

Engagement Policy Implementation Statement for the Year Ended 31 March 2022

Black & Veatch UK Pension Scheme (“the Scheme”)

1. INTRODUCTION

This Engagement Policy Implementation Statement (the “Statement”) sets out the Trustee’s assessment of how, and the extent to which, they have followed their engagement policy and their policy with regard to the exercise of rights (including voting rights) attaching to the Scheme’s investments during the one-year period to 31 March 2022 (the “Scheme Year”). The Trustee’s policies are set out in their Statement of Investment Principles (“SIP”) dated September 2020. A copy of the Trustee’s SIP is available [here](#).

This Statement has been produced in accordance with the *Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018* and the *Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019* along with guidance published by the Pensions Regulator.

The Trustee invests the assets of the Scheme in a fiduciary arrangement with Mercer Limited (“Mercer”). Under this arrangement Mercer are appointed as a discretionary investment manager and responsible for the day-to-day management of the Scheme’s assets by investment in a range of specialist pooled funds (the “Mercer Funds”). Management of the assets of each Mercer Fund is undertaken by a Mercer affiliate, Mercer Global Investments Europe Limited (“MGIE”). MGIE are responsible for the appointment and monitoring of a suitably diversified portfolio of specialist third party investment managers for each Mercer Fund’s assets.

Under these arrangements, the Trustee accepts that they do not have the ability to directly determine the engagement or voting policies or arrangements of the managers of the Mercer Funds, However, the Trustee has made Mercer aware that they expect MGIE to manage assets in a manner, as far as is practicably possible, that is consistent with the Trustee’s engagement policy and their policy with regard to the exercise of rights attached to the Scheme’s investments. The Trustee reviews regular reports from Mercer with regard to the engagement and voting undertaken on their behalf in order to consider whether their policies are being properly implemented.

Section 2 of this Statement sets out the Trustee’s engagement policy and assesses the extent to which it has been followed over the Scheme Year.

Section 3 sets out the Trustee’s policy with regard to the exercising of rights (including voting rights) attaching to the Scheme’s investments and considers how, and the extent to which this policy has been followed during the Scheme Year. This Section also provides detail on voting activity undertaken by the Scheme’s third party investment managers during the Scheme Year.

Sections 4 provides detail on engagement activity undertaken by the Scheme’s third party investment managers during the Scheme Year.

Taking the analysis included in Sections 2 to 4 together, it is the Trustee’s belief that their policies with regard to engagement and the exercise of rights attaching to investments has been successfully followed during the Scheme Year.

2. TRUSTEE'S POLICY ON ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG) ISSUES, INCLUDING CLIMATE CHANGE

Policy Summary

The Trustee believes that good stewardship and the incorporation of ESG factors into their investment decision-making processes can have a material impact on the financial and non-financial performance of the Scheme's assets over the medium and longer term. The Trustee also recognises that long-term sustainability issues, particularly climate change, present risks and opportunities that require the Trustee's explicit consideration.

It is the Trustee's policy that the third party investment managers appointed by Mercer, via Mercer Global Investments Europe (MGIE), report in line with established best practice such as the UK Stewardship Code and UK Corporate Governance Code, where possible, when managing the Scheme's assets. Further, in appointing the third party asset managers, the Trustee expects MGIE to select managers where it believes the managers will engage directly with issuers in order to improve their financial and non-financial performances over the medium to long term. To monitor the third party investment managers' compliance with this expectation, the Trustee considers regular reports from Mercer that include an assessment of each third party manager's engagement activity.

Should the Trustee consider that Mercer, MGIE or the third party asset managers, have failed to align their own engagement policies with those of the Trustee, the Trustee will notify Mercer and consider disinvesting some or all of the assets held in the Mercer Funds and/or seek to renegotiate commercial terms with Mercer.

How the Policy has been implemented over the Scheme Year

The following work was undertaken during the year relating to the Trustee's policy on ESG factors, stewardship and climate change.

Policy Updates

The **Trustee** considers how ESG, climate change and stewardship is integrated within Mercer's, and MGIE's, investment processes **and** those of the underlying asset managers in the monitoring process. Mercer, and MGIE, have provided reporting to the Trustee on a regular basis.

The Mercer Sustainability Policy¹ is reviewed regularly. In March 2021 there was an update in relation to Sustainable Finance Disclosure Regulation ("SFDR") implementation.

In line with the requirements of the EU Shareholder Rights Directive II, Mercer have implemented a standalone Engagement Policy² to specifically address the requirements of the directive.

Climate Change Reporting and Carbon Foot-printing

Mercer undertake climate scenario modelling and stress testing on the Mercer multi sector funds used by the **Scheme**, in line with the Task Force on Climate Related Financial Disclosures (TCFD) recommendations. The results of the latest climate scenario modelling are within the TCFD compliant Climate Change Management Report³. The findings of the modelling are integrated into the asset allocation and portfolio construction decisions, with portfolios increasingly aligned with a 2°C scenario, where consistent with investment objectives and for consistency with the Paris Agreement on Climate Change.

The headline Weighted Average Carbon Intensity ("WACI") metric for all equity funds is reporting in the Quarterly Investment Reports whilst an in-depth analysis of top 5 carbon emitters, the top 5 contributors to the WACI, and the trends over time is completed on an annual basis. The latest in-depth analysis is as at 30 June 2021 and also used by the Mercer and MGIE investment team to drive engagement with managers.

ESG Rating Review

ESG ratings assigned by Mercer are included in the investment performance reports produced by Mercer on a quarterly basis and reviewed by the **Trustee**. ESG ratings are reviewed by MGIE during quarterly monitoring processes, with a more comprehensive review performed annually - which seeks evidence of positive momentum on ESG integration. The Mercer funds overall ESG rating is compared to the appropriate universe of strategies in Mercer's global investment manager database.

As at 31 December 2021, in the Annual ESG review provided by Mercer, the **Trustee** noted that 88% of Mercer Funds now have an ESG rating equal to or above their asset class universe. This compares to 97% at the end of 2020 but it should be noted that the scope of the review expanded in 2021 to include all liquid multi-client Mercer Funds.

¹ Mercer Sustainability Policy available [here](#).

² Engagement Policy available [here](#).

³ Climate Change Management Report available [here](#).

Approach to Exclusions

As an overarching principle, Mercer and MGIE prefer an approach of positive engagement rather than negative divestment. However Mercer and MGIE recognise that there are a number of cases in which investors deem it unacceptable to profit from certain areas and therefore exclusions will be appropriate.

Controversial and civilian weapons, and tobacco are excluded from active equity and fixed income funds, and passive equity funds. **The Mercer sustainability-themed funds have additional exclusions, for example covering gambling, alcohol, adult entertainment and fossil fuels.**

In addition, Mercer and MGIE monitor for high-severity breaches of the UN Global Compact (“UNGC”) Principles that relate to human rights, environmental and corruption issues.

Diversity

From 31 December 2020, gender diversity statistics have also been included in the quarterly reporting for the Mercer equity funds and this is being built into a broader Mercer Investment Solutions International policy on Diversity, Equity and Inclusion, sitting alongside Mercer’s established Diversity Charter.

3. TRUSTEE’S POLICY ON EXERCISE OF RIGHTS (INCLUDING VOTING RIGHTS) ATTACHING TO SCHEME INVESTMENTS

Policy

The Trustee’s policy is to delegate responsibility for the exercising of rights (including voting rights) attached to the Scheme’s investments to the third party investment managers appointed by Mercer on the Trustee’s behalf.

