belonging is good business. Companies that prioritize diversity and inclusion are more profitable because they gain access to a greater talent pool and benefit from enhanced innovation, creativity, and problem-solving."

Comptroller DiNapoli



### THE WALL STREET JOURNAL.

New York Pension Fund to Vote Against Best Buy Chairman in Dispute Over LGBTQ Support

July 3, 2024



### **MEETINGS**

After an SEC filing revealed that electronics retailer Best Buy had retreated from its long-time commitment to inclusivity and support for the LGBTQIA+ community, Fund staff met with the company's management to seek clarity on the company's actions. When none was forthcoming, the Fund announced its intention to vote against the Best Buy's board at its next meeting.



### SHAREHOLDER PROPOSALS

In 2024, the Fund filed nine shareholder proposals addressing workplacerelated risks. Proposals requesting an annual report on anti-harassment and discrimination efforts were submitted for a vote at three companies —Tesla. Inc., Wells Fargo & Co., and Chipotle Mexican Grill, Inc. — that have been impacted by allegations of discrimination or harassment. Proposals were filed with home construction company NVR Inc. and Meritage Homes Corp. calling for a report on their recruitment, retention, promotion rates, and pay by various demographic characteristics. The proposal at Meritage was withdrawn after an agreement with the company was reached. The Fund filed proposals with Lennar Corp. and International Paper Co. requesting a report on their LGBTQIA+ inclusion efforts in their workforce management strategy.

Proposals addressing disparities in health care outcomes were filed with two companies. United Health Group Inc.'s board was urged to commission a thirdparty audit analyzing the business impacts of demographic disparities, and HCA Healthcare, Inc. was asked for a public report detailing strategies and programs for improving maternal health outcomes.





### **PROXY VOTING**

In January 2024, DiNapoli approved updates to the Fund's proxy voting guidelines that refine and clarify considerations the Fund will examine when reviewing various issues, including board diversity. The Fund believes in the importance of board diversity as an essential measure of sound governance and a critical attribute of a well-functioning board of directors. 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.

In June, the Fund voted against all board nominees at Liberty Broadband Corporation for failing to make sufficient efforts to address the company's lack of board diversity. In the 2024 proxy season, the Fund voted against a total of 1,866 directors at 562 companies for a lack of board diversity.

Additionally, the Fund voted against 1,363 directors at 420 companies for failing to disclose EEO-1 reports, which provide a breakdown of company diversity, with investors.

### governanceintelligence

Anti-harassment report proposal attracts support among Tesla shareholders

June 18, 2024



DiNapoli advocates for diversity in corporate America, targets major

March 11, 2024





### **LETTERS**

In February, the Comptroller wrote to U-Haul Holding Co., Jabil Inc., Worthington Enterprises Inc., MicroStrategy Inc., and Rollins Inc., asking them to disclose the demographic composition of their directors. Such disclosures have become a best practice among publicly traded companies because they demonstrate a commitment to drawing on a wide range of viewpoints, backgrounds, skills, and experience that is increasingly critical to value creation and long-term success.

In March, the Fund sent letters to 16 portfolio companies with operations in Northern Ireland seeking confirmation of their adherence to the MacBride Principles and commitment to eliminating ethnic or religious discrimination. A majority responded reaffirming their commitments.

In June, the Comptroller wrote to CEOs of Fund portfolio companies about their equity and inclusion policies for LGBTQIA+ employees. The Fund received responses from almost every company that helped the Fund better understand the companies' approaches and opened the door to further dialogue.

In November, the Comptroller sent letters to the boards of several companies explaining the Fund's vote against directors at 2024 annual meetings for a lack of EEO-1 reporting or board diversity and encouraged action on these concerns.

