



# AMERICAS REGIONAL

Proxy Voting Guidelines  
Benchmark Policy Recommendations

---

Effective for Meetings on or after February 1, 2023  
Published December 13, 2022

[WWW.ISSGOVERNANCE.COM](http://WWW.ISSGOVERNANCE.COM)

# TABLE OF CONTENTS

<b>Coverage Universe</b> .....	<b>4</b>
<b>1. Operational Items</b> .....	<b>5</b>
Financial Results/Director and Statutory Reports .....	5
Appointment of Auditors and Auditor Fees .....	5
Appointment of Internal Statutory Auditors .....	5
Allocation of Income .....	5
Stock (Scrip) Dividend Alternative .....	6
Amendments to Articles of Association.....	6
Change in Company Fiscal Term .....	6
Lower Disclosure Threshold for Stock Ownership .....	6
Amend Quorum Requirements .....	6
Transact Other Business .....	6
<b>2. Board of Directors</b> .....	<b>7</b>
Director Elections .....	7
Bundled Elections .....	7
Unbundled Elections.....	7
Independence .....	7
Composition.....	7
Gender Diversity .....	7
Overboarding.....	8
Accountability.....	8
Governance Failures .....	8
Climate Accountability.....	8
ISS Classification of Directors - Americas Regional Policy.....	10
Contested Director Elections .....	11
Dismiss Directors .....	11
Discharge of Directors .....	11
Director, Officer, and Auditor Indemnification and Liability Provisions .....	12
Board Structure .....	12
<b>3. Capital Structure</b> .....	<b>13</b>
Share Issuance Requests.....	13
General Issuances .....	13
Specific Issuances .....	13
Shelf Registration Program .....	13
Increases in Authorized Capital .....	13
Reduction of Capital .....	14
Capital Structures .....	14
Preferred Stock.....	14
Debt Issuance Requests.....	14
Pledging of Assets for Debt.....	15
Increase in Borrowing Powers .....	15

Share Repurchase Plans.....	15
Reissuance of Repurchased Shares .....	16
Capitalization of Reserves for Bonus Issues/Increase in Par Value .....	16
<b>4. Compensation .....</b>	<b>16</b>
Compensation Plans .....	16
Director Compensation.....	16
<b>5. Other Items .....</b>	<b>17</b>
Charitable Donations .....	17
Reorganizations/Restructurings .....	17
Mergers and Acquisitions .....	17
Mandatory Takeover Bid Waivers .....	17
Reincorporation Proposals .....	18
Expansion of Business Activities .....	18
Related-Party Transactions.....	18
Antitakeover Mechanisms .....	18
Shareholder Proposals.....	18
<b>6. Social and Environmental Issues .....</b>	<b>19</b>
General Approach -E&S Shareholder Proposals .....	19
Say on Climate (SoC) Management Proposals.....	19
Say on Climate (SoC) Shareholder Proposals.....	20
<b>7. Foreign Private Issuers Listed on U.S. Exchanges .....</b>	<b>21</b>
Voting on Director Nominees .....	21
Independence .....	21
Gender Diversity .....	21
Equity Compensation Plans .....	21

## Coverage Universe

This document applies to all Latin American markets (excluding Brazil which has a separate market policy) as well as certain companies incorporated in "Tax Haven" markets. Tax Haven markets covered under this policy may include the following: Anguilla, Antigua/Barbuda, Bahamas, Barbados, Bermuda, Cayman Islands, Curacao, Liberia, Marshall Islands, Mauritius, Panama, UK Virgin Islands, and the US Virgin Islands. (Companies incorporated in these markets that are listed in the U.S. are generally evaluated under U.S. guidelines, except those considered Foreign Private Issuers (FPIs) by the SEC, and thus exempt from most listing and disclosure requirements, and are subject to guidelines based on minimal governance standards under [ISS' FPI Policy](#) or, otherwise, guidelines for the relevant regional or market policy.)

# 1. Operational Items

## Financial Results/Director and Statutory Reports

**General Recommendation:** Generally vote for the approval of financial statements, report of the board of directors, independent auditor reports, and other statutory reports, unless there are concerns about the accounts presented or audit procedures used.

## Appointment of Auditors and Auditor Fees

**General Recommendation:** Vote for the (re)election of auditors and/or proposals authorizing the board to fix auditor fees, unless:

- There are serious concerns about the procedures used by the auditor;
- There is reason to believe that the auditor has rendered an opinion which is neither accurate nor indicative of the company's financial position;
- External auditors have previously served the company in an executive capacity or can otherwise be considered affiliated with the company; and
- Fees for non-audit services exceed standard annual audit-related fees.

