

PROXY VOTING GUIDELINES

2020

INTRODUCTION

As *You Sow*, founded in 1992, is a non-profit shareholder advocacy organization that uses the power of the proxy to create positive, lasting changes in corporate behavior.

Our *Proxy Voting Guidelines*, written in consultation with Proxy Impact, are designed for socially responsible investors who want to align their proxy voting with environmental, social, and governance (ESG) principles. Our goal is to help shareholders vote their own proxies, or provide instructions to their proxy voting services. To this end, we offer voting recommendations on resolutions commonly found on proxies. The *Guidelines* are not meant to be comprehensive, although we hope to expand their scope in future editions.

As *You Sow* updates these *Guidelines* annually to account for new social and environmental issues and the latest trends in corporate governance. The *Guidelines* are formatted to reflect a typical proxy statement in that they are divided into two categories: management resolutions and shareholder resolutions. Management resolutions are proposed by companies and include votes (required by the Securities and Exchange Commission) on board of director elections, auditor ratification, executive compensation, and as-needed resolutions on related governance issues such as stock options, take-over defense, and capital structures.

Shareholder resolutions are resolutions made by shareholders to companies, and include both governance issues such as board diversity, compensation, and proxy access, as well as resolutions on the company's social and environmental impact, including the company's policies and actions on political contributions, climate change, product safety, and human rights. As *You Sow* and Proxy Impact co-publish an annual [Proxy Preview](#) that provides in-depth analysis and expert insight of the hundreds of social and environmental resolutions proposed in a given year.

This edition of the *Guidelines* incorporates new ESG principles applied by leading sustainable and responsible investors on such issues as board diversity, board accountability, and proxy access, among others. Additionally, the *Guidelines* help shareholders evaluate executive compensation resolutions by identifying red flags in the proxy statement. As *You Sow* continues to research and document the issue of excessive executive compensation, and recently published a fourth annual scorecard of [The 100 Most Overpaid CEOs](#) of the S&P 500.

MANAGEMENT RESOLUTIONS

Annual proxy statements typically include “management resolutions”, i.e., resolutions put forth by the company for shareholder consideration regarding elections for members of the board of directors, auditor ratification, and executive compensation.

BOARD OF DIRECTORS

In most companies, the board of directors holds the power to ultimately decide corporate policies. The board is charged, first and foremost, with making decisions that it believes are in the best interests of a company and its shareholders. In today's business climate one of the best ways of safeguarding the financial health of the company is by ensuring that ESG issues are properly evaluated and incorporated into the company's strategy.

Another challenge facing boards is how to navigate the growing debate over executive compensation. In the last 30 years, increases in executive pay have far outstripped stock performance and worker pay. The board is responsible for determining executive compensation that is fair to the CEO, employees, and shareholders.

Guiding Principles

- The board must be independent in order to provide proper oversight of management.
- The board should install policies that ensure long-term shareholder value, ethical behavior, good governance, and a commitment to sustainability.
- The board and its committees should be held accountable for their actions and the actions of the CEO who reports to them.
- The board should reflect both gender and ethnic diversity.
 - Gender: The board should set a goal that qualified women hold a minimum of 50% the minimum number found to benefit a company. Therefore, we recommend a vote against all members of the Board Nominating Committee if there are fewer than 50% women on the board.
 - Diversity: Boards should formally adopt a commitment to diversify the Board with respect to (but not limited to) such self-identified characteristics as gender, race, ethnicity, sexual orientation, and other federally protected classes. Hiring criteria should include a mandate that the Board candidate selection pool shall include qualified candidates who are characterized by such diversity.

Specific Votes

Accountability

We *oppose* the election of a director:

Multiple boards

- If the company CEO sits on the board, we oppose election if s/he sits on more than two other public company boards;
- For other board members we oppose elections if s/he sits on three other public company boards;
- Who serves as an executive of a non-profit or educational institution that receives contributions from the company.

Poor attendance

- Who attends less than 75% of board meetings without a valid reason for their absence.

Poor performance

- Who is the CEO or audit committee member of a company that required a financial restatement due to fraud, misrepresentation, significant noncompliance, or accounting errors;
- Who has served on the board of a company for the last three years, during which time the company's stock performance has ranked in the bottom 25% of the sector.