### Pensions&Investments

DiNapoli defends DEI benefits, fires off letter to 5 companies seeking disclosure

March 07, 2024

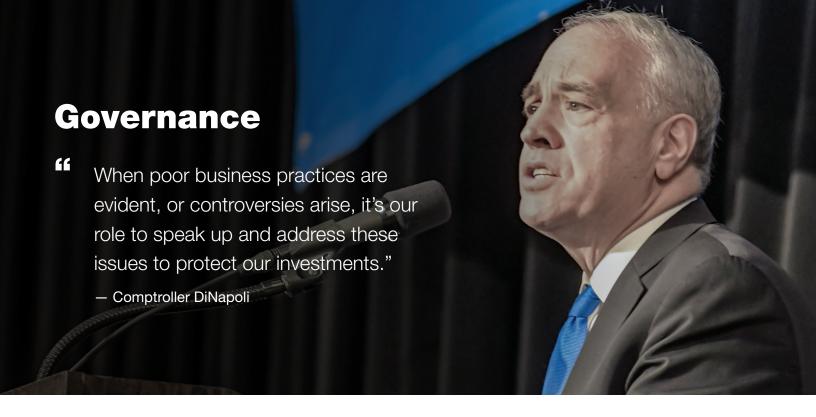
DiNapoli Questions Corporations on MacBride

April 12, 2024



New York State Comptroller Seeks LGBTQ+ Information From 17 Firms

June 17, 2024



Sound governance and responsible business practices are imperative to well-functioning companies and their ability to create shareholder value.

It is essential that companies maintain autonomous boards composed of diverse, well-qualified directors who engage in rigorous management oversight and risk supervision. Sustainable executive compensation programs align management incentives with long-term value creation, reducing short-termism and fostering strategic decision making. Equally crucial is the thorough disclosure of risks, enabling investors to make informed choices and mitigate uncertainties. The adept management of controversies demonstrates a company's commitment to addressing concerns transparently and taking corrective actions. By adhering to these practices, companies can attract investment, enhance their reputation, and navigate a dynamic business environment with resilience and integrity.



### **PROXY VOTING**

In June, the Fund voted against all of Tesla's board nominees due to a failure to provide adequate oversight. The Fund also voted against Tesla's proposal to redomicile to Texas citing the benefits to companies and shareholders that Delaware incorporation provide, and against Elon Musk's stock option award due to ongoing concerns about Tesla's executive compensation policies.



### **PUBLIC POLICY & ADVOCACY**

In March, Fund staff met with SEC officials and Congressional staff to express concern about companies with dual class share structures and to advocate for greater disclosures by these companies generally. Dual-class share structures are problematic because they deny shareholders equal voting rights.

### **Voting on Director Nominees**

The ability to vote for or against board nominees is a direct and often highly effective means for shareholders to hold a corporation accountable. In 2024, the Fund most frequently withheld support for directors due to:

Ongoing **COMPENSATION** CONCERNS

Ongoing POOR PAY-FOR-PERFORMANCE **POLICIES** 

Lack of **BOARD DIVERSITY** and related disclosure

Failture to Manage **MATERIAL RISKS** 

Insufficient **BOARD AND/** OR COMMITTEE **INDEPENDENCE**  "OVERBOARDED" DIRECTORS who sit on too many different boards to fulfill their duties effectively

GOVERNANCE CONCERNS that insulate management from accountability to shareholders following an initial public offering

### **Executive Compensation: Pay That Reflects Performance**

Shareholder votes on executive compensation — so called "Say-on-Pay" votes — promote accountability by allowing shareholders to review and influence compensation practices and strategies. Executive Compensation policies should focus on ensuring long-term, sustained performance for the company and its shareholders.



### **PROXY VOTING**

In 2024, the Fund voted against all Compensation Committee members and Sayon-Pay at Warner Bros. Discovery, Inc. where the CEO earned nearly \$50 million in the same year the company posted \$3 billion in losses. The Fund also voted against the Compensation Committee Chair and Say-on-Pay at Lyft, Inc. due to ongoing concerns with pay practices including the size and structure of equity awards and the company's inadequate response to low Say-on-Pay vote results in the prior year. The Fund also voted against Compensation Committee members and Say-on-Pay at Netflix, Inc., for overall pay structure, and at Walmart, Inc. and Paramount Global for disconnect between pay and performance.



### **LETTERS**

In November, the Comptroller sent letters to the Board of Directors of several companies where the Fund voted against directors at 2024 annual meetings due to various governance concerns. These governance concerns included failure to make sufficient changes to its executive compensation plans, classified boards, or the adoption of exclusive forum provisions that limit shareholders' rights. The letters explained why the Fund voted against certain directors and encouraged action on these concerns.



