

Border to Coast Emerging Markets Equity Fund



Proxy Voting Report

Period: January 01, 2020 – March 31, 2020

Votes Cast	87	Number of Meetings	16
For	74	With Management	73
Withhold	0	Against Management	13
Abstain	0	Other	1
Against	13		
Other	0		
Total	87	Total	87

In 50% of meetings we have cast one or more votes against management recommendation.

General Highlights

COVID-19 Impact on Voting Season

As companies attempt to come to grips with the new reality of a coronavirus pandemic, few aspects of 'business as usual' have remained untouched. The ritual of annual general shareholder meetings (AGMs) is no exception. Uncertainty abounds as news on postponed, cancelled, or revamped AGMs trickles in.

A likely outcome is that many shareholder meetings will be postponed. Countries have different legal timelines requiring companies to hold their AGMs after the closure of the fiscal year. While companies make the choice to postpone their AGMs individually, regulators have already extended the legal deadline to hold the AGM later in the year. Italy and the Netherlands will likely see much of the AGM activity concentrate around June, rather than the upcoming weeks as initially planned. That brings challenges of its own – investors expect certain markets to hold their AGMs at the same times each year and prepare accordingly. When these timelines are reshuffled, an even more concentrated season can mean less time to analyze important proposals at AGMs and to engage with issuers. It remains to be seen if this risk materializes.

Other shareholder meetings have moved online. Virtual meetings can have advantages, such as reduced costs, and better accessibility for shareholders, according to law firm Norton Rose Fullbright. But we have generally been wary of this trend. Even though more shareholder can tune in, the quality of debate can suffer drastically. The largest concern is an inability to ask questions or the board cherry-picking comments to respond to. Some best practices have emerged, such as opening a forum ahead of time for shareholders to submit queries, holding a live Q&A as would have been the case in person, and the (tele-)presence of all board members.

On the other end of the spectrum, some companies have simply streamed a video link on the internet. A shareholder meeting which shareholders are not invited to and does not give them a voice during the session can hardly be described as such.

In these circumstances, prudence is understandably top of mind. Companies should be given some leeway to minimize disruption and protect the health and safety of employees and shareholders. But the way in which companies do respond draws our attention once more to the importance of the annual general meeting, which helps to maintain board accountability towards shareholders.

Votes Against Management

In the following instances, Border to Coast Pension Partnership voted against the recommendation of management at the shareholder meeting. In each instance where a vote against management has been cast, the rationale for the vote is also provided.

Issuer Name	Meeting Date	Proposal Description	Management Recommendation	Vote Decision	With Or Against Management	Vote Note	Meeting Type
Cemex S.A.B. De C.V.	3/26/2020	Election of Directors; Election of Committee Members and Chair	For	Against	Against Management	Other governance concerns	Ordinary
China Longyuan Power Group Corporation Limited	2/28/2020	Elect Hao Jingru	For	Against	Against Management	Supervisors are not sufficiently independent	Special
China Petroleum & Chemical Corp	3/25/2020	Elect ZHANG Yuzhuo	For	Against	Against Management	The board does not have at least one female director and Mr.Zhang is the most newly appointed director, serving as non-independent chairman of the board	Special
Compania de Minas Buenaventura S.A.	3/31/2020	Elect Felipe Ortiz de Zevallos	For	Against	Against Management	The nominee serves on the Audit Committee that lacks sufficient independence.	Annual
Compania de Minas Buenaventura S.A.	3/31/2020	Elect José Miguel Morales	For	Against	Against Management	Affiliate/Insider on nominating/governance committee	Annual
Fomento Economico Mexicano S.A.B. de C.V.	3/20/2020	Accounts and Reports	For	Against	Against Management	The company has not provided sufficient information.	Ordinary
Fomento Economico Mexicano S.A.B. de C.V.	3/20/2020	Authority to Repurchase Shares	For	Against	Against Management	The company has not provided sufficient information.	Ordinary
Fomento Economico Mexicano S.A.B. de C.V.	3/20/2020	Election of Directors; Fees	For	Against	Against Management	The company has not provided sufficient information.	Ordinary

Fomento Economico Mexicano S.A.B. de C.V.	3/20/2020	Election of Board Committee Members; Fees	For	Against	Against Management	The company has not provided sufficient information.	Ordinary
Ford Otomotiv Sanayi A.S.	3/16/2020	Compensation Policy	For	Against	Against Management	Fails the remuneration framework assessment.	Annual
Ford Otomotiv Sanayi A.S.	3/16/2020	Charitable Donations	For	Against	Against Management	The company has not provided sufficient information.	Annual
Ford Otomotiv Sanayi A.S.	3/16/2020	Authority to Carry out Competing Activities or Related Party Transactions	For	Against	Against Management	Potential conflict of interest; Granting unfettered discretion is unwise	Annual
JP Morgan Indian Investment Trust Plc	2/5/2020	Elect Rosemary Morgan	For	Against	Against Management	The nominee is the Chair of the board and the company has not put the dividend policy up for vote.	Annual

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