

Date : August 2021

# The Morris & Spottiswood Limited Pension Scheme

## Implementation Statement

### Background

The Department for Work and Pensions ('DWP') is increasing regulation to improve disclosure of financially material risks. This regulatory change recognises Environmental, Social and Governance (ESG) factors as financially material and schemes need to consider how these factors are managed as part of their fiduciary duty. The regulatory changes require that schemes detail their policies in their Statement of Investment Principles (SIP) and demonstrate adherence to these policies in an implementation report.

### Statement of Investment Principles (SIP)

The Scheme has updated its SIP in response to the DWP regulation to cover:

- policies for managing financially material considerations including ESG factors and climate change
- policies on the stewardship of the investments

Changes to the SIP are detailed on the following pages.

### Implementation Report

This Implementation Report is to provide evidence that the Scheme continues to follow and act on the principles outlined in the SIP. This report details:

- actions the Trustees have taken to manage financially material risks and implement the key policies in its SIP
- the current policy and approach with regards to ESG and the actions taken with managers on managing ESG risks
- the extent to which the Trustees have followed policies on engagement, covering engagement actions with its fund managers and in turn the engagement activity of the fund managers with the companies they invest
- voting behaviour covering the reporting year up to 31 December 2020 for and on behalf of the Scheme including the most significant votes cast by the Scheme or on its behalf

### Summary of key actions undertaken over the Scheme reporting year

No key actions were undertaken over the Scheme's reporting year.

### Implementation Statement

This report demonstrates that The Morris & Spottiswood Limited Pension Scheme has adhered to its investment principles and its policies for managing financially material considerations including ESG factors and climate change.

25 August 2021

## Managing risks and policy actions DC

Risk / Policy	Definition	Policy	Actions
Interest rates	The potential for adverse interest rate movements to have an impact on the Scheme's bond investments.	Members are offered a range of funds to invest in and the default invests in a diverse range of assets to mitigate this risk.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Inflation	The potential that the Scheme's investments will not keep pace with inflation.	The Scheme offers funds which are expected to outperform inflation, including the default.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Liquidity	The potential that investments cannot be encashed when required.	The funds offered through the Scheme invest predominantly in assets which are readily redeemable in normal circumstances at reasonable prices.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Market	The potential for losses due to factors that affect the overall performance of financial markets.	Members are offered a range of funds to invest in and the default invests in a diverse range of assets to mitigate this risk. The Trustees are aware that in falling markets members may suffer losses.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Credit	The potential for losses due to a holding in a bond fund defaulting on their obligations.	The Scheme's bond funds invest in a range of bonds to minimise the impact of any default.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Shortfall / pension conversion risk	The potential that a member has not saved sufficiently for retirement, or suffers an investment loss close to retirement leading to a pension shortfall	The Scheme's default and alternative lifestyle options automatically de-risk members as they approach retirement and allow them to target specific retirement outcomes.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.
Currency	The potential for adverse currency movements to have an impact on the Scheme's investments.	The funds which the Scheme invest in are Sterling denominated, however, members will still be exposed to currency risk where assets are held overseas on an unhedged basis. This is managed by communicating with members whose funds invest overseas.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.

<b>Risk / Policy</b>	<b>Definition</b>	<b>Policy</b>	<b>Actions</b>
Environmental, Social and Governance	Exposure to Environmental, Social and Governance factors, including but not limited to climate change, which can impact the performance of the Scheme's investments.	To appoint managers who account for ESG factors as part of their investment process.  The Trustees monitor the managers in this regard on an ongoing basis.	More details of the ESG policy and how it was implemented are presented later in this report.
Non-financial	Any factor that is not expected to have a financial impact on the Scheme's investments.	Non-financial matters are not considered in the selection, retention or realisation of investments.	There have been no changes to the policy over the reporting year, however, the policy wording in the SIP was updated in 2020.

**Policies added to the SIP**  
**Date Updated: 15 December 2020**

The following policies were reported in the previous Scheme Year's implementation statement but were updated in the SIP in December 2020 which is covered by the current reporting year.