### **Supply Chain & Safety Issues**



### **LETTERS**

In January, the Comptroller wrote to Boeing's CEO seeking information on the Alaska Airlines 737 MAX 9 door plug blowout and how the company planned to restore confidence among customers and the flying public. As a result of the letter, the Fund met with the Chair of Boeing's Board of Directors for a discussion of safety and governance issues.

In April, the Comptroller wrote to Seaboard Corporation about the alleged use of illegal child labor in the company's Sioux City, Iowa pork processing facility.

And in October, the Comptroller wrote to the CEOs of Acadia Healthcare Company, Inc. and Universal Health Services, Inc. about controversies related to mental health patient care and business practices. In the case of Acadia, media reports alleged that the company lured patients into its facilities and held them against their will, even when detaining them was not medically necessary.



### **PROXY VOTING**

To address the company's failure to manage youth safety risks, the Fund voted against all incumbent directors at Facebook and Instagram parent company Meta Platforms, Inc. for failure to provide adequate content management oversight and to disclose a plan for implementing shareholder proposals that received majority support from outside shareholders. The Fund also submitted a proposal to Meta calling for equal voting rights for shareholders. Both issues were the subject of subsequent meetings between the Fund and Meta staff.

The Fund also voted against three of the longest tenured directors at Boeing for failing to exercise sufficient oversight of management strategy, safety and corporate culture.



### **REUTERS**

New York state comptroller asks Boeing CEO to explain handling of MAX 9 fallout

January 29, 2024

### NEW YORK POST

NYS pushes to boot Boeing bigwigs, block executive raises using pension fund after series of company mishaps

May 16, 2024



### **Cybersecurity**

contributions

August 18, 2024



### **LETTERS**

Cybercrime is a growing, universal risk for all companies. In August, the Comptroller wrote to 11 portfolio company CEOs representing different industries, requesting information on how they are managing and exercising oversight of cyber risk. Companies including water technology provider Xylem Inc., digital media company Ziff Davis, and Prudential Financial Inc., engaged with Fund staff to discuss cybersecurity best practices and risk mitigation efforts.

### **Political Spending Accountability**

Corporate political activity is fraught with risk. Companies that make political contributions can endanger shareholder value by damaging their brand. undermining business strategies, and inflaming partisan divisions among consumers and employees alike. The Comptroller has encouraged companies to consider whether such spending is ever in investors' interest.



### SHAREHOLDER PROPOSALS

In 2024, the Fund reached agreements with casino operator Caesars Entertainment Inc., delivery service DoorDash Inc., and personal finance company SoFi Technologies, Inc. to provide investors with greater disclosure of their political spending. Shareholder proposals requesting comprehensive disclosure of political spending were submitted to a vote with Charter Communications Inc., Airbnb Inc., and DraftKings Inc.

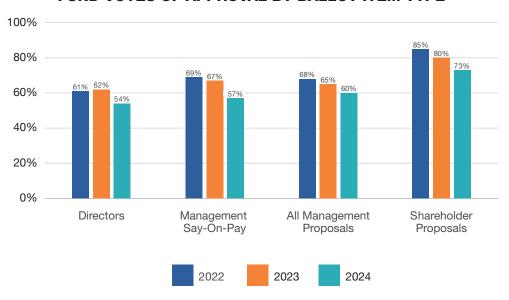


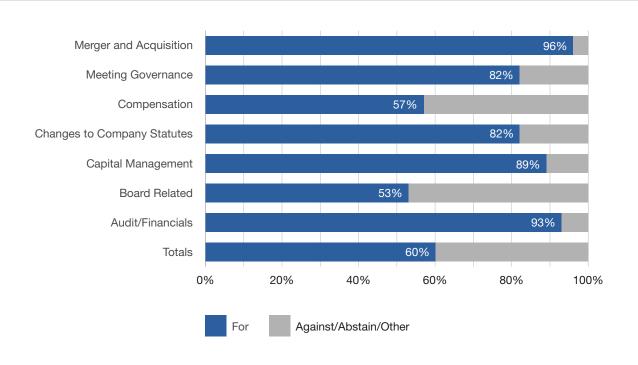
### **LETTERS**

In August, the Comptroller wrote letters to 16 companies including Tesla Inc., Domino's Pizza Inc., and Garmin Ltd., requesting disclosure of their political spending. As a result, ExtraSpace Storage Inc. and Harley-Davidson, Inc. agreed to conduct disclosure. The Fund will continue to engage with these companies in 2025.