In circumstances where fees for non-audit services include fees related to significant one-time capital structure events (initial public offerings, bankruptcy emergencies, and spinoffs) and the company makes public disclosure of the amount and nature of those fees, which are an exception to the standard "non-audit fee" category, then such fees may be excluded from the non-audit fees considered in determining the ratio of non-audit to audit fees.

For concerns related to the audit procedures, independence of auditors, and/or name of auditors, ISS may recommend against the auditor's (re)election. For concerns related to fees paid to the auditors, ISS may recommend against remuneration of auditors if this is a separate voting item; otherwise ISS may recommend against the auditor election.

## Appointment of Internal Statutory Auditors

**General Recommendation:** Vote for the appointment or (re)election of statutory auditors, unless:

- There are serious concerns about the statutory reports presented or the audit procedures used;
- Questions exist concerning any of the statutory auditors being appointed; or
- The auditors have previously served the company in an executive capacity or can otherwise be considered affiliated with the company.

## Allocation of Income

**General Recommendation:** Vote for approval of the allocation of income, unless:

- The dividend payout ratio has been consistently below 30 percent without adequate explanation or in the absence of positive shareholder returns; or
- The payout is excessive given the company's financial position.

## Stock (Scrip) Dividend Alternative

**General Recommendation:** Vote for most stock (scrip) dividend proposals.

Vote against proposals that do not allow for a cash option unless management demonstrates that the cash option is harmful to shareholder value.

## Amendments to Articles of Association

**General Recommendation:** Vote amendments to the articles of association on a case-by-case basis.

## Change in Company Fiscal Term

**General Recommendation:** Vote for resolutions to change a company's fiscal term unless a company's motivation for the change is to postpone its AGM.

## Lower Disclosure Threshold for Stock Ownership

**General Recommendation:** Vote against resolutions to lower the stock ownership disclosure threshold below 5 percent unless specific reasons exist to implement a lower threshold.

## Amend Quorum Requirements

**General Recommendation:** Vote proposals to amend quorum requirements for shareholder meetings on a case-by-case basis.

## Transact Other Business

**General Recommendation:** Vote against other business when it appears as a voting item.

## 2. Board of Directors

### Director Elections

### Bundled Elections

**General Recommendation:** Vote for the bundled election of management nominees, unless:

- Adequate disclosure has not been provided in a timely manner;
- There are clear concerns over questionable finances or restatements;
- There have been questionable transactions with conflicts of interest;
- There are any records of abuses against minority shareholder interests;
- The board fails to meet minimum corporate governance standards, including gender diversity and overboarding thresholds recommended under ISS policy;
- There are specific concerns about individual nominees, such as criminal wrongdoing or breach of fiduciary responsibilities; or
- The company does not have at least one-third board independence or two independent directors, whichever is higher.

In a bundled election, vote against the election of directors at all companies if the name(s) of the nominee(s) is(are) not disclosed in a timely manner prior to the meeting, or if the company does not have at least one-third board independence or two independent directors, whichever is higher.

### Unbundled Elections

#### Independence

**General Recommendation:** In an unbundled election, support for all director nominees is recommended, unless:

- The company has not provided adequate disclosure of the proposed nominees; or
- The minimum independence level recommended under ISS policy is not met.

However, if the proposed board falls below the minimum independence level recommended under ISS policy guidelines,

- Vote for the independent nominees presented individually; and
- Vote against the non-independent candidates.

#### Composition

#### Gender Diversity

Generally vote against director elections at companies where the post-election board contains no female directors.

- For bundled elections, vote against the entire slate.
- For unbundled elections, vote against the chair of the Nominating Committee or chair of the committee designated with the responsibility of a nominating committee, or all such committee members if no

committee chair has been identified. In case no nominating committee has been disclosed, vote against the chair of the board, or the entire board if no board chair has been identified.

## Overboarding

Generally, vote against management nominees who:

- Sit on more than five public company boards; or
- Are CEOs of public companies who sit on the boards of more than two public companies besides their own— recommend against only at their outside boards<sup>1</sup>.

Generally, vote against the bundled election of directors if one or more nominees, if elected, would be overboarded.