In those cases where we disagree with management's vote recommendation, we will also vote against the corresponding committee members responsible for the action we are opposing.

For example, we *withhold* votes for:

Nominating committee members

- If they nominate the CEO to serve as board chair; or nominate a slate of candidates that lacks gender or racial diversity.

Compensation committee members

- That have proposed compensation packages that fail to appropriately link pay to performance;
- That offer excessive golden parachutes or severance packages;
- Who failed to take adequate action (reduce pay package) on previous say-on-pay resolutions that received less than 70% of the vote;
- If the company CEO has been listed among [The 100 Most Overpaid CEOs and not changed practices](#).

Audit committee members

- That recommend auditors who, during the previous year, received more than 25% of total auditor fees for non-audit work;
- That require an alternative dispute resolution (ADR) clause in audit contract.

Governance or Public Policy committee members

- Whose recommendations on shareholder resolutions are in opposition to shareholder resolutions that received at least 30% support the previous year.

Independence

We *oppose* the election of a director that is a(n):

- CEO who also serves as the board chair;
- Insider or affiliate director who sits on key board committees such as the compensation, audit, and nominating committee;
- Compensation committee member who also serves as CEO of any public company.

Responsiveness

We *withhold* votes for the entire board (except new nominees) if:

- It failed to act on a shareholder resolution that received a majority vote;
- It failed to put a Proxy Access resolution that aligns with SEC recommendation to allow 3x3 (shares held by 3% of shareholders for three years) on the proxy ballot for a vote.

AUDITORS

The audit committee reviews financial statements and sets accounting standards that are designed to prevent or detect fraud, financial mismanagement, or large accounting errors. A string of high-profile accounting scandals led to an expansion of the role of the audit committee under the 2002 Sarbanes-Oxley Act.

Guiding Principles

- Ensure auditor independence.
- Eliminate the possibility of a conflict of interest.

Specific Votes

We *oppose* the ratification of the auditor in cases where:

- Non-audit consultant fees represent more than 25% of the total fees paid to the auditor during the previous fiscal year;
- The auditor requires the company to sign an arbitration agreement;
- The same auditor or firm has been hired more than five years in a row.

EXECUTIVE AND DIRECTOR COMPENSATION

The current system of executive compensation is broken. CEO pay has increased by [937% since 1978](#), more than double stock market growth, and exponentially more than the 11% growth of a typical worker. It is hard to see how executive pay that far outpaces stock performance benefits shareholder value. Furthermore, this pay disparity contributes to the destabilizing effects of income inequality and distorts incentives, leading to a short-term focus rather than an emphasis on sustainable growth. Shareholders are allowed a non-binding vote on executive compensation resolutions (commonly referred to as say-on-pay) and can also cast binding votes on approval of equity and incentive plans.

Guiding Principles

- Executive pay must be appropriately linked to company performance and should not be excessive.
- Shareholders are entitled to transparency regarding compensation decision-making.

Specific Votes

Advisory Vote on Executive Compensation (Say-on-Pay)

The following red flags can be determined from a quick review of the proxy statement's summary compensation table.

We vote *against* management remuneration proposals if:

Adequate disclosure

- The short-term incentive program or long-term incentive program thresholds and maximums are not sufficiently disclosed.

Discretionary bonuses

- Discretionary cash bonuses awarded are not based on any performance criteria. These generally rare bonuses appear in the summary compensation table column labeled bonus, whereas the performance-based bonuses are reported as non-equity incentives. There may be occasions where a small discretionary bonus is appropriate, but given the lack of accountability, any bonus above \$50,000 deserves special scrutiny.

Dual salaries

- An executive chairman has a similar level of compensation to that of CEO. Separation of chair and CEO positions is in shareholders' interests, but not when the result is paying two CEO-level salaries. A non-executive chair is preferred.