# **Appendix:** 2024 Quick Facts

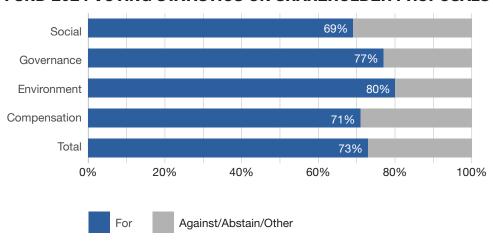
### **FUND VOTES OF APPROVAL BY BALLOT ITEM TYPE**



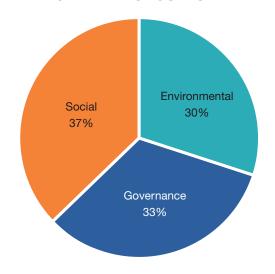


# **Appendix: 2024 Quick Facts**

### **FUND 2024 VOTING STATISTICS ON SHAREHOLDER PROPOSALS**



### 2024 SHAREHOLDER PROPOSALS FILED BY TOPIC



# **Appendix:** 2024 Shareholder Proposals

COMPANY	ISSUE	RESULT
Meritage Homes Corporation	DEI Reporting	Withdrawn with Agreement
NVR, INC.	DEI Reporting	31 Percent in Favor
Tesla, Inc.	Discrimination and Sexual Harassment Disclosure	32 Percent in Favor
Chipotle Mexican Grill, Inc.	Discrimination and Sexual Harassment Disclosure	17 Percent in Favor
Texas Roadhouse, Inc.	GHG Reduction Targets	28 Percent in Favor
Capital One Financial Corporation	GHG Reduction Targets	10 Percent in Favor
Cleveland-Cliffs Inc.	GHG Targets and Climate Transition Action Plan (CTAP) Reporting	Withdrawn with Agreement
Realty Income Corporation	GHG Targets and Climate Transition Action Plan (CTAP) Reporting	Withdrawn with Agreement
Southwest Airlines Co.	GHG Targets and Climate Transition Action Plan (CTAP) Reporting	Withdrawn with Agreement
WEC Energy Group, Inc.	Integrating Climate Metrics into Compensation	Withdrawn with Agreement
FirstEnergy Corp.	Integrating Climate Metrics into Compensation	22 Percent in Favor
International Paper Company	LGBTQIA+ Inclusion	23 Percent in Favor
Lennar Corporation	LGBTQIA+ Inclusion	17 Percent in Favor
HCA Healthcare, Inc.	Maternal Health Metrics	9 Percent in Favor
Wells Fargo & Co.	NDAs/Concealment Clauses	28 Percent in Favor
Meta Platforms, Inc.	One Share One Vote	26 Percent in Favor
Netflix, Inc.	Policy on Freedom of Association	Withdrawn with Agreement
DoorDash, Inc.	Political Spending Disclosure	Withdrawn with Agreement
Caesars Entertainment, Inc.	Political Spending Disclosure	Withdrawn with Agreement
SoFi Technologies, Inc.	Political Spending Disclosure	Withdrawn with Agreement
Charter Communications, Inc.	Political Spending Disclosure	22 Percent in Favor
DraftKings Inc.	Political Spending Disclosure	4 Percent in Favor
Airbnb, Inc.	Political Spending Disclosure	4 Percent in Favor
UnitedHealth Group Incorporated	Racial Equity Audit/Health Care Disparities	Withdrawn with Agreement
McDonald's Corporation	Supply Chain Water Risks	Withdrawn with Agreement
eBay Inc.	Worker Rights Assessment	Withdrawn w-ith Agreement
CVS Health Corp	Worker Rights Assessment	24 Percent in Favor



### Office of the New York **STATE COMPTROLLER** Thomas P. DiNapoli

110 State Street, 15th Floor Albany, New York 12236 518.474.4015 | osc.ny.gov