This is because any voting rights that do apply with respect to the underlying investments attached to the Mercer Funds are, ultimately, delegated to the third party investment managers appointed by MGIE. In delegating these rights, MGIE accepts that managers may have detailed knowledge of both the governance and the operations of the investee companies and so permits the managers to vote based on their own proxy-voting execution policy, and taking account of current best practice including the UK Corporate Governance Code and the UK Stewardship Code. As such the Trustee does not use the direct services of a proxy voter.

Voting: As part of the monitoring of managers’ approaches to voting, MGIE assesses how managers are voting against management and seeks to obtain the rationale behind voting activities, particularly in cases where split votes may occur (where managers vote in different ways for the same proposal). MGIE portfolio managers will use these results to inform their engagements with managers on their voting activities.

Set out below is a summary of voting activity for the year to 31 March 2022 for the relevant Mercer Funds in which the Scheme’s assets are invested in. The statistics set out in the table below are drawn from the Glass Lewis voting system (via Mercer’s custodian). Typically, votes exercised against management can indicate a thoughtful and active approach. This is particularly visible where votes have been exercised to escalate engagement objectives. The expectation is for all shares to be voted.

“Unvoted” reflects instances where managers have not actioned a vote – these are specific areas where MGIE will follow up to ensure managers have appropriate systems in place to ensure all votes are actioned. “Other” reflects instances where managers have withheld votes in Power of Attorney markets, share blocking markets or where conflicts of interest may be present.

Fund Name	Total Proposals	Vote Decision					For / Against Management	
		For	Against	Abstain	Unvoted	Others*	For	Against
Mercer Passive Global Equity	20,410	89%	9%	0%	0%	2%	88%	12%

Significant Votes: Mercer has based its definition of significant votes on its Beliefs, Materiality and Impact (“BMI”) Framework. In order to capture this in the monitoring and reporting of managers voting activities, significant votes focus on proposals covering priority areas identified by the BMI Framework.

Sample of the most significant votes



Fund	Shareholder Proposal (“SHP”)	Issuer	Vote Decision
Mercer Passive Global Equity	Shareholder Proposal Regarding Median Gender and Racial Pay Equity Report	Microsoft Corporation	For
	Shareholder Proposal Regarding Human Rights/Civil Rights Expertise on Board	Alphabet Inc	For
	Shareholder Proposal Regarding Diversity and Inclusion Report	Tesla Inc	For

4. EXAMPLES OF ENGAGEMENT ACTIVITY BY THE SCHEME'S THIRD PARTY INVESTMENT MANAGERS

The following are examples of engagement activity undertaken by the Scheme's investment managers.

Mercer Multi-Asset Credit Fund

Due to the nature of the assets within the Fund, voting detail is not available. However, the sub-investment managers are able to engage with the borrowers they lend money to. Mercer have collated some examples of engagement by the sub-investment managers, summarised below;

Sector: Social

Issue: There was a lack of disclosures from a fashion group around labour standard audits, chemical safety certifications and there had been some negative publicity around the company.

Engagement:

The manager's analysts raised questions on a group investor call with management on their ESG policies, specifically on the setting and tracking of labour policy targets, and raised concerns around the company's plan to move operations to higher-risk Asian countries.

Outcome:

The manager reduced their ESG rating of the company until further information on their labour strategy and long term target tracking is made available.

Sector: Environmental

Issue: A communications company was exposed to physical climate risk through California and Florida locations where wildfire and hurricane risks are elevated.

Engagement:

The manager identified two suggestions for improvements:

1. increased fiberisation of cables and
2. the use of underground (vs. aerial) cables

Outcome:

The company executed the operational turnaround of the plan which includes preparing for additional fiberisation of legacy copper cable network.

Mercer Tailored Credit Fund

Due to the nature of the assets within the Fund, voting detail is not available however, the sub-investment managers are able to engage with the borrowers they lend money to. Unfortunately there is insufficient data to provide any meaningful data. Mercer continue to work with the sub-investment managers to source accurate examples engagement activity.