Pay disparity

- There is a significant CEO vs. NEO (Named Executive Officer) internal pay disparity. (If the CEO is paid more than double the next highest-level executive, this may suggest an insulated CEO and a lack of succession.)
- A CEO to median employee ratio higher than 100 to 1, without persuasive explanation for why such a ratio is necessary.
- Excessive perquisites (perks) are reported in the "All other pay" column of the summary compensation table. These are inherently non-performance based and any perk over \$50,000 deserves special scrutiny.

Insufficient long-term emphasis and risk mitigation practices

- Long-term incentive plans with performance cycles shorter than 3 years;
- The absence of clawbacks of variable remuneration;
- Insufficient holding period requirements.

Short Form Voting Guidelines For Compensation

- Vote against any compensation package if salary has increased by over \$100,000 over the time covered in the past two years (as seen in summary compensation table,) or more than 10%.
- Vote against any compensation package if CEO pay ratio is more than 3x that of the second highest active executive.

Equity Plans

We *oppose* resolutions that:

- Allow for re-pricing without shareholder approval;
- Provide a grant discount stock option;
- Include evergreen provisions (automatic renewal);

- Has a three-year burn rate average that is more than 2% of its weighted common share;
- The total potential dilution from all company stock plans exceeds 15% of the current outstanding stock.

We generally *support* resolutions that:

- Offer broad-based plans that include non-executive managers and employees.

CAPITAL STRUCTURES

Capital structure refers to a company's decision to finance itself through equity and debt. Resolution votes regarding new stock offerings are common. A company may recommend increasing shares for a variety of reasons, such as the need to raise new capital, allow for stock splits or dividend payments, or to fund compensation. These votes generally need a case-by-case evaluation, although some general guidelines do apply.

Guiding Principles

- Shareholders must approve or ratify any changes in capitalization.
- Common stock should have equal voting rights.
- All stock must clearly specify voting, conversion, dividend distribution, and other rights.

Specific Votes

We *support* resolutions that ask to:

- Adopt a one-share, one-vote policy.

We *oppose* resolutions that request:

- Dual classes of common stock that have different voting rights;
- Preferred (blank check) stock that allows directors to issue shares at their discretion or with unspecified terms and conditions.

MERGERS AND ACQUISITIONS

Mergers and acquisitions need to be evaluated on a case-by-case basis. Non-financial factors should be part of the evaluation process as these ventures can have significant impacts on stakeholders, markets, and industry sectors. Given that the acquiring company's culture and practices often dominate the new entity, the acquiring company's past history with mergers and acquisitions, as well as its commitment to ESG principles, can provide insight into the management of the new company. A red flag for possible conflict of interest of board members is extensive Board member compensation packages triggered by a merger.

Guiding Principles

- ESG impacts must be considered along with financial interests.
- Any immediate vesting of shares upon a change in control must effectively link executive pay with performance.

We *oppose* resolutions that request:

- Compensation be increased or accelerated for mergers and that incentivizes executive compensation over shareholder interests.

TAKEOVER DEFENSES

Designed to scare off hostile takeovers, the most common takeover defenses are shareholder rights protection plans (poison pills) which allow shareholders to purchase or sell shares at a special price and limit the purchasing company's ability to buy a controlling interest and voting rights rules such as classified boards (staggered board elections) and super-majority voting (requiring a 67-90% vote for approval). These tactics cut both ways as they may help stave off bad deals for shareholders, but they can also be used by boards to concentrate power against outside bids or shareholder resolutions that are in the shareholder's best interest.

Guiding Principles

- As owners of the company, shareholders should be given the opportunity to decide on the merits of takeover offers.
- Unequal voting rights rarely work in favor of the shareholder.

Specific Votes

We oppose:

- Dual class exchange offers or recapitalization that establishes two classes of common stock;
- Supermajority voting threshold for approval of charter and by-law amendments.

SHAREHOLDER RESOLUTIONS

There are several hundred shareholder resolutions filed every year. About half of these focus on governance issues such as shareholder rights, executive compensation, and board-related issues. The other half focuses on environmental and social issues that are deemed to be integral to long-term shareholder value and society at large.

CORPORATE GOVERNANCE

Many shareholder sponsored governance resolutions mirror management's resolutions (above) on board of director elections, auditor ratification, and executive compensation. Resolutions aim to change the power dynamics between the board, CEO, and shareholders; ensure proper oversight of the company; or to install a greater commitment to corporate responsibility.