## Accountability

### Governance Failures

Under extraordinary circumstances, vote against individual directors, members of a committee, or the entire board, due to:

- Material failures of governance, stewardship, risk oversight (including, but not limited to, environmental, social, and climate change issues), or fiduciary responsibilities at the company;
- Failure to replace management as appropriate; or
- Egregious actions related to a director's service on other boards that raise substantial doubt about his or her ability to effectively oversee management and serve the best interests of shareholders at any company.

Vote against individual directors, members of a committee, or the entire board due to a conflict of interest that raises significant potential risk, in the absence of mitigating measures and/or procedures.

### Climate Accountability

For companies that are significant greenhouse gas (GHG) emitters, through their operations or value chain<sup>2</sup>, generally vote against the incumbent chair of the board, if presented under a separate/individual election, or the entire board in the event of a bundled board election in cases where ISS determines that the company is not taking the minimum steps needed to understand, assess, and mitigate risks related to climate change to the company and the larger economy.

In the event there is no director election on ballot, in a respective year, consider, on a case-by-case basis, voting against the company's financial statements and/or the discharge of directors, as applicable.

---

<sup>1</sup> Although all of a CEO's subsidiary boards with publicly-traded common stock will be counted as separate boards, ISS will not recommend an against vote for the CEO of a parent company board or any of the controlled (>50 percent ownership) subsidiaries of that parent but may do so at subsidiaries that are less than 50 percent controlled and boards outside the parent/subsidiary relationships.

<sup>2</sup> Companies defined as "significant GHG emitters" will be those on the current Climate Action 100+ Focus Group list.



Minimum steps to understand and mitigate those risks are considered to be the following. Both minimum criteria will be required to be in alignment with the policy:

- Detailed disclosure of climate-related risks, such as those according to the framework established by the Task Force on Climate-related Financial Disclosures (TCFD), including:
  - Board governance measures;
  - Corporate strategy;
  - Risk management analyses; and
  - Metrics and targets.
- Appropriate GHG emissions reduction targets.

At this time, “appropriate GHG emissions reductions targets” will be medium-term GHG emission reduction targets or Net Zero-by-2050 GHG reduction targets for a company’s operations (Scope 1) and electricity use (Scope 2). Targets should cover the vast majority of the company’s direct emissions.

## ISS Classification of Directors - Americas Regional Policy

### Executive Director

- Employee or executive of the company;
- Any director who is classified as a non-executive, but receives salary, fees, bonus, and/or other benefits that are in line with the highest-paid executives of the company.

### Non-Independent Non-Executive Director (NED)

- Any director who is attested by the board to be a non-independent NED;
- Any director specifically designated as a representative of a significant shareholder of the company;
- Any director who is also an employee or executive of a significant shareholder of the company or a company that is part of the same economic group;
- Any director who is nominated by a dissenting significant shareholder, unless there is a clear lack of material<sup>[4]</sup> connection with the dissident, either currently or historically;
- Beneficial owner (direct or indirect) of at least 10 percent of the company's stock, either in economic terms or in voting rights (this may be aggregated if voting power is distributed among more than one member of a defined group, e.g., family members who beneficially own less than 10 percent individually, but collectively own more than 10 percent), unless market best practice dictates a lower ownership and/or disclosure threshold (and in other special market-specific circumstances);
- Government representative;
- Currently provides (or a relative<sup>[1]</sup> provides) professional services<sup>[2]</sup> to the company, to an affiliate of the company, or to an individual officer of the company or of one of its affiliates in excess of \$10,000 per year;
- Represents customer, supplier, creditor, banker, or other entity with which the company maintains transactional/commercial relationship (unless company discloses information to apply a materiality test<sup>[3]</sup>);
- Any director who has conflicting or cross-directorships with executive directors or the chair of the company;
- Relative<sup>[1]</sup> of a current employee of the company or its affiliates;
- Relative<sup>[1]</sup> of a former executive of the company or its affiliates;
- A new appointee elected other than by a formal process through the General Meeting (such as a contractual appointment by a substantial shareholder);
- Founder/co-founder/member of founding family, but not currently an employee;
- Former executive (five-year cooling off period);
- Any director who has served for 12 or more years on the board will be deemed non-independent, unless local best practices recommend a lower tenure limit which will then be applied;
- Any director whose vote in board meetings is bound under the company's shareholder agreement;
- Any director who is an employee or executive of a shareholder who is part of the company's shareholder agreement;
- Any additional relationship or principle considered to compromise independence under local corporate governance best practice guidance.

### Independent NED

- No material<sup>[4]</sup> connection, either directly or indirectly, to the company (other than a board seat) or the dissenting significant shareholder.

### Employee Representative

- Represents employees or employee shareholders of the company (classified as "employee representative" but considered a non-independent NED).

### Footnotes:

[1] "Relative" follows the definition of "immediate family members" which covers spouses, parents, children, stepparents, step-children, siblings, in-laws, and any person (other than a tenant or employee) sharing the household of any director, nominee for director, executive officer, or significant shareholder of the company.

[2] Professional services can be characterized as advisory in nature and generally include the following: investment banking/financial advisory services; commercial banking (beyond deposit services); investment services; insurance services; accounting/audit services;

consulting services; marketing services; and legal services. The case of participation in a banking syndicate by a non-lead bank should be considered a transaction (and hence subject to the associated materiality test) rather than a professional relationship.

[3] A business relationship may be material if the transaction value (of all outstanding transactions) entered into between the company and the company or organization with which the director is associated is equivalent to either 1 percent of the company's turnover or 1 percent of the turnover of the company or organization with which the director is associated. Or, a business relationship may be material if the transaction value (of all outstanding financing operations) entered into between the company and the company or organization with which the director is associated is more than 10 percent of the company's shareholder equity or the transaction value, (of all outstanding financing operations), compared to the company's total assets, is more than 5 percent.

[4] For purposes of ISS' director independence classification, "material" will be defined as a standard of relationship financial, personal, or otherwise that a reasonable person might conclude could potentially influence one's objectivity in the boardroom in a manner that would have a meaningful impact on an individual's ability to satisfy requisite fiduciary standards on behalf of shareholders.

## Contested Director Elections

**General Recommendation:** For contested elections of directors, e.g. the election of shareholder nominees or the dismissal of incumbent directors, ISS will make its recommendation on a case-by-case basis, determining which directors are best suited to add value for shareholders.

The analysis will generally be based on, but not limited to, the following major decision factors:

- Company performance relative to its peers;
- Strategy of the incumbents versus the dissidents;
- Independence of directors/nominees;
- Experience and skills of board candidates;
- Governance profile of the company;
- Evidence of management entrenchment;
- Responsiveness to shareholders;
- Whether a takeover offer has been rebuffed;
- Whether minority or majority representation is being sought.

When analyzing a contested election of directors, ISS will generally focus on two central questions: (1) Have the dissidents proved that board change is warranted? And (2) if so, are the dissident board nominees likely to effect positive change? (i.e., maximize long-term shareholder value).

## Dismiss Directors

**General Recommendation:** Vote on a case-by-case basis when the company proposes to dismiss directors, paying particular attention, but not limited, to:

- Whether the company has presented a compelling rationale for the request, and
- Whether the overall independence level of the newly-proposed board is in line with ISS policy guidelines.

## Discharge of Directors

**General Recommendation:** Generally vote for the discharge of directors, including members of the management board and/or supervisory board, unless there is reliable information about significant and compelling controversies as to whether the board is fulfilling its fiduciary duties, as evidenced by:

- A lack of oversight or actions by board members that invoke shareholder distrust related to malfeasance or poor supervision, such as operating in private or company interest rather than in shareholder interest; or
- Any legal proceedings (either civil or criminal) aiming to hold the board responsible for breach of trust in the past or related to currently alleged actions yet to be confirmed (and not only the fiscal year in question), such as price fixing, insider trading, bribery, fraud, and other illegal actions; or
- Other egregious governance issues where shareholders will bring legal action against the company or its directors.

For markets that do not routinely request discharge resolutions (e.g. common law countries or markets where discharge is not mandatory), analysts may voice concern in other appropriate agenda items, such as approval of the annual accounts or other relevant resolutions, to enable shareholders to express discontent with the board.

## Director, Officer, and Auditor Indemnification and Liability Provisions

**General Recommendation:** Vote proposals seeking indemnification and liability protection for company's directors, officers, and employees on a case-by-case basis.

As part of the analysis, ISS will consider the company's disclosure regarding terms including, but not limited to, the following:

- Safeguards to prevent potential conflict of interests, including the independence of the decision-making process for approval of indemnification coverage;
- The disclosure of a publicly-available, board approved indemnification policy;
- Clear description of acts and events that can and cannot be covered by the indemnity policy or contract;
- Information regarding potential financial impact of the indemnity policy or contracts to the company;
- Eligible beneficiaries of the policy, including the length of the post-employment period that will be covered by the policy or contract;
- Treatment of indemnity payments already made in the event of a final irreversible court ruling has determined that associated actions were outside the scope of indemnification coverage.

Vote against proposals that would:

- Allow indemnity coverage for current and/or former director or officers who have entered into leniency agreements with the country's authorities in the context of corruption investigations;
- Allow indemnity coverage of acts committed outside the normal exercise of duties of the administrator, acts performed in bad faith, malice, or fraud, or acts committed in detriment of the company's best interest; and
- Indemnify external auditors.

## Board Structure

**General Recommendation:** Vote for proposals to fix board size.

Vote against the introduction of classified boards and mandatory retirement ages for directors.

Vote against proposals to alter board structure or size in the context of a fight for control of the company or the board.

## 3. Capital Structure

### Share Issuance Requests

#### General Issuances

**General Recommendation:** Vote for issuance requests with preemptive rights to a maximum of 100 percent over currently issued capital.

Vote for issuance requests without preemptive rights to a maximum of 20 percent of currently issued capital.

#### Specific Issuances

**General Recommendation:** Vote on a case-by-case basis on all requests, with or without preemptive rights.

#### Shelf Registration Program

**General Recommendation:** Vote on a case-by-case basis on all requests, with or without preemptive rights.

Approval of a multi-year authority for the issuance of securities under Shelf Registration Programs will be considered on a case-by-case basis, taking into consideration, but not limited to, the following:

- Whether the company has provided adequate and timely disclosure including detailed information regarding the rationale for the proposed program;
- Whether the proposed amount to be approved under such authority, the use of the resources, the length of the authorization, the nature of the securities to be issued under such authority, including any potential risk of dilution to shareholders is disclosed; and
- Whether there are concerns regarding questionable finances, the use of the proceeds, or other governance concerns.

#### Increases in Authorized Capital

**General Recommendation:** Vote for non-specific proposals to increase authorized capital up to 100 percent over the current authorization unless the increase would leave the company with less than 30 percent of its new authorization outstanding.

Vote for specific proposals to increase authorized capital to any amount, unless:

- The specific purpose of the increase (such as a share-based acquisition or merger) does not meet ISS guidelines for the purpose being proposed; or
- The increase would leave the company with less than 30 percent of its new authorization outstanding after adjusting for all proposed issuances.

Vote against proposals to adopt unlimited capital authorizations.

## Reduction of Capital

**General Recommendation:** Vote for proposals to reduce capital for routine accounting purposes unless the terms are unfavorable to shareholders.

Vote proposals to reduce capital in connection with corporate restructuring on a case-by-case basis.

## Capital Structures

**General Recommendation:** Vote for resolutions that seek to maintain or convert to a one-share, one-vote capital structure.

Vote against requests for the creation or continuation of dual-class capital structures or the creation of new or additional super voting shares.

## Preferred Stock

**General Recommendation:** Vote for the creation of a new class of preferred stock or for issuances of preferred stock up to 50 percent of issued capital unless the terms of the preferred stock would adversely affect the rights of existing shareholders.

Vote for the creation/issuance of convertible preferred stock as long as the maximum number of common shares that could be issued upon conversion meets ISS guidelines on equity issuance requests.

Vote against the creation of a new class of preference shares that would carry superior voting rights to the common shares.

Vote against the creation of blank check preferred stock unless the board clearly states that the authorization will not be used to thwart a takeover bid.

Vote proposals to increase blank check preferred authorizations on a case-by-case basis.

## Debt Issuance Requests

**General Recommendation:** Vote non-convertible debt issuance requests on a case-by-case basis, with or without preemptive rights.

Vote non-convertible debt issuance requests on a case-by-case basis, with or without preemptive rights.

Vote for the creation/issuance of convertible debt instruments as long as the maximum number of common shares that could be issued upon conversion meets ISS guidelines on equity issuance requests.

Vote for proposals to restructure existing debt arrangements unless the terms of the restructuring would adversely affect the rights of shareholders.

## Pledging of Assets for Debt

**General Recommendation:** Vote proposals to approve the pledging of assets for debt on a case-by-case basis.

## Increase in Borrowing Powers

**General Recommendation:** Vote proposals to approve increases in a company's borrowing powers on a case-by-case basis.

## Share Repurchase Plans

**General Recommendation:** Generally vote for market repurchase authorities (share repurchase programs) if the terms comply with the following criteria:

- A repurchase limit of up to 10 percent of outstanding issued share capital;
- A holding limit of up to 10 percent of a company's issued share capital in treasury ("on the shelf"); and
- A duration that does not exceed market practice.

Authorities to repurchase shares in excess of the 10 percent repurchase limit will be assessed on a case-by-case basis. ISS may support such share repurchase authorities under special circumstances, which are required to be publicly disclosed by the company, provided that, on balance, the proposal is in shareholders' interests.

In such cases, the authority must comply with the following criteria:

- A holding limit of up to 10 percent of a company's issued share capital in treasury ("on the shelf"); and
- A duration of no more than 18 months.

In markets where it is normal practice not to provide a repurchase limit, ISS will evaluate the proposal based on the company's historical practice. However, ISS expects companies to disclose such limits and, in the future, may recommend a vote against companies that fail to do so. In such cases, the authority must comply with the following criteria:

- A holding limit of up to 10 percent of a company's issued share capital in treasury ("on the shelf"); and
- A duration of no more than 18 months.

In addition, ISS will recommend against any proposal where:

- The repurchase can be used for takeover defenses;
- There is clear evidence of abuse;
- There is no safeguard against selective buybacks; and/or
- Pricing provisions and safeguards are deemed to be unreasonable in light of market practice.

## Reissuance of Repurchased Shares

**General Recommendation:** Vote for requests to reissue any repurchased shares unless there is clear evidence of abuse of this authority in the past.

## Capitalization of Reserves for Bonus Issues/Increase in Par Value

**General Recommendation:** Vote for requests to capitalize reserves for bonus issues of shares or to increase par value.

# 4. Compensation

## Compensation Plans

**General Recommendation:** Vote compensation plans on a case-by-case basis.

Vote against a stock option plan, or an amendment to the plan, if:

- The maximum number of shares to be issued under the proposed plan is not disclosed; and/or
- The company has not disclosed any information regarding the key terms of the proposed stock option plan.

## Director Compensation

**General Recommendation:** Vote for proposals to award cash fees to non-executive directors unless the amounts are excessive relative to other companies in the country or industry.

Vote non-executive director compensation proposals that include both cash and share-based components on a case-by-case basis.

Vote proposals that bundle compensation for both non-executive and executive directors into a single resolution on a case-by-case basis.

Vote against proposals to introduce retirement benefits for non-executive directors.



## 5. Other Items

### Charitable Donations

**General Recommendation:** Vote proposals seeking the approval of donations on a case-by-case basis, considering factors including, but not limited to, the following:

- Size of the proposed donation request;
- The destination of the proposed allocation of funds; and
- The company's historical donations practices, including allocations approved at prior shareholder meetings.

### Reorganizations/Restructurings

**General Recommendation:** Vote reorganizations and restructurings on a case-by-case basis.

### Mergers and Acquisitions

**General Recommendation:** Vote case-by-case on mergers and acquisitions taking into account the following:

For every M&A analysis, ISS reviews publicly available information as of the date of the report and evaluates the merits and drawbacks of the proposed transaction, balancing various and sometimes countervailing factors including:

- Valuation - Is the value to be received by the target shareholders (or paid by the acquirer) reasonable? While the fairness opinion may provide an initial starting point for assessing valuation reasonableness, ISS places emphasis on the offer premium, market reaction, and strategic rationale.
- Market reaction - How has the market responded to the proposed deal? A negative market reaction will cause ISS to scrutinize a deal more closely.
- Strategic rationale - Does the deal make sense strategically? From where is the value derived? Cost and revenue synergies should not be overly aggressive or optimistic, but reasonably achievable. Management should also have a favorable track record of successful integration of historical acquisitions.
- Conflicts of interest - Are insiders benefiting from the transaction disproportionately and inappropriately as compared to non-insider shareholders? ISS will consider whether any special interests may have influenced these directors and officers to support or recommend the merger.
- Governance - Will the combined company have a better or worse governance profile than the current governance profiles of the respective parties to the transaction? If the governance profile is to change for the worse, the burden is on the company to prove that other issues (such as valuation) outweigh any deterioration in governance.

Vote against if the companies do not provide sufficient information upon request to make an informed voting decision.

### Mandatory Takeover Bid Waivers

**General Recommendation:** Vote proposals to waive mandatory takeover bid requirements on a case-by-case basis.

## Reincorporation Proposals

**General Recommendation:** Vote reincorporation proposals on a case-by-case basis.

## Expansion of Business Activities

**General Recommendation:** Vote for resolutions to expand business activities unless the new business takes the company into risky areas.

## Related-Party Transactions

**General Recommendation:** In evaluating resolutions that seek shareholder approval on related-party transactions (RPTs), vote on a case-by-case basis, considering factors including, but not limited to, the following:

- The parties on either side of the transaction;
- The nature of the asset to be transferred/service to be provided;
- The pricing of the transaction (and any associated professional valuation);
- The views of independent directors (where provided);
- The views of an independent financial adviser (where appointed);
- Whether any entities party to the transaction (including advisers) is conflicted; and
- The stated rationale for the transaction, including discussions of timing.

If there is a transaction that ISS deemed problematic and that was not put to a shareholder vote, ISS may recommend against the election of the director involved in the related-party transaction or the full board.

## Antitakeover Mechanisms

**General Recommendation:** Generally vote against all antitakeover proposals, unless they are structured in such a way that they give shareholders the ultimate decision on any proposal or offer.

## Shareholder Proposals

**General Recommendation:** Vote all shareholder proposals on a case-by-case basis.

Vote for proposals that would improve the company's corporate governance or business profile at a reasonable cost.

Vote against proposals that limit the company's business activities or capabilities or result in significant costs being incurred with little or no benefit.

## 6. Social and Environmental Issues

### General Approach -E&S Shareholder Proposals

ISS applies a common approach globally to evaluating social and environmental proposals which cover a wide range of topics, including consumer and product safety, environment and energy, labor standards and human rights, workplace and board diversity, and corporate political issues. While a variety of factors goes into each analysis, the overall principle guiding all vote recommendations focuses on how the proposal may enhance or protect shareholder value in either the short or long term.

**General Recommendation:** Generally vote case-by-case, examining primarily whether implementation of the proposal is likely to enhance or protect shareholder value. The following factors will be considered:

- If the issues presented in the proposal are being appropriately or effectively dealt with through legislation or government regulation;
- If the company has already responded in an appropriate and sufficient manner to the issue(s) raised in the proposal;
- Whether the proposal's request is unduly burdensome (scope or timeframe) or overly prescriptive;
- The company's approach compared with any industry standard practices for addressing the issue(s) raised by the proposal;
- Whether there are significant controversies, fines, penalties, or litigation associated with the company's practices related to the issue(s) raised in the proposal;
- If the proposal requests increased disclosure or greater transparency, whether reasonable and sufficient information is currently available to shareholders from the company or from other publicly available sources; and
- If the proposal requests increased disclosure or greater transparency, whether implementation would reveal proprietary or confidential information that could place the company at a competitive disadvantage.

### Say on Climate (SoC) Management Proposals

**General Recommendation:** Vote case-by-case on management proposals that request shareholders to approve the company's climate transition action plan<sup>3</sup>, taking into account the completeness and rigor of the plan. Information that will be considered where available includes the following:

- The extent to which the company's climate related disclosures are in line with TCFD recommendations and meet other market standards;
- Disclosure of its operational and supply chain GHG emissions (Scopes 1, 2, and 3);
- The completeness and rigor of company's short-, medium-, and long-term targets for reducing operational and supply chain GHG emissions (Scopes 1, 2, and 3 if relevant);
- Whether the company has sought and approved third-party approval that its targets are science-based;
- Whether the company has made a commitment to be "net zero" for operational and supply chain emissions (Scopes 1, 2, and 3) by 2050;
- Whether the company discloses a commitment to report on the implementation of its plan in subsequent years;
- Whether the company's climate data has received third-party assurance;
- Disclosure of how the company's lobbying activities and its capital expenditures align with company strategy;

---

<sup>3</sup> Variations of this request also include climate transition related ambitions, or commitment to reporting on the implementation of a climate plan.

- Whether there are specific industry decarbonization challenges; and
- The company's related commitment, disclosure, and performance compared to its industry peers.

## Say on Climate (SoC) Shareholder Proposals

**General Recommendation:** Vote case-by-case on shareholder proposals that request the company to disclose a report providing its GHG emissions levels and reduction targets and/or its upcoming/approved climate transition action plan and provide shareholders the opportunity to express approval or disapproval of its GHG emissions reduction plan, taking into account information such as the following:

- The completeness and rigor of the company's climate-related disclosure;
- The company's actual GHG emissions performance;
- Whether the company has been the subject of recent, significant violations, fines, litigation, or controversy related to its GHG emissions; and
- Whether the proposal's request is unduly burdensome (scope or timeframe) or overly prescriptive.

## 7. Foreign Private Issuers Listed on U.S. Exchanges

Foreign private issuers ("FPIs") are defined as companies whose business is administered principally outside the U.S., with more than 50 percent of assets located outside the U.S.; a majority of whose directors/officers are not U.S. citizens or residents; and a majority of whose outstanding voting shares are held by non-residents of the U.S.

Companies that are incorporated outside of the U.S. and listed solely on U.S. exchanges, where they qualify as FPIs, may be subject to the following policy:

### Voting on Director Nominees

#### Independence

**General Recommendation:** Vote against (or withhold from) non-independent<sup>4</sup> director nominees at companies that fail to have the following: a majority-independent board; standing audit, compensation, and nominating committees, each composed entirely of independent directors.

Generally vote against directors nominated by slate ballot.

#### Gender Diversity

**General Recommendation:** Generally vote against or withhold from the chair of the nominating committee (or other directors on a case-by-case basis) at companies where there are no women on the company's board. An exception will be made if there was at least one woman on the board at the preceding annual meeting and the board makes a firm commitment to return to a gender-diverse status within a year.

### Equity Compensation Plans

Where the design and disclosure levels of equity compensation plans are comparable to those seen at U.S. companies, [U.S. compensation policy](#), using an "Equity Plan Scorecard" (EPSC) approach, will be used to evaluate the compensation plan proposals. Plan cost, plan features, grant practices, and egregious overriding factors are taken into account.

Where the design and disclosure levels of equity compensation plans are not comparable to those seen at U.S. companies, the plans will be evaluated according to the Americas Regional Proxy Voting Guidelines.

All other voting items will be evaluated using the relevant ISS regional or market proxy voting guidelines.

---

<sup>4</sup> Independence determination is based on ISS' U.S. [Classification of Directors](#).

We empower investors and companies to build for long-term and sustainable growth by providing high-quality data, analytics, and insight.

#### GET STARTED WITH ISS SOLUTIONS

Email [sales@issgovernance.com](mailto:sales@issgovernance.com) or visit [www.issgovernance.com](http://www.issgovernance.com) for more information.

Founded in 1985, Institutional Shareholder Services group of companies (ISS) empowers investors and companies to build for long-term and sustainable growth by providing high-quality data, analytics and insight. ISS, which is majority owned by Deutsche Bourse Group, along with Genstar Capital and ISS management, is a leading provider of corporate governance and responsible investment solutions, market intelligence, fund services, and events and editorial content for institutional investors and corporations, globally. ISS' 2,600 employees operate worldwide across 29 global locations in 15 countries. Its approximately 3,400 clients include many of the world's leading institutional investors who rely on ISS' objective and impartial offerings, as well as public companies focused on ESG and governance risk mitigation as a shareholder value enhancing measure. Clients rely on ISS' expertise to help them make informed investment decisions. This document and all of the information contained in it, including without limitation all text, data, graphs, and charts (collectively, the "Information") is the property of Institutional Shareholder Services Inc. (ISS), its subsidiaries, or, in some cases third party suppliers.

The Information has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. None of the Information constitutes an offer to sell (or a solicitation of an offer to buy), or a promotion or recommendation of, any security, financial product or other investment vehicle or any trading strategy, and ISS does not endorse, approve, or otherwise express any opinion regarding any issuer, securities, financial products or instruments or trading strategies.

The user of the Information assumes the entire risk of any use it may make or permit to be made of the Information.

ISS MAKES NO EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS WITH RESPECT TO THE INFORMATION AND EXPRESSLY DISCLAIMS ALL IMPLIED WARRANTIES (INCLUDING, WITHOUT LIMITATION, ANY IMPLIED WARRANTIES OF ORIGINALITY, ACCURACY, TIMELINESS, NON-INFRINGEMENT, COMPLETENESS, MERCHANTABILITY, AND FITNESS FOR A PARTICULAR PURPOSE) WITH RESPECT TO ANY OF THE INFORMATION.

Without limiting any of the foregoing and to the maximum extent permitted by law, in no event shall ISS have any liability regarding any of the Information for any direct, indirect, special, punitive, consequential (including lost profits), or any other damages even if notified of the possibility of such damages. The foregoing shall not exclude or limit any liability that may not by applicable law be excluded or limited.

© 2022 | Institutional Shareholder Services and/or its affiliates