

Federated Pension Scheme for Treloar Trust Implementation Statement Year Ending 31 March 2024

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
LGIM	Legal & General Investment Management
Scheme	Federated Pension Scheme for Treloar Trust
Scheme Year	1 April 2023 to 31 March 2024
SIP	Statement of Investment Principles
UNPRI	United Nations Principles for Responsible Investment

Introduction

This Implementation Statement reports on the extent to which, over the Scheme Year, the Trustee has followed its policy relating to the exercise of rights (including voting rights) attaching to the Scheme's investments. In addition, the Implementation Statement summarises the voting behaviour of the Scheme's investment managers and includes details of the most significant votes cast and the use of the services of proxy voting advisers.

In preparing this statement, the Trustee has considered guidance from the Department for Work & Pensions which was updated on 17 June 2022.

Relevant Investments

The Scheme's assets are invested in pooled funds and some of those funds include an allocation to equities. Where equities are held, the investment manager has the entitlement to vote.

At the end of the Scheme Year, the Scheme invested in the following funds which included an allocation to equities:

- Ballie Gifford Multi-Asset Growth Fund
- LGIM Future World Fund
- LGIM Future World Fund – GBP Hedged
- LGIM Future World Multi-Asset Fund
- The Partners Fund

The Trustee's Policy Relating to the Exercise of Rights

Summary of the Policy

The Trustee's policy in relation to the exercise of rights (including voting rights) attaching to the investments is set out in the SIP, and a summary is as follows:

- The Trustee believes that good stewardship can help create, and preserve, value for companies and markets as a whole.
- The Trustee invests in pooled investment vehicles and therefore accepts that ongoing engagement with the underlying companies (including the exercise of voting rights) will be determined by an investment Managers own policies on such matters.
- When selecting a fund, the Trustee considers amongst other things, the investment manager's policy in relation to the exercise of the rights (including voting rights) attaching to the investments held within the fund.
- When considering the ongoing suitability of an investment manager, the Trustee (in conjunction with its Investment Adviser) will take account of any particular characteristics of that manager's engagement policy that are deemed to be financially material.
- The Trustee will normally select investment managers who are signatories to the UN Principles for Responsible Investment (UNPRI).
- If it is identified that a fund's investment manager is not engaging with companies the Trustee may look to replace that fund. However, in the first instance, the Trustee would normally expect its Investment Adviser to raise the Trustee's concerns with the investment manager.

Has the Policy Been Followed During the Scheme Year?

The Trustee's opinion is that its policy relating to the exercise of rights (including voting rights) attaching to the investments has been followed during the Scheme Year. In reaching this conclusion, the following points were taken into consideration:

- There has been no change to the Trustee's belief regarding the importance of good stewardship.
- The Scheme's invested assets remained invested in pooled funds over the period.
- The Trustee did not select any new funds during the period.
- During the Scheme Year, the Trustee considered the voting records of the investment managers over the period ending 31 March 2023.
- Since the end of the Scheme Year, an updated analysis of the voting records of the investment managers based on the period ending 31 March 2024 has been undertaken as part of the work required to prepare this Implementation Statement. A summary of the key findings from that analysis is provided below.
- The investment managers used by the Scheme are signatories to the UNPRI.

The Investment Managers' Voting record

A summary of the investment managers' voting record is shown in the table below.

Investment Manager	Number of votes	Split of votes:		
		For	Against / withheld	Did not vote/ abstained
Baillie Gifford	14,000	90%	5%	6%
LGIM	120,000	76%	24%	0%

Notes

Split of votes may not sum to 100% due to rounding.

These voting statistics are based on each manager's full voting record over the 12 months to 31 March 2024 rather than votes related solely to the funds held by the Scheme.

Use of Proxy Voting Advisers

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
Baillie Gifford	No Proxy Voting Adviser	All done in-house, Manager aims to participate in all votes
LGIM	ISS and IVIS	ISS and IVIS provide research and ISS administer votes. However, all voting is determined by guidelines set by LGIM.

The Investment Managers' Capital Voting Behaviour

The Trustee has reviewed the voting behaviour of the investment managers' by considering the following:

- broad statistics of its voting record such as the percentage of votes cast for and against the recommendations of boards of directors (i.e. "with management" or "against management");
- the votes it cast in the year to 31 March 2024 on the most contested proposals in nine categories across the UK, the US and Europe;

- the investment managers policies and statements on the subjects of stewardship, corporate governance and voting.

The Trustee has also compared the voting behaviour of the investment managers with its peers over the same period.

Further details of the approach adopted by the Trustee for assessing voting behaviour are provided in the Appendix.

The Trustee's key observations are set out below.

Voting in Significant Votes

Based on information provided by the Trustee's Investment Adviser, the Trustee has identified significant votes in nine separate categories. The Trustee considers votes to be more significant if they are closely contested. i.e. close to a 50:50 split for and against. A closely contested vote indicates that shareholders considered the matter to be significant enough that it should not be simply "waved through". In addition, in such a situation, the vote of an individual investment manager is likely to be more important in the context of the overall result.

The five most significant votes in each of the nine categories based on shares held by the Scheme's investment managers are listed in the Appendix. In addition, the Trustee considered each investment manager's overall voting record in significant votes (i.e. votes across all stocks not just the stocks held within the funds used by the Scheme).

Analysis of Voting Behaviour

Baillie Gifford

The Trustee notes that there has been no material change in Baillie Gifford's voting record over the last 12 months; the manager continues to display a tendency to support director proposals to a greater extent than is observed with many other investment managers.

Voting in line with management includes votes on remuneration – last year it appeared that the manager was taking a tougher stance, but Baillie Gifford now seems more inclined to vote with management on such matters.

The Trustee is aware of recent criticism of Baillie Gifford from activists which has resulted in the manager cancelling its sponsorship of several literary festivals. However, interpretation of Baillie Gifford's voting record provides evidence that the manager continues to be supportive towards shareholder proposals addressing ESG matters.

On balance, the Trustee has no material concerns regarding Baillie Gifford's voting record.

LGIM

The Trustee notes that LGIM's voting record continues to compare very favourably with its peers. As in previous years, analysis of LGIM's voting record identifies clear evidence that the manager is willing to vote against company directors on a broad range of issues.

LGIM opposed several climate-related proposals based on an assessment that proposals put forward by a company's management did not go far enough.

The Trustee has no concerns regarding LGIM's voting record.

Partners

The Partners Fund maintains a modest allocation to listed equities and therefore Partners have the opportunity to vote on a small part of their portfolio.

The Trustee has concluded that this exposure to listed equities is not significant in the context of the Scheme's overall assets and we would have difficulty receiving and analysing this information due to the nature of the fund. Therefore, the Trustee has excluded this fund from the voting analysis.

However, the Trustee has noted that Partners operate stewardship guidelines and that they are signatories to the UNPRI.

Conclusion

Based on the analysis undertaken, the Trustee has no material concerns regarding the voting records of Baillie Gifford or LGIM.

The Trustee will keep the voting actions of the investment managers under review.

Rosemary Kennell..... Date: 31 July 2024

Signed on behalf of the Trustee of the Federated Pension Scheme for Treloar Trust

Significant Votes

The table below records how the Scheme's investment managers voted in the most significant votes identified by the Trustee.

Company	Meeting Date	Proposal	Votes For (%)	Votes Against (%)	LGIM	Baillie Gifford
Audit & Reporting						
NETAPP INC	13/09/2023	Appoint the Auditors	40	60	Against	Not held
VEOLIA ENVIRONNEMENT SA	27/04/2023	Appoint the Auditors	72	28	Against	Not held
PETS AT HOME GROUP PLC	06/07/2023	Re-appoint KPMG LLP as auditor of the Company.	78	22	Against	Not held
SWISS LIFE HOLDING	28/04/2023	Appoint the Auditors	78	21	Against	Not held
DASSAULT SYSTEMES SE	24/05/2023	Appoint the Auditors	82	18	For	Not held
Shareholder Capital & Rights						
VIVENDI SA	24/04/2023	Authorise Share Repurchase of 50% of the Share Capital	69	31	Against	Not held
BOUYGUES SA	27/04/2023	Approve authority to increase authorised share capital and issue shares without pre-emptive rights via public offering other than those mentioned in Article L. 411-2 1° of the Monetary and Financial Code	73	27	Against	Not held
HARGREAVES LANSDOWN PLC	08/12/2023	Authorise Share Repurchase	75	25	For	For
KONINKLIJKE (ROYAL) KPN NV	12/04/2023	Authorise the Board to Waive Pre-emptive Rights	75	25	For	Not held
STANDARD LIFE ABERDEEN PLC	10/05/2023	Authorise Share Repurchase	75	25	For	Not held
Pay & Remuneration						
BIOGEN INC.	26/06/2023	Advisory Vote on Executive Compensation	52	48	Against	Not held
PEARSON PLC	28/04/2023	Approve Remuneration Policy	54	46	Against	Not held
VISTRY GROUP PLC	18/05/2023	Approve the Remuneration Report	51	46	Against	Not held
AMERICAN EXPRESS COMPANY	02/05/2023	Advisory Vote on Executive Compensation	53	45	Against	Not held
UNILEVER PLC	03/05/2023	Approve the Remuneration Report	40	55	Against	Not held
Constitution of Company, Board & Advisers						
SAMPO OYJ	17/05/2023	Amend Articles: Virtual Meetings	52	48	Against	Not held
SIMON PROPERTY GROUP INC.	04/05/2023	Elect Reuben S. Leibowitz - Non-Executive Director	53	46	Against	Not held
ZALANDO SE	24/05/2023	Elect Kelly Bennett - Vice Chair (Non Executive)	56	44	For	For
DARKTRACE PLC	07/12/2023	Elect Patrick Jacob - Non-Executive Director	43	56	Against	Not held
UNIVERSAL MUSIC GROUP N.V.	11/05/2023	Elect Anna Jones - Non-Executive Director	41	59	Against	Not held
Merger, Acquisition, Sales & Finance						
BOUYGUES SA	27/04/2023	Approve Issuance of Debt Securities Giving Access to New Shares of Subsidiaries	73	27	Against	Not held
LVMH (MOET HENNESSY - LOUIS VUITTON) SE	20/04/2023	Approve Issuance of Debt Securities Giving Access to New Shares of Debt	80	19	Against	Against
DELIVERY HERO SE	14/06/2023	Approve Issuance of Warrants/Bonds with Warrants Attached/Convertible Bonds without Preemptive Rights; Approve Creation of EUR 13.3 Million Pool of Conditional Capital 2023/I to Guarantee Conversion Rights	82	17	Against	For
MERCK KGAA	28/04/2023	Issue Bonds/Debt Securities	88	12	For	Not held
BALTIC CLASSIFIEDS GROUP PLC	27/09/2023	Approve Waiver of Rule 9 of the Takeover Code	88	11	Not held	For
Climate Related Resolutions						
GLENORE PLC	26/05/2023	Approve the Company's 2022 Climate Report.	68	30	Against	Not held
Shell plc	23/05/2023	Approve Shell's Energy Transition	77	19	Against	Not held
UBS GROUP AG	05/04/2023	Say on Climate	81	15	For	Not held
TOTALENERGIES SE	26/05/2023	Say on Climate	86	11	Against	Not held
FERROVIAL S.A.	12/04/2023	Say on Climate	91	8	Against	Not held
Other Company Resolutions						
BOUYGUES SA	27/04/2023	Approve the Board to Issue Equity Warrants Free of Charge During the Period of a Public Offer for the Company's Shares	74	26	Against	Not held
INVESTEC PLC	03/08/2023	Investec plc: Approve Political Donations	76	23	For	Not held
HSBC HOLDINGS PLC	05/05/2023	Meeting Notification-related Proposal	76	23	For	Not held
NCC GROUP PLC	30/11/2023	Approve Political Donations	79	21	For	Not held
ENERGEAN PLC	18/05/2023	Meeting Notification-related Proposal	82	18	For	Not held
Governance & Other Shareholder Resolutions						
SYNOPSIS INC.	12/04/2023	Right to Call Special Meetings	50	50	For	Not held
MCDONALD'S CORPORATION	25/05/2023	Annual Report on Lobbying Activities	50	49	For	Against
MARATHON PETROLEUM CORPORATION	26/04/2023	Simple Majority Voting	51	48	For	Not held
NEXTERA ENERGY INC	18/05/2023	Board Skills Disclosure	48	51	For	Not held
ZOTIS INC.	18/05/2023	Right to Call Special Meetings	52	47	For	Not held
Environmental & Socially Focussed Shareholder Resolutions						
THE KROGER CO.	22/06/2023	Racial and Gender Pay Gaps	52	48	For	Not held
QUEST DIAGNOSTICS INCORPORATED	17/05/2023	Greenhouse Gas Reduction and Transition Plan	48	52	For	Not held
THE BOEING COMPANY	18/04/2023	Pay Equity Disclosure	47	52	For	Not held
EXPEDITORS INTERNATIONAL OF WASHINGTON INC.	02/05/2023	Report on on the effectiveness of the Company's diversity, equity, and inclusion efforts	57	42	For	Not held
AMERICAN WATER WORKS COMPANY INC.	10/05/2023	Racial Equity Audit	39	59	For	Not held

Note

Where an investment manager's voting record has not been provided for each fund, reliance is placed on periodic stock holding information to identify votes relevant to the fund. This means it is possible that some of the votes listed above may relate to companies that were not held within a pooled fund at the date of the vote. Equally, it is possible that there are votes not included above which relate to companies that were held within a fund at the date of the vote.

Methodology for Determining Significant Votes

The methodology used to identify significant votes for this statement uses an objective measure of significance: the extent to which a vote was contested - with the most Significant Votes being those which were most closely contested.

The Trustee believes that this is a good measure of significance because, firstly, a vote is likely to be contentious if it is finely balanced, and secondly, in voting on the Trustee's behalf in a finely balanced vote, an investment manager's action will have more bearing on the outcome.

If the analysis was to rely solely on identifying closely contested votes, there is a chance many votes would be on similar topics which would not help to assess an investment manager's entire voting record. Therefore, the assessment incorporates a thematic approach; splitting votes into nine separate categories and then identifying the most closely contested votes in each of those categories.

A consequence of this approach is that the total number of Significant Votes is large. This is helpful for assessing an investment manager's voting record in detail but it presents a challenge when summarising the Significant Votes in this statement. Therefore, for practical purposes, the table on the previous page only includes summary information on each of the Significant Votes.

The Trustee has not provided the following information which DWP's guidance suggests could be included in an Implementation Statement:

- Approximate size of the Scheme's holding in the company as at the date of the vote.
- If the vote was against management, whether this intention was communicated by the investment manager to the company ahead of the vote.
- An explanation of the rationale for the voting decision, particularly where: there was a vote against the board; there were votes against shareholder proposals; a vote was withheld; or the vote was not in line with voting policy.
- Next steps, including whether the investment manager intends to escalate stewardship efforts.

The Trustee is satisfied that the approach used ensures that the analysis covers a broad range of themes and that this increases the likelihood of identifying concerns about an investment manager's voting behaviour. The Trustee has concluded that this approach provides a more informative assessment of an investment manager's overall voting approach than would be achieved by analysing a smaller number of votes in greater detail.

Investment Manager Voting Policies

For more information concerning an investment manager's voting policies and rationale, please visit the below links:

[Baillie Gifford](https://www.bailliegifford.com/en/uk/intermediaries/literature-library/corporate-governance/our-stewardship-approach-esg-principles-and-guidelines/) - <https://www.bailliegifford.com/en/uk/intermediaries/literature-library/corporate-governance/our-stewardship-approach-esg-principles-and-guidelines/>

[LGIM](https://vds.issgovernance.com/vds/#/MjU2NQ==/) – <https://vds.issgovernance.com/vds/#/MjU2NQ==/>