Guiding Principles

- Share ownership is not passive; shareholders have a right and a fiduciary responsibility to ensure that the company is being managed fairly and effectively.
- Increased transparency and accountability are in the shareholders' best interest.
- Corporations are accountable to their shareholders, employees, communities, and stakeholders.

Specific Votes

Board of Directors

We support resolutions that ask companies to:

Board diversity

- Adopt a board diversity policy that ensures that women and minorities are part of the nomination process;
- Report on board diversity policy, practices, and any plans to increase the number of women and minorities on the board.

Board oversight and expertise

- Adopt board oversight of harmful products (e.g., guns and tobacco);
- Establish board committees on sustainability, corporate responsibility, and human rights;
- Nominate climate and human rights experts to the board.

CEO

- Separate the board chair and CEO positions;
- Develop a CEO succession policy.

Independence

- Require that the chair of the board be an independent director;
- Require that the board is comprised of a super majority of independent directors (NYSE and NASDAQ listing standards already require majority-independent boards).

Proxy access

- Provide shareholders with the ability to nominate board candidates.

Proxy vote

- Review and report on ESG proxy voting policies.

Voting standards

- Adopt a simple majority vote standard in the election of directors;
- Declassify the board (all board members are reelected annually);
- Provide for cumulative voting (also known as weighted voting, it allows a shareholder to apply all their allowable director votes towards one or more directors).

Auditors

We *support* resolutions that ask companies to:

- Request that they rotate auditors at most every five years.

Executive Compensation

We *support* resolutions that ask companies to:

Link pay to performance

- Seek to strengthen the link between executive pay and performance;
- Link executive pay to sustainability metrics or corporate social responsibility performance;
- Link executive pay to ESG metrics including greenhouse gas reductions;
- Report on linking executive pay to ESG metrics.

Pay disparity

- Disclose and compare total executive compensation to employees' median wage.

Recoupment (clawbacks)

- Adopt a policy to recoup unearned executive bonuses or incentive pay when performance targets have not been met.

Retention

- Require stock retention as a means to incentivize executives on long-term shareholder value.

Severance

- Require a shareholder vote on golden parachutes or severance compensation.

Share repurchasing

- Adopt a policy that financial performance metrics shall be adjusted to exclude the impact of share repurchases when determining the executive incentive compensation grants or awards.

Tax gross-ups

- Adopt a policy against paying tax gross-ups to executives.

Shareholder Rights

We *support* resolutions that ask companies to:

Meetings and actions

- Allow shareholders to call special meetings (10% threshold);
- Allow shareholders to act by written consent.

Proxy access

- Provide shareholders, holding 3% or more of stock for at least 3 years, with the ability to nominate board candidates.

Vote requirements

- Adopt a simple majority vote (For vs. Against; abstentions would not be allowed to be voted by management);
- Eliminate super-majority vote requirements;
- Require confidential voting and the use of independent tabulators (open voting allows for real or perceived coercion by management);
- Require an annual say-on-pay vote;
- Eliminate dual class stock with unequal voting rights.

Takeover Defenses

We *support* resolutions that ask companies to:

- Submit shareholder rights plans (poison pills) for shareholder approval;
- Adopt anti-greenmail amendments (greenmail are premium stock payments made to the hostile party to stave off a takeover).

Support for shareholder resolutions on social and environmental issues has more than doubled in the last ten years as investors recognize that such issues have tangible connections to shareholder value.

The following recommendations cover a wide variety of issues that have been voted on in recent years as well as current resolutions already filed as of 2/15/20.

Details on these resolutions can be found in *Proxy Preview 2020* available at www.proxypreview.org.

ENVIRONMENT

There are many critical issues raised by shareholder resolutions within the category of environment, including climate change, land use, toxicity control, water management, forestry, waste reduction, and reduction of agriculture impacts. Climate change has emerged as a key issue across multiple industries. Shareholders have increasingly demanded that corporations reduce greenhouse gas emissions and account for risks related to climate change. These have a profound impact on how businesses will operate in the future. Another trend has been the demand for reports based on quantitative data so shareholders can track whether their companies are progressing and giving shareholders useful and comparable information to assess their holdings.

Guiding Principles

- Companies that embrace financial, social, and environmental sustainability goals are better positioned for long-term success.
- Corporations should be accountable and transparent regarding their environmental and social impact.
- Shareholder resolutions play a vital role in alerting management to new issues.

Specific Votes

Climate Change

We support resolutions that ask companies to:

Align with Paris climate goals

- Report on or adopt accounting metrics that can better address market changes induced by climate change;
- Conduct and disclose planning and policies for transitioning the company business model to align with a low carbon economy including, specifically, alignment with the Paris Agreement's goal of limiting global warming to well below 2°C, including addressing the company's (Scope 1-3) greenhouse gas emissions.

Emissions reduction

- Track and report Greenhouse Gas (GHG) emissions on a Scope 1-3 basis;
- Adopt Science-Based Targets (SBT) or comparable targets to reduce GHG emissions;
- Report on achievement of GHG emissions reduction targets.

Financing climate change

- Measure and report on GHG emissions resulting from lending, investing, and financing activities;
- Adopt a policy to reduce GHG emissions resulting from lending, investing, and financing activities;
- Adopt a policy to reduce financing of fossil fuel activities;
- Set and report on targets for and progress in achieving GHG reductions.

Risk to business operations

- Report on risks to company operations associated with climate change, such as financial risks, physical risks, and public health risks;
- Report risks associated with climate driven drought and mega-droughts;
- Report on fossil fuel stranded asset risk due to climate-related factors such as climate-related regulations and climate change driven technology and demand shifts.

Energy-related targets

- Assess the feasibility of increasing renewable energy sourcing, or adopting renewable energy targets;
- Assess the feasibility of or adoption of energy efficiency targets;
- Assess the feasibility of or adopt increased low carbon distributed electricity resources;
- Join the RE100;
- Report to CDP on energy use and carbon emissions;
- Report on the impacts of climate change driven technologies on a company's business, such as off-grid distributed generation, and methods to adapt the electric utility business model to protect shareholder value;
- Report on supplying renewable energy to the electrified transportation sector;
- Report on strategies to electrify or otherwise decarbonize vehicle fleets.

Environmental and social risk and impacts

- Report on oil and gas railway transportation risks;
- Report on offshore oil and gas risks and well impacts;
- Report on the financial risk of coal ash;
- Report on reducing hazards associated with coal ash disposal and storage.

Pay dividends

- Increase authorized dividends rather than use capital on high cost, high carbon fossil fuel projects with a high risk of stranding these assets.

Linking executive pay to environmental goals

- Reducing environmental impacts;
- Meeting pollution and emission reduction targets;
- Diversifying energy sources;
- Reducing carbon emissions and intensity;
- Setting and meeting environmental standards.

Climate-related lobbying

- Report on alignment of lobbying activities with climate goals.

Environmental Management

We support resolutions that ask companies to:

Deforestation

- Adopt a sustainable palm oil policy;
- Set quantitative goals for reducing harmful supply chain impacts on human rights associated with crops linked to deforestation using key performance indicators;
- Report on supply chain deforestation and human rights impacts.

Petrochemical infrastructure

- Report on the public health risks of expanding petrochemical operations and investments in areas increasingly prone to climate change-induced storms, flooding, and sea level rise.

Recycling and waste

- Report on how a company can increase the scale and pace of its efforts to increase plastics recovery and recycling to address environmental problems caused by plastic pollution;
- Report assessing the environmental impacts of continuing to use non-recyclable brand packaging;
- Report on adoption or implementation of comprehensive policy on sustainable packaging;
- Report on actions taken to prevent brand risk from products and packaging that end up as plastic pollution;
- Report on impacts from use of non-recyclable brand packaging;
- Adopt a comprehensive recycling strategy for consumer packaging and containers, including recycling and recycling-content goals;
- Report on options to reduce pollution and public health problems from electronic waste resulting from sales by major retailers;
- Report on environmental impacts of continued use of polystyrene foam food service materials (cups, plates, trays, takeout packaging) and e-commerce packing materials, assessing reputational, financial, and operational risks associated with continued use;
- Report on policies for safe disposal of prescription drugs, syringes, and needles, and policy options for proactive response including whether company should endorse industry responsibility for take-back of pharmaceuticals by providing funding for such programs;
- Report on food waste management;
- Issue an annual report to shareholders on pre-production plastic pellets spills, disclosing the amount of pellets, powder or granules released to the environment by the company annually, and describe company's policies and actions to reduce the volume of the company's plastic materials released into the environment.

Sustainability

- Create or establish an annual sustainability report;
- Report to the Carbon Disclosure Project on energy, water, or similar areas;
- Participate in well-established corporate environmental programs run by NGOs or the government.

Industrial Agriculture

We support resolutions that ask companies to:

Animal welfare

- Adopt a policy to stop dehorning cattle;
- Adopt a policy to raise or purchase only eggs that are cage-free;
- Adopt a policy to use gestation crate-free housing for pigs;
- Adopt anti-cruelty methods associated with raising and housing animals;
- Adopt a policy for the company operations, and/or develop supplier standards, to eliminate the use of medically important antibiotics in animal meat production and reserve use of all antibiotics for the treatment of sick animals or non-routine disease control under the oversight of a veterinarian;
- Report on / phase out antibiotic use in food animal supply chain;
- Establish goals to transition supply chains to meat raised without antibiotics.

Environmental impacts

- Report on monitoring pesticide use and/or mitigating the impacts of pesticide use in company operations or supply chain (includes resolutions that call for information on specific high-priority pesticides or pesticide classes such as neonicotinoids and glyphosate);
- Report on policies to promote biodiversity and soil health in the agricultural supply chain;
- Disclose elements of company programs to address agricultural sustainability, such as Integrated Pest Management or Regenerative Agriculture (including requests for baseline or progress data) and report, using quantitative metrics, on success in achieving program elements.

Right to know

- Label and/or report on genetically modified ingredients in food products.

Toxics

We support resolutions that ask companies to:

Product safety

- Report on use of nanomaterials in food products or food packaging impacts;
- Reduce or avoid use of nanomaterials until proven safe for humans and the environment;
- Label use of nanomaterials in products;
- Reduce or avoid use of toxic chemicals in food, food packaging, and other consumer products;
- Reduce or prevent heavy metals in food products;
- Label presence of heavy metals in foods;
- Report on reducing occupational and community health impacts by eliminating use of lead in paint;
- Report on impacts of Bhopal accident legacy;
- Report on strategies to reduce chemical footprint.

Water

We support resolutions that ask companies to:

- Adopt strategies and goals to reduce water use;
- Adopt strategies, policies, and goals to reduce company's water quality impacts;
- Adopt policies of water replenishing;
- Report on water use risks and mitigation of water scarcity, including climate-related droughts;
- Report on quantitative metrics identified by the Sustainability Accounting Standards Board (SASB) on water resource risks for the meat, poultry and dairy sector;

- End use of coal ash ponds that threaten water quality;
- Adopt 'human right to water' policies.

SOCIAL

Shareholders recognize that corporations are important agents of social change. Recent shareholder campaigns have focused on empowering women in the workforce, promoting gender and other diversification of boards of directors, supporting sexual orientation non-discrimination, challenging the corporate role in fostering pay disparity, promoting human rights and labor rights standards throughout supply chains, and adopting a human rights policy. The largest shareholder campaign is questioning the appropriate political role of corporations in a democracy, as shareholders have been at the forefront of moving corporations to disclose their political contributions and lobbying activities.

Guiding Principles

- Corporations have a responsibility to respect human rights throughout their operations, create safe work environments, support fair wages, and not discriminate based on gender, race, or sexual orientation.
- Corporations should transparently report on their contributions to political activities to inform shareholders how capital is being allocated.

Specific Votes

Animal Testing

We *support* resolutions that ask companies to:

- Report on laboratory animal welfare issues;
- Report on use of animal testing;
- Report on animal welfare in supply chain / adopt an animal welfare policy;
- End sales of animal products in apparel;
- End sales of animal glue traps;
- End orca breeding programs.

Corporate Political Activity

We *support* resolutions that ask companies to:

Advocacy

- Report on public policy advocacy related to energy policy and climate change.

Corporate executives compensated to work as government regulators

- Adopt a policy prohibiting accelerated vesting for executives voluntarily resigning to enter government service.

Lobbying

- Report on direct and indirect lobbying included payments, memberships in tax-exempt organization that write legislation, and management decision-making process;
- Report on contributions made to trade associations and other tax-exempt entities that are used for political purposes;
- Report on lobbying, campaign spending, and other election-related expenditures.

Political contributions

- Adopt board oversight of all political spending;
- Report on political spending including policies and procedures for contributing to political campaigns as well as the recipient, amount paid, and company decision maker;
- Ban political spending by company;
- Provide a congruency analysis between corporate values and political and electioneering contributions.

Ethical Finance

We *support* resolutions that ask companies to:

Banking

- Report on banking ethics and oversight.

Taxes

- Report on fair tax policy principles.

Fair Wages

We *support* resolutions that ask companies to:

Benefits

- Report on paid family leave.

CEO-worker pay ratio

- Report on pay disparity between top senior executives and lower level employees' median wage.

Gender and minority pay gap

- Report on and/or adopt a policy to end gender/minority pay disparity.

Human capital management

- Report on material human capital risks and opportunities.

Health

We *support* resolutions that ask companies to:

Childhood obesity

- Report on fast food nutritional initiatives in the face of childhood obesity concerns.

Drug pricing

- Report on high-priced drug pricing policy including development costs, pricing regional differences, and patient access.

Reproductive health

- Report on reproductive health risks and costs including effects on employee hiring, retention, and productivity, and increases in litigation and brand risks.

Opioids

- Report on opioid crisis.

Tobacco

- Initiate tobacco cessation program in low-income communities;
- Report on nicotine levels / reduce nicotine levels;
- Eliminate tobacco imagery from youth-rated films and television programming produced or distributed by the company.

Human Rights

We *support* resolutions that ask companies to:

Agricultural workers

- Join the Fair Food Program to ensure humane wages and safe conditions for agricultural workers.

Board committee

- Establish a Board of Director's Human Rights Committee;
- Report on Board-level oversight and expertise of civil and human rights risks.

Conflict zones and high-risk countries

- Report on criteria for investment, continued operations, and withdrawal from countries with a high risk of genocide or human rights violations.

Guns

- Report on gun and ammunition safety measures and harm mitigation;
- Provide Human Rights Impact Assessment report examining the actual and potential human rights impacts of firearms sold to civilians.

Human rights policy

- Adopt and/or report on the implementation of a human rights policy;
- Report on a human rights risk and/or impact assessment;
- Make public an assessment of a company's responsibility to respect human rights giving regard to the UN Guiding Principles on Business and Human Rights;
- Report on human rights due diligence process to assess, identify, prevent, and mitigate actual and potential adverse human rights impacts.

Human trafficking

- Adopt a policy with specific statements on human trafficking, forced labor, sexual exploitation of minors, recruitment fees, and/or The Code of Conduct for the Protection of Children from Sexual Exploitation in Travel and Tourism (The Code);
- Assess the risk of children being sexually exploited across the Company's platforms and businesses;
- Report on the implementation of a program to address human trafficking internally and/or on efforts to ensure company's global supply chain is free of forced or bonded labor, including any efforts to reimburse workers for recruitment fees that were paid in violation of the Company's policies (ethical recruitment / no fees);
- Report on disclosure of, and determination of methodology to determine risk level of forced labor and slavery in supply chain according to the UK Modern Slavery Act, the California Supply Chain Transparency Act (SB657), and other regulation in a way that is public, easily accessible, transparent, and robust;
- Report on criteria and methodology used to determine risk-level of slavery and human trafficking in supply chain.

Humanitarian aid

- Report on its process for identifying and prioritizing humanitarian engagement other than charitable giving.

Indigenous peoples

- Establish a formal written policy on the rights of Indigenous peoples, including Free, Prior, and Informed Consent (FPIC);
- Hold consultations with, and report on, the impact of a company's operations on indigenous peoples;
- Detail the due diligence process to identify and address social and environmental risks, including Indigenous rights risks, when reviewing potential acquisitions;
- Adopt / assess policies associated with the financing of and companies involved in extractives and infrastructure operations, and projects that have the potential to result in human and indigenous rights violations and impacts, including impacts within indigenous territories.

Lethal injections

- Report on its policy regarding providing drugs used for lethal injections.

Migrant workers

- Adopt a policy to eliminate (migrant) worker recruitment fees and require supply chain verification.

Prisons

- Adopt a policy and report on prison labor in the supply chain.

Racial stereotypes in team names

- Report on use of a derogatory sports team names.

Sexual harassment

- Strengthen policy / report on prevention of workplace sexual harassment;
- Report on the use of mandatory arbitration and / or non-disclosure agreements.

Supply chains

- Report on the potential and actual human rights risks of its products, operations, and supply chain;
- Extend human rights policies to franchisees, licensees, and agents that market, distribute, or sell its products.

Training

- Conduct training of employees on its human rights policy and/or the recognition and prevention of forced labor, slavery, or human trafficking;
- Report on the content of human right trainings, in what form and frequency they are provided to employees, metrics used to assess their effectiveness, and processes to improve training and human rights performance over time.

Water access

- Adopt a policy on the human right to water.

Media

We *support* resolutions that ask companies to:

Internet privacy and cyber-security

- Report on privacy, data security, and civil rights risks related to use of big data.

Net neutrality

- Report on company policies and practices that support net neutrality and an Open Internet.

Social media content

- Report on problematic content management including election interference;
- Report steps to identify and address 'fake news' and related hate speech that may be enabled by company operations.

Workplace Diversity

We *support* resolutions that ask companies to:

Diversity

- Disclose equal employment opportunity (EEO-1) data regarding diversity in the workforce;
- Report on the effectiveness of diversity and inclusion programs;
- Report on background checks in hiring.

Sexual orientation discrimination

- Adopt a nondiscrimination policy for gender identity and sexual orientation.

SUSTAINABILITY

Sustainability should be synonymous with long-term shareholder value, but for many companies it is not. Too many companies still do not consider environmental or social impacts as having significant financial risks or constituting a legitimate part of their bottom line. Sustainability reports help companies look at issues through a financial lens which has proven to help companies better identify risks and opportunities in their business model.

Guiding Principles

- Companies that embrace financial, social, and environmental sustainability goals are better positioned for long-term success.
- Corporations should be accountable and transparent when reporting on their environmental and social impacts.
- Shareholder resolutions play a vital role in alerting management to new issues.

Specific Votes

We *support* resolutions that ask companies to:

Statement of the purpose of a corporation

- Report on the company's commitment to support the Business Roundtable's redefinition of corporate Purpose;
- Review / report on the incorporation of the Statement of the Purpose of a Corporation in the company's governance documents, policies, long term plans, goals, metrics and sustainability practices.

Executive compensation

- Report on / link executive pay to sustainability metrics and environmental targets;
- Delink executive compensation from incentives promoting development or use of fossil fuels.

Sustainability goals

- Report on efforts to support UN Sustainable Development Goals;
- Use ESG metrics in financial reports.

Sustainability reporting

- Publish an annual sustainability report on short and long-term ESG issues, or key sustainability metrics such as GHG emissions and reduction goals.

TROJAN HORSE RESOLUTIONS

The following resolutions often mimic the language of the ESG resolutions listed above but actually have a completely different intent. They are generally filed by groups and individuals in support of free enterprise policies and/or conservative values.

Specific Votes

We *oppose* resolutions that ask companies to:

Climate change denial

- Disclose risks posed by government policies relating to climate change and/or renewable energy.

Contributions

- Report on political spending and charitable giving (anti-gay);
- Limit non-discrimination policy (anti-gay).

Free political speech

- Adopt free speech anti-bias by amending company policies to explicitly prohibit discrimination based on political ideology;
- Report on free speech anti-bias policy.

Religious freedom

- Report on religious freedom laws (anti-gay).

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2150 Kittredge St., Suite 450 • Berkeley, CA 94704 • 510.735.8158

www.asyousow.org

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