



BOARD OF TRUSTEES

MEMORANDUM

July 18, 2017

TO: Board of Trustees

FROM: Linda Herman, Executive Director

SUBJECT: Environmental, Social, Governance – Required Annual Update – June 30, 2017

As detailed in the Board's Governance Manual, the Boards are required to annually provide a comprehensive report describing the implementation and outcomes of the Board's ESG policy, including recommendations for updates or revisions to this policy, as part of the year-end reporting process.

This report includes the following:

- I. Industry Developments
- II. New Manager ESG Policies
- III. Current Manager ESG Updates and Corporate Engagement
- IV. Consultant Initiatives

I. Industry Developments

- **CalSTRS** launched a search for up to 10 firms to provide ESG-focused and corporate governance services for public equities. Six of the ten will be awarded contracts for ESG focused public equity investment management services, while four will be awarded contracts for corporate governance public equity investment management services. CalSTRS is using the process to establish a “pool” of qualified managers, which will be used to replace firms that “might be terminated in the future.”
- **North Carolina Department of the State Treasurer** released a report based on a survey of institutional investors, including 61 U.S. public pensions. They found that only 15% of US public pensions were active regarding ESG issues. Of those that were active, engagement was viewed as being more impactful than divestment.

II. New Manager ESG Policies

- **WCM Investment Management (Global Equities)** - WCM believes that a company's choices regarding overall risk management have consequences with respect to long-term business success. Therefore, WCM organically integrates all risk management considerations, including ESG, into their research process. Factors such as corporate governance, culture and treatment of the employees, strength of the management and its attitude towards the environment are included in the evaluation of the company.

WCM has a unique focus on corporate culture. They believe that effective governance and responsible corporate strategy are enhancers of investment value. Therefore, they conduct a thorough analysis to understand the corporate culture of a company. WCM's research indicates that factors such as integrity of the management, wellness of the employees, etc. impact the sustainability of the culture, thus, the long-term growth of a company.

WCM's portfolio shows an above average ESG score (by Morningstar), which reflects the average ESG score of the companies in the portfolio, versus its peer group. The ESG score for each company is provided by Sustainalytics, which is a global responsible investment research firm that specializes in ESG research and analysis.

WCM's Code of Ethics details the firm's standards of conduct and compliance with laws. Staff's discussions with WCM employees indicated that the firm has a strong culture that awards the individual's contribution to the firm (employees after three years of tenure are eligible for ownership), promotes equal employment opportunity for any employee who is willing to move to the next level (three analysts were promoted to PM), and emphasizes work/life balance (e.g., free health club membership).

- **New Energy Capital Infrastructure Credit Fund (Private Debt)** – The New Energy Infrastructure Credit Fund (NECICF) focuses solely on clean energy infrastructure; the fund focus and strategy is aligned with environmental sustainability, specifically reducing carbon emissions. NECICF publishes an annual report each year estimating the total amount of carbon emissions reduction as a result of portfolio investments. New Energy Capital's investment thesis and business practices exclude any investments in projects which do not have a material beneficial impact on carbon emissions or other measurable environmental factors. From its beginning in 2004 through 2017, New Energy Capital has made 26 investments and all have been thoroughly screened to ensure they have a material carbon or other environmental impact.
- **EMR Capital Resources Fund II (Private Real Assets)** - EMR is conscious of ESG factors and is committed to responsible investing by considering ESG as a component of all due diligence activities. EMR evaluates projects for compliance with applicable laws and any impact upon the quality of life of local residents. Environmental performance and social awareness are important, as even the highest quality assets will not be successful if organizational ESG practices are substandard. Staff reviewed EMR's ESG Policy which detailed the ESG considerations analyzed at each stage of the investment process. Through discussions with the EMR investment professionals and reference calls with management teams, staff believe that EMR is appropriately prioritizing and evaluating ESG considerations before undertaking an investment in a new mining project.

As an example of how EMR practically deals with social issues, the local Indonesian communities located next to the Martabe asset were initially very concerned about outsiders coming into their territory and potentially disrupting and changing their way of life. As a result, Martabe employs over 70-people in its environmental and community relations team who are out in the villages every day to listen to concerns of the residents. Over 70% of the Martabe workers are from the local communities, in addition to 397 women employed in various levels to help promote gender equality in the region. EMR is also supporting various health, education, agriculture, and community relationship projects such as the opening of additional medical clinics, a mosque and classrooms to promote education.

- **Kimmeridge Minerals Fund LP (Private Real Assets)** – Staff reviewed Kimmeridge’s environmental, health and safety (EHS) manual which was revised in January 2017. Kimmeridge’s EHS is a comprehensive 220-page document that includes both general and office safety rules and standards as well as encompassing environmental information and protocols. Kimmeridge is committed to the protection of the environment and strives to operate without doing harm to the environment. This is more relevant for the water business than the minerals business because as a passive mineral owner, Kimmeridge is indemnified from any potential liability (including environmental liabilities). Consequentially, the drilling and completions that will occur on Kimmeridge’s land is solely the responsibility of the energy operator. It should be noted that the water business is currently relegated to supplying freshwater for operators to use in their completions, so that Kimmeridge assumes no risk associated with the transport, disposal or injection of salt water/frack fluid.

The operators’ Environmental, Health & Safety (EHS) record is a key consideration for Kimmeridge as they understand that responsible EHS is an integral factor for successful energy development. As part of Kimmeridge’s due diligence process on any mineral acreage, they will evaluate the EHS record of energy companies that own the leases. Kimmeridge is able to assess these operators’ EHS track records through working together as well as monitoring their incidence reports, awards, recognitions and compliance with all relevant laws and regulations. Staff reviewed the EHS and corporate governance policies for six publicly traded E&P companies (PDC, Energen, Anadarko, BHP, Cimarex, Concho) that operate on KMF’s acreage with a summary of how these operators engage in environmental stewardship described below.

These operators are committed to responsible environmental stewardship with robust processes and procedures in place to meet and exceed all current laws, regulations and standards. Business practices and technology employed to minimize the overall environmental impacts of their activities include: using infrared technology to detect ineffective piping, installing plunger lifts to reduce methane emissions, replacing gas-fired pumps with solar-powered pumps, using natural gas and low-emission diesel to power well pads, using natural gas vehicles for transporting equipment, utilizing more efficient compressors, favoring pipeline over trucking for transportation, and utilizing water-management programs such as the usage of water recycling. Consequentially, many of these operators have been recognized by the U.S. Environmental Protection Agency and other agencies at the state and local levels for their ongoing dedication to environmental and operational excellence.

The energy companies that currently have leases on KMF’s acreage place a high value on corporate governance and have established controls and produces to ensure maintaining the highest standards with respect to independence and corporate responsibility.

Both Kimmeridge and the energy operators consider health and safety issues as an integral part of daily operations and incorporate these factors into their daily decision making process. All operators noted that safety for employees, contractors and the public is of paramount importance with the goal of avoiding injuries through continual monitoring, evaluating, reporting and training on the latest best practices.

Kimmeridge has an equal employment opportunity (EEO) policy for all employees and applicants in all company facilities. Kimmeridge also has a track record of promoting from within based on individual’s contribution to success of the firm. For example, Noam Lockshin was promoted to MD in January 2017 due to his contribution to the Delaware Basin assets. Additional employees

have been identified for the partner track. For example, Alex Inkster is in-line for a promotion contingent on his success with projects in Fund IV.

Kimmeridge has both a Limited Partner Advisory Committee comprised of five limited partners as well as an Energy Advisory Board. Aberdeen was on the Advisory Board of previous Kimmeridge funds and Staff held an observer seat in Kimmeridge Energy Fund III. Conflicts of interest need to be approved by the Advisory Board.

- **Federal Capital Partners (Private Real Assets)** - FCP is committed to sustainability projects that enhance the environmental performance of its assets. Environmental issues such as water usage and energy efficiency also make economic sense and help keep costs down on asset budgets. FCP has installed 25,000 energy efficient lights and 4,300 water efficient fixtures. In addition, FCP has participated in the Global Real Estate Sustainability Benchmark (GRESB) since 2012 and is ranked in the top-half of US residential fund managers. GRESB is an industry-driven organization committed to assessing the sustainability performance of real assets around the global. GRESB has assessed almost 1,100 property companies and funds globally. Social aspects include providing safe environments for residents and supporting local community-based programs. Health standards around issues such as asbestos, lead and mold are covered by law and are central to the firm's process and selection of property management firm. FCP employees are also given 8 hours of paid annual leave to volunteer their time and are encouraged to partner with local organizations that support children and families. FCP volunteer events include painting and renovating schools within the community and distributing over 1,000 backpacks.
- **Greyrock Capital Group Investors IV (Private Debt)** - Greyrock embarks on significant due diligence which encompasses researching suppliers, customers and all stakeholders surrounding a variety of factors, including ESG considerations. Greyrock is sensitive to potential ESG risks and has often decided not to invest in companies that have elevated ESG risks such as hunting accessory and/or fire arm related businesses.
Importantly, when conducting due diligence on companies, Greyrock along with the private equity sponsor, will engage with a third party consultant to ensure that the company is adhering to all regulations and standards. For example, if Greyrock is evaluating a company that may have environmental considerations, such as a specialty chemical company, a third party environmental consultant will be hired to ensure that the company is adhering to all regulations and that proper safeguards and procedures are in place to mitigate potential environmental risks.

Furthermore, Greyrock will validate that a prospective company is in compliance with various regulations such as ERISA and Equal Employment Opportunity laws, and that the company has the proper licenses and permits to conduct business prior to making an investment. After the transaction is completed, Greyrock, along with the private equity sponsor, have Board representation and controlling interest in the company, which helps ensure that good governance practices are being followed (e.g., segregation of duties, transparency).

- **BV Investment Partners IX (Private Equity)** - BV investment partners recognizes the important role that ESG factors play as part of a sound investment strategy focused on maximizing portfolio value. As part of the investment process, BV will consider how ESG factors could impact the financial performance or value of portfolio assets. BV sees the safeguard of ethical standards, consideration of an investment's environmental and social impact, and a commitment to

transparency as central to its duty as a fiduciary to its investors. During the due diligence process, BV seeks to understand the ESG policies of the companies in which it invests. If an ESG factor is deemed to have a potentially detrimental impact on performance or attractiveness of a company, BV will evaluate these and explore potential mitigants, if applicable. For the portfolio companies, BV engages with company management to ensure proper oversight, foster transparency and encourage disclosure on ESG issues. Further, BV seeks to hold its portfolio companies accountable to comply with applicable local, national and international laws and demands their compliance with the U.S Foreign Corrupt Practices Act and similar laws in other countries.

As part of their investment policy, BV will not knowingly invest with any portfolio company which directly engages in the following activities:

- Production/trade of any product or activity deemed illegal under applicable local or national laws or regulations;
- Production/trade of arms primarily designed for military purposes;
- Production/trade of unbonded asbestos fibers;
- Radioactive materials;
- Prostitution;
- Employment of forced or child labor;
- Disrespect of equal rights regardless of sex, race or religion;
- Use of or trade in sovereign bonds of countries subject to UN Security Council Arms Embargo.

Furthermore, BV will not knowingly invest in any company with respect to any of the following activities that generates a material portion of its earnings:

- Direct ties to Sudan, with the exception for companies providing humanitarian services;
- Production/trade in animal welfare;
- Pornography

III. Current Manager ESG Updates and Corporate Engagement

- **Schroders (Long Duration Fixed Income)** - Schroders believes successful investment incorporates the effects of ESG trends in their investment decisions. The fixed income research team views ESG analysis as an important way of identifying downside risk to a company's future earnings and its ability to fulfil its outstanding debt obligations. The research team analyzes ESG risks as part of the issuer selection process. Additionally, it is integrated during portfolio construction as a complement to traditional financial indicators. ESG factors are analyzed to impact position sizing reflecting the material risks or opportunities. The incorporation of ESG issues enables Schroders to reduce risk and volatility in their portfolios.
- **Loomis Sayles (High Yield Fixed Income)** – Loomis analyzes risks by modeling long-term business opportunities and challenges, by identifying risks inherent in industries and sectors, and by using a variety of methods to evaluate ESG issues, including engagement with the management of companies and the use of third-party analytical tools. Loomis believes that the goals incorporated in its own Principles can best be met by allowing the investment teams to determine how much weight to attribute to ESG factors in investment decision making, while remaining accountable for investment results. The ESG Committee is well positioned to oversee the progress in implementation. One of its goals is to continually identify additional superior tools for the

research analysts and the investment teams, and make them easily accessible. At this time, Loomis believes that these teams are fully capable of using the information available to them to make recommendations and decisions that will support the goals of seeking superior investment results and continually enhancing their understanding and incorporation of ESG principles into the investment process.

- **BHMS (US Large Cap Value)** - Barrow, Hanley, Mewhinney and Strauss, LLC (BHMS) seeks to identify and focus on the key ESG issues that currently, or at some point in the future, may materially impact the long-term value of a company. BHMS has engaged with a number of publicly-traded companies on multiple issues. Recently, the firm was concerned with a company's low ranking among industrial machinery peers on reporting key toxic emissions metrics. Another issue was the criticism that the company received regarding labor management issues. BHMS engaged with management on both issues. The firm was satisfied following a meeting at which management provided a plan outlining the company's goals to reduce their environmental impact (through waste minimization, reductions in carbon emissions, and reductions in water and energy consumption) by approximately 20% by the year 2020. At the time, BHMS was a top 20 shareholder of the company, as they are with more than 100 other companies. BHMS is engaged in active ownership on behalf of its clients, and managements have generally been very open to their ideas regarding ESG issues. (Comments dated 8/9/2017.)
- **Gryphon International (International Large Cap)** – All issues considered material regarding an investment are reviewed and monitored, including ESG and sustainability concerns. In particular, Gryphon International endeavors to invest in companies which exhibit strong corporate governance and management sustainability over time. Good corporate governance is expected to be transparent and add value for shareholders, taking into consideration views of employees, customers, all investors, and affected communities wherever possible and appropriate. Gryphon International considers corporate governance and management quality to be of vital importance when considering securities for potential investment. These and other factors provide the basis of our investment criteria and we routinely meet with the management of companies in which our clients are invested in effort to ensure management's stated goals are being met. Any matter, ESG or otherwise, considered to be potentially material is evaluated.

III. Consultant Initiatives and Approach to ESG

- **Aberdeen Asset Management (Private Real Assets Consultant)** – Aberdeen incorporates ESG considerations into their investment analysis and decision making processes. This involves engaging with companies and managers of potential and held investments to identify the risks they are exposed to and how these are monitored, managed, and mitigated. For example, confirmation is sought that an investee company has all the necessary licenses required to operate with a particular focus on environmental health and safety issues through both site visits and, if necessary, hiring third party consultants.

Aberdeen also integrates ESG considerations into portfolio management activities and ongoing monitoring of the underlying investment. Aberdeen encourages managers and investee companies to monitor and manage ESG related items in their portfolios on an ongoing basis to ensure appropriate steps are taken to evaluate these elements continuously. In addition, they are in constant dialogue with the underlying GPs and management teams to ensure they are executing their business plans.

Aberdeen promotes acceptance of ESG principles within the investment industry and underlying target sectors. They seek to take a leadership role in acceptance and adoption of best practices' as it relates to incorporating ESG considerations across the real assets continuum. Aberdeen believes that they have the ability to promote the acceptance of these areas in order to appropriately mitigate risk and increase the adaptability of ESG related considerations into the overall investment process.

- **Wilshire Associates (General Consultant)** – Wilshire Associates recently hired Daniel Ingram to serve as a vice president of responsible investment research and consulting. In his role, Mr. Ingram will assist in expanding Wilshire Consulting's ESG and SRI capabilities. He will be responsible for supporting Wilshire Consulting's traditional advisory clients in addition to its clients in the Wilshire OCIO solutions practice. He will report to Andrew Junkin, President of Wilshire Consulting and Steve Foresti, CIO of Wilshire Consulting. This hire is part of Wilshire's commitment to providing clients with ESG/SRI-driven solutions.

In August 2016, Wilshire Associates became a signatory to the UN PRI, joining a global network

In May 2016, the company announced the launch of Wilshire ClimateLens as a four-part program designed to help clients understand and make decisions about the risks and opportunities associated with climate change.