---

How the investment managers are incentivised to align their investment strategy and decisions with the Trustee's policies.	<ul style="list-style-type: none"><li>• As the Scheme offers members pooled funds, the Trustees have limited influence over the underlying fund managers, but they encourage them to improve their practices where appropriate.</li><li>• There may be circumstances where managers cannot fully align their strategy and decisions to the (potentially conflicting) policies of all their pooled fund investors in relation to strategy, long term performance of debt and equity issuers, engagement and portfolio turnover.</li></ul>
How the investment managers are incentivised to make decisions based on assessments of medium to long-term financial and non-financial performance of an issuer of debt or equity and to engage with them to improve performance in the medium to long-term.	<ul style="list-style-type: none"><li>• The Trustees review fund performance relative to their objectives on an annual basis.</li><li>• The Trustees monitor the investment managers' engagement and voting activity on an annual basis as part of their ESG monitoring process.</li><li>• The Trustees do not incentivise the investment managers to make decisions based on non-financial performance.</li></ul>
How the method (and time horizon) of the evaluation of investment managers' performance and the remuneration for their services are in line with the Trustee's policies.	<ul style="list-style-type: none"><li>• The Trustees review the performance of all of the Scheme's investments on a net of cost basis to ensure a true measurement of performance versus investment objectives.</li><li>• The Trustees evaluate fund performance over a range of both shorter-term and longer-term periods.</li><li>• Fund charges are reviewed annually to ensure these represent value for members.</li></ul>
The method for monitoring portfolio turnover costs incurred by investment managers and how they define and monitor targeted portfolio turnover or turnover range.	<ul style="list-style-type: none"><li>• The Trustees monitor turnover costs as part of the annual Chair's Statement in the Trustee Report &amp; Accounts.</li></ul>
The duration of the Scheme's arrangements with the investment managers	<ul style="list-style-type: none"><li>• The duration of the arrangements are flexible and the Trustees will from time-to-time consider the appropriateness of the funds and whether they should continue to be offered.</li></ul>

---

## Implementing the current ESG policy and approach

### ESG as a financially material risk

The SIP describes the Scheme's policy with regards to ESG, listing it as a financially material risk. This page details how the Scheme's ESG policy is implemented.

The below table outlines the areas which the Scheme's investment managers are assessed on when evaluating their ESG policies and engagements. The Trustees intend to review the Scheme's ESG policies and engagements periodically to ensure they remain fit for purpose.

### Implementing the Current ESG Policy

<b>Areas for engagement</b>	<b>Method for monitoring and engagement</b>	<b>Circumstances for additional monitoring and engagement</b>
Environmental, Social, Corporate Governance factors and the exercising of rights and engagement activity	The Trustees request their investment managers provide annual reports on how they have engaged with issuers regarding social, environmental and corporate governance issues.	<ul style="list-style-type: none"><li>• The manager has not acted in accordance with their policies and frameworks.</li><li>• The manager's policies are not in line with the Trustees' policies in this area.</li></ul>

## Areas of assessment and ESG beliefs

Risk Management	<ol style="list-style-type: none"> <li>1. ESG factors are important for risk management and can be financially material. Managing these risks forms part of the fiduciary duty of the Trustees.</li> <li>2. The Trustees believe that ESG integration leads to better risk adjusted outcomes and want a positive ESG tilt to the investment strategy.</li> </ol>
Approach / Framework	<ol style="list-style-type: none"> <li>3. The Trustees want to understand how asset managers integrate ESG within their investment process and in their stewardship activities.</li> <li>4. The Trustees believe that sectors aiming for positive social and environmental impacts may outperform as countries transition to more sustainable economies. Where possible the investment strategy will allocate to these sectors.</li> <li>5. The Trustees will consider the ESG values and priority areas of the stakeholders and sponsor and use these to set ESG targets.</li> </ol>
Voting & Engagement	<ol style="list-style-type: none"> <li>6. ESG factors are relevant to all asset classes and, whether equity or debt investments, managers have a responsibility to engage with companies on ESG factors.</li> <li>7. The Trustees believe that engaging with managers is more effective to initiate change than divesting and so will seek to communicate key ESG actions to the managers in the first instance.</li> <li>8. The Trustees want to understand the impact of voting &amp; engagement activity within their investment mandates.</li> </ol>
Reporting & Monitoring	<ol style="list-style-type: none"> <li>9. ESG factors are dynamic and continually evolving, therefore the Trustees will receive training as required to develop their knowledge.</li> <li>10. The Trustees will seek to monitor key ESG metrics within their investment portfolio to understand the impact of their investments.</li> </ol>
Collaboration	<ol style="list-style-type: none"> <li>11. Asset managers should be actively engaging and collaborating with other market participants to raise ESG investment standards and facilitate best practices as well as sign up and comply with common codes such as UNPRI and TCFD.</li> <li>12. The Trustees should seek to sign up to a recognised ESG framework to collaborate with other investors on key issues.</li> </ol>

## Engagement

The Scheme's investments were invested with Prudential during the Scheme Year. We requested data on their engagement actions including a summary of the engagements by category for the 12 months to 31 December 2020.

Prudential were only able to provide engagement data for the 12 months to 31 March 2021, therefore the below data is for the period 31 March 2020 to 31 March 2021.

Fund name(s)	Underlying Fund name	Engagement summary	Commentary
Prudential Dynamic Growth II Fund  &  Prudential Dynamic Growth IV Fund	BlackRock Aquila UK Equity Fund	Total engagements: 2,845  Environmental: 1,764  Social: 1,158  Governance: 2,563	BlackRock's approach to corporate governance and stewardship is explained in their Global Principles, which are reviewed annually to reflect market standards, evolving governance practice and insights gained from engagement over the prior year. BlackRock's Investment Stewardship team engages with companies to provide feedback on their practices and inform their voting including, focussing on ESG considerations where there may be a long-term impact for these companies.
	BlackRock Aquila US Equity Fund	Total Engagements: 626  Environmental: 469  Social: 391  Governance: 575	Please see above.
	BlackRock Aquila Pacific Rim Equity Fund	Total Engagements: 171  Environmental: 114  Social: 103  Governance: 161	Please see above.
	BlackRock Aquila European Equity Fund	Total Engagements: 444  Environmental: 289  Social: 107  Governance: 345	Please see above.
	BlackRock Aquila Japan Equity Fund	Total Engagements: 327  Environmental: 170  Social: 77  Governance: 312	Please see above.
	BlackRock Aquila Global Emerging Markets Fund	Total engagements: 405  Environmental: 299  Social: 155  Governance: 373	Please see above.

Fund name(s)	Underlying Fund name	Engagement summary	Commentary
Prudential Dynamic Growth II Fund  &  Prudential Dynamic Growth IV Fund	Prudential Corporate Bond All Stocks Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	East Spring US Corporate Bond Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	Prudential High Yield Bond Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	East Spring Investments Asian Bond Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	M&G PP Long Dated Corporate Bond Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	M&G PP Total Return Credit Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
	M&G European Credit Investment Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.
Prudential Cash Fund	M&G PP Cash Fund	No data available.	We requested this data from Prudential, however, they are currently unable to produce this level of reporting. We are working with them to ensure that this data is available in future.



### Voting (for equity/multi asset funds only)

The Scheme's investments were invested with Prudential during the Scheme Year. We requested data on their voting actions including a summary of any significant votes by category for the 12 months to 31 December 2020. Prudential were only able to provide voting actions for the 12 months to 31 March 2021, therefore the below data is for the period 31 March 2020 to 31 March 2021.

Fund name(s)	Underlying Fund name	Voting summary	Examples of significant votes	Commentary
Prudential Dynamic Growth II Fund  &  Prudential Dynamic Growth IV Fund	BlackRock Aquila UK Equity Fund	Meetings eligible to vote for: 808  Resolutions eligible to vote for: 11,044  Resolutions Voted: 100.0%  Votes for management: 94.9%  Votes against management: 5.1%  Abstained from voting: 0.0%	Volkswagen AG – BlackRock have concerns with the insufficient level of independence on the Supervisory Board and its sub-committees. They therefore voted against the discharge of nomination committee members due to the insufficient level of independence.  National Fuel Gas Company - given the significant material climate risks for the company, BlackRock would have expected the company to be further along in its reporting. In line with BlackRock's approach of holding directors accountable when a company is not effectively addressing a material issue, they voted against the Chair of the Audit Committee and longest tenured director up for election because of the company's lagging disclosure related to the oversight and management of climate-related risks and the materiality of the risk to the company.	BlackRock use Institutional Shareholder Services (ISS) electronic platform to execute vote instructions. BlackRock categorise their voting actions into two groups: holdings directors accountable and supporting shareholder proposals. Where BlackRock have concerns around the lack of effective governance on an issue, they usually vote against the re-election of the directors responsible to express this concern.
	BlackRock Aquila US Equity Fund	Meetings eligible to vote for: 617  Resolutions eligible to vote for: 7,597  Resolutions voted: 100.0%  Votes for management: 97.2%  Votes against management: 2.8%  Abstained from voting: 0.1%	Boeing: BlackRock voted against the re-election of four board members due to the board's failure to provide sufficient oversight of management strategy and corporate culture at Boeing which contributed to the fatal 737 MAX crashes.	Please see above.

Fund name(s)	Underlying Fund name	Voting summary	Examples of significant votes	Commentary
	BