



Blue Sky Group

## 2023 Q3 - Quarterly Proxy Voting Report

20 October 2023

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## [Introduction](#)

## [Proxy Voting Snapshot](#)

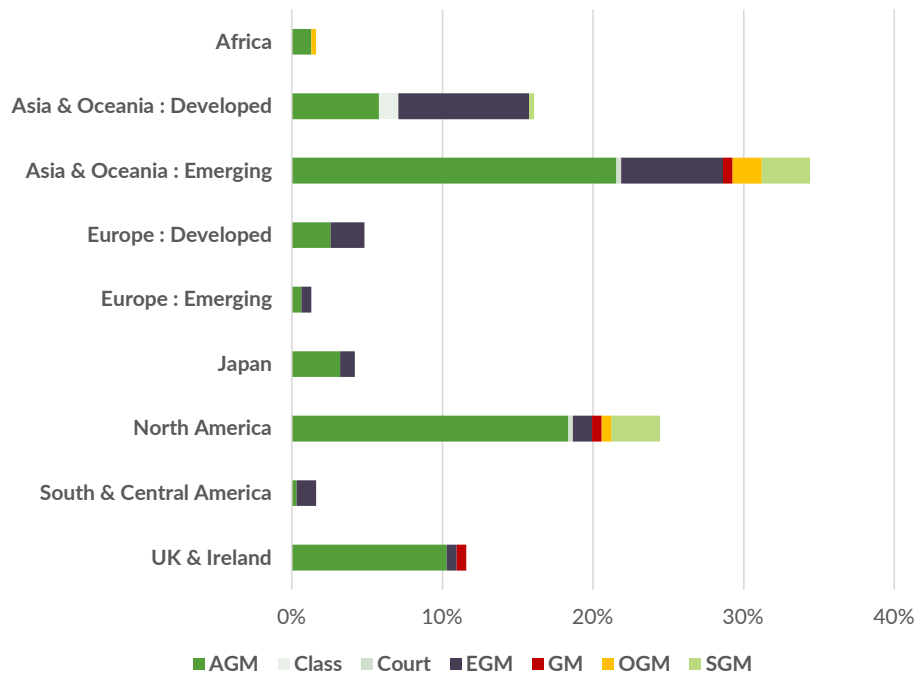
## [ESG Features](#)

## [Voting Highlights](#)

- Blue Sky Group has developed and implemented policies and procedures to ensure that its fiduciary obligation to vote proxies in the best interest of its participants is fulfilled.
- We actively exercise our rights as an owner of shares to promote responsible and sustainable practices in investee companies.
- We report on our Proxy Voting activities on a quarterly basis in keeping our commitments to our participants as well as the market reporting expectations.
- We have developed a Proxy Voting Policy, setting out our expectations for good corporate governance in the companies in which we invest. The policy has been developed based on global best practice guidelines such as the [ICGN Global Corporate Governance Principles](#) of Corporate Governance, the [G20/OECD Principles of Corporate Governance](#), the [UN Guiding Principles on Business and Human Rights](#) and the [UN Sustainable Development Goals \(SDGs\)](#).
- All data comes from [Minerva Analytics](#), our Proxy Voting service provider.

## Vote Summary by Region

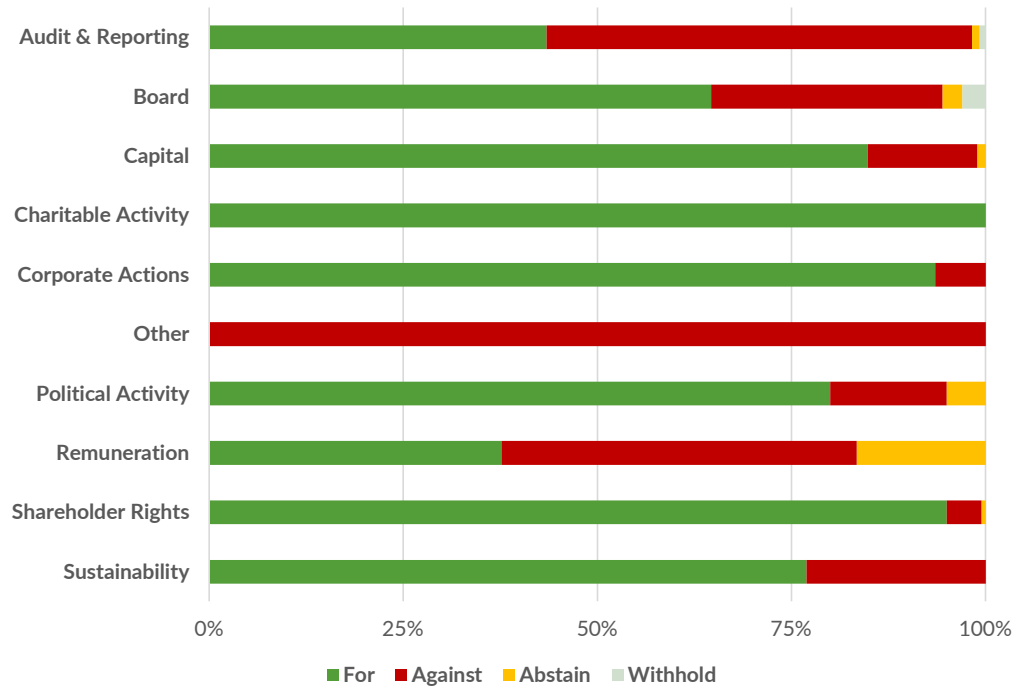
Vote Summary – 2023 Q3



Region	Event Type								Total
	AGM	Class	Court	EGM	GM	OGM	SGM	SSM	
Africa	4	0	0	0	0	1	0	0	5
Asia & Oceania : Developed	18	4	0	27	0	0	1	0	50
Asia & Oceania : Emerging	67	0	1	21	2	6	10	0	107
Europe : Developed	8	0	0	7	0	0	0	0	15
Europe : Emerging	2	0	0	2	0	0	0	0	4
Japan	10	0	0	3	0	0	0	0	13
North America	57	0	1	4	2	2	10	0	76
South & Central America	1	0	0	4	0	0	0	0	5
UK & Ireland	32	0	0	2	2	0	0	0	36
<b>Total</b>	<b>199</b>	<b>4</b>	<b>2</b>	<b>70</b>	<b>6</b>	<b>9</b>	<b>21</b>	<b>0</b>	<b>311</b>

## Vote Summary by Resolution Category

Vote Summary – 2023 Q3



Resolution Category	Votes				Total
	For	Against	Abstain	Withheld	
Audit & Reporting	172	217	4	3	396
Board	838	386	33	39	1,296
Capital	396	66	5	0	467
Charitable Activity	2	0	0	0	2
Corporate Actions	115	8	0	0	123
Other	0	2	0	0	2
Political Activity	16	3	1	0	20
Remuneration	144	174	63	0	381
Shareholder Rights	189	9	1	0	199
Sustainability	10	3	0	0	13
<b>Total</b>	<b>1,882</b>	<b>868</b>	<b>107</b>	<b>42</b>	<b>2,899</b>

- During the third quarter of 2023, we voted on 311 events and 2,899 resolutions.

## Shareholder Proposal Vote Summary

Shareholder proposals are resolutions put forward by shareholders who want the board of a company to implement certain measures, for example around environmental, social and governance (ESG) or sustainability practices.

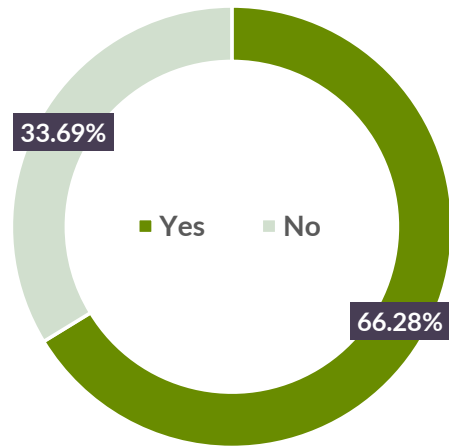
We value the right of shareholders to submit proposals to company general meetings. We will vote in favour of shareholder proposals that promote good corporate citizenship while enhancing long-term shareholder value, sustainability, and good governance.

We will vote against shareholder proposals that are misaligned with these principles and proposals that, in our assessment, are considered duplicative of existing company disclosure, practice and policy; are too prescriptive or seek to micromanage companies; and where the board has provided a commitment to address the issue raised by the proponent.

Resolution Category	Votes				
	For	Against	Abstain	Withheld	Total
Audit & Reporting	0	0	0	0	0
Board	7	0	0	0	7
Capital	0	0	0	0	0
Charitable Activity	0	0	0	0	0
Corporate Actions	0	0	0	0	0
Other	0	0	0	0	0
Political Activity	0	6	0	0	0
Remuneration	5	0	0	0	5
Shareholder Rights	4	0	0	0	4
Sustainability	8	2	0	0	10
<b>Total</b>	<b>24</b>	<b>2</b>	<b>0</b>	<b>0</b>	<b>26</b>

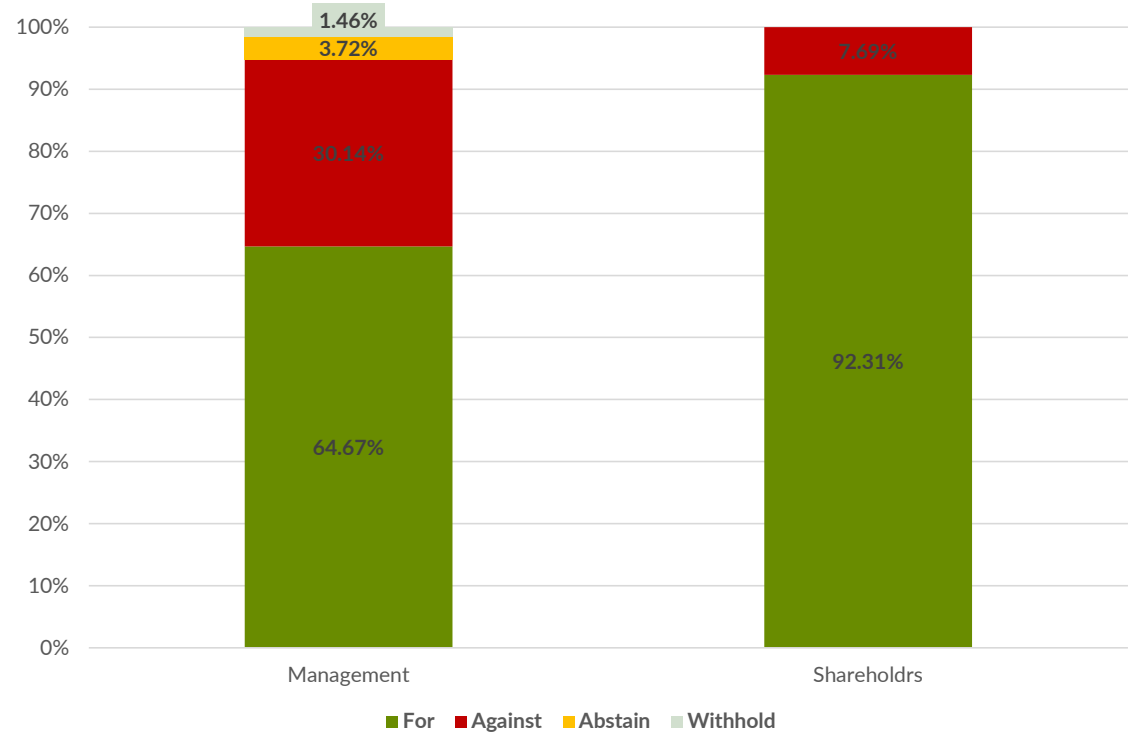
- During the third quarter of 2023, we voted on 26 shareholder-proposed resolutions.

### Management Recommendation Followed



Votes in line with Management Recommendation	1,922
Votes NOT in line with Management Recommendation	977

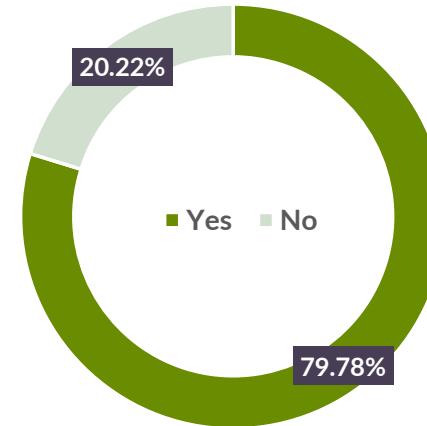
### Summary Votes by Proposer



- We use the Sustainable Development Goals (SDGs) to identify Environmental, Social and Governance risks and opportunities. We have identified the below five SDGs themes as priorities.

	SDG 7 - Affordable and Clean Energy
	SDG 8 - Decent Work and Economic Growth
	SDG 9 - Industry, Innovation and Infrastructure
	SDG 12 - Responsible Consumption and Production
	SDG 13 - Climate Action

SDGs Referenced



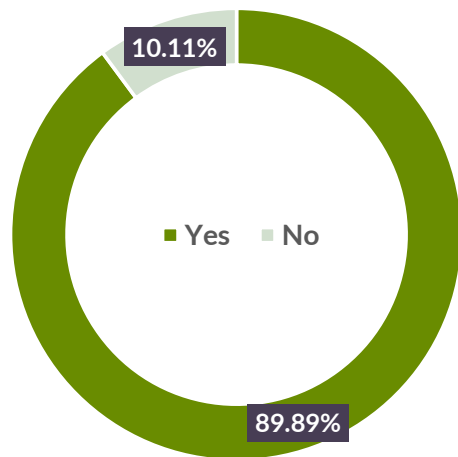
- As part of the Data collection and Research process, Minerva identifies those companies that have referenced the SDGs in their disclosures. In the third quarter of 2023, 79.78% of the companies that held events that we voted on have a material reference to the SDGs.





- We expect companies to have a strategy for reducing carbon emission, to be clear about targets set and to report on the progress achieved.
- Generally, we support proposals that enhance disclosure and provide shareholders with a better view of the company’s practices. To this end, we support the adoption of globally recognised reporting frameworks such as [Task force on Climate related Financial Disclosures \(“TCFD”\)](#).

TCFD Referenced



▪ Minerva has identified that approximately 89.89% of the Companies we voted on between 1 Jul 2023 and 30 Sep 2023 have made specific reference to the TCFD framework and alignment with the disclosure pillars.



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Company	Sector	Incorporated	Event: AGM	Resolution	Proposed by
ConAgra Brands Inc	Food Producers	United States of America	14 Sep 2023	3 - To approve an advisory vote on the remuneration of the Company's named executive officer	Management
				6 - To request the Board to take the steps necessary to amend the Bylaws so that shareholders may call a special shareholder meeting	Shareholders

ConAgra Brands Inc is a manufacturer and distributor of branded, value-added consumer food, and foodservice items and ingredients.

At the Company's 2023 AGM, shareholders voted on a non-binding shareholder proposal requesting a shareholder right to call a special meeting. The proposal was successful, receiving 78.5% shareholder support.

The proposal asked the Board to take the steps necessary to amend the appropriate Company governing documents to give the owners of a combined 10% of outstanding common shares the power to call a special shareholder meeting.

We believe the ability to call special meetings gives shareholders a way to bring important matters to the attention of both management and shareholders outside of the annual meeting cycle and is an important shareholder right. Currently, a majority of companies in the S&P500 allow shareholders to call special meetings and institutional investors generally favour a threshold of between 10% to 15%. Accordingly, we voted in favour of the shareholder proposal.

At the AGM, we voted against the advisory vote on the approval of executive compensation. The resolution received around 30% shareholder dissent – a result indicating a substantial portion of shareholders had concerns with the structure of remuneration.

We voted against the remuneration report at the Company as we had concerns with the Remuneration Committee's decision to reduce the weighting of performance-based awards in the long-term incentive plan. For fiscal 2023, the Committee determined to reallocate the mix of performance shares and restricted stock units (RSUs) to 60% performance shares and 40% RSUs compared to 75% performance shares and 25% RSUs in fiscal 2022. The RSU awards vest in annual instalments over a three-year period and are not subject to performance criteria.

We believe there should be a clear link between incentive pay and operational and financial performance. Ideally, all incentive pay should be subject to stretching performance targets aligned with the company's strategy and business model, and equity awards should not begin to vest after a time-horizon of at least three years in order to encourage long-term thinking and alignment with the interests of long-term shareholders.

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Company	Sector	Incorporated	Event: AGM	Resolution	Proposed by
FedEx Corp	Industrial Transportation	United States of America	21 Sep 2023	6 - To request the Board to prepare a Just Transition report	Shareholders

FedEx Corp provides a broad portfolio of transportation, e-commerce and business services

At FedEx's AGM shareholders put forward a resolution asking that the Board to prepare a report disclosing how the Company is addressing the impact of its climate change strategy on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the "Just Transition" guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance.

There is an increasing recognition that the social dimension of the transition to a resilient and low-carbon economy has been given insufficient attention, notably in terms of the implications in the workplace and wider community. At the 2021 UN Climate Change Conference, the United States and other governments agreed to the Just Transition Declaration, which aligns with the "Just Transition" guidelines in the International Labor Organization's Guidelines for a just transition towards environmentally sustainable economies and societies for all. The latter states an environmentally sustainable future requires "anticipating impacts on employment, adequate and sustainable social protection for job losses and displacement, skills development and social dialogue."

The Principles for Responsible Investment considers there are five strategic motivations for why investors should act on the just transition:

1. Broadening the understanding of systemic risks from climate change, by factoring in issues such as social exclusion and increasing inequality.
2. Reinvigorating fiduciary duty by better capturing the interrelated environmental and social drivers of long-term performance and by taking better account of beneficiary interests in sectors and regions affected by the transition.
3. Recognising material value drivers in terms of corporate practices in the workplace and the broader social licence to operate: business performance will be increasingly conditioned by the just transition.
4. Uncovering investment opportunities that combine climate and social goals such as inclusive growth, identified through the lens of the just transition.
5. Contributing to societal goals including existing responsibilities to respect international human rights and labour standards as well as new ways of realising the Sustainable Development Goals.

We voted in favour of the resolution as we considered enhanced disclosure would provide shareholders with a better understanding of how the Company is approaching this issue. The proposal received 29.7% shareholder support, a notable level of support. Shareholder proposals on the just transition is still an emerging area and we expect to see more proposals filed on this topic next year.

# Glossary

## ■ Meeting Types

- **AGM** - Annual General Meeting: meeting normally required by law taking place on an annual basis.
- **Class** - Class Meeting: shareholders holding a class of share are required to make a decision binding on the company.
- **Court** - Court meeting: where shareholders can order an annual meeting or a special meeting from a court or where a meeting is called by a Court of Law to approve a Scheme of Arrangement
- **EGM** - Extraordinary General Meeting: meeting is required to conduct business of an urgent or extra-ordinary nature. Such business may require a special quorum or approval level.
- **GM** - General Meeting: term often used interchangeably with the term EGM,OGM, SGM, depending on the term used by the company in question.
- **OGM** - Ordinary General Meeting: term often used interchangeably with the term EGM,GM, SGM, depending on the term used by the company in question.
- **SGM** - Special General Meeting: term often used interchangeably with the term EGM,GM, OGM, depending on the term used
- **SSM** - Scheme Meeting: term often used interchangeably with the term Court, depending on the market in question.

## ■ Vote Types

- **Abstain** - Shareholder's vote not in favour or against the proposed resolution, but shareholder demonstrates lack of confidence towards the rationale behind the resolution.
- **Against** - Shareholder's vote against the resolution proposed.
- **For** - Shareholder's vote in favour of the resolution proposed.
- **Withhold** - For North America auditor and director election resolutions, shareholder vote not in favour of the resolution proposed.

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For more information please email [hello@minerva.info](mailto:hello@minerva.info) or call + 44 (0)1376 503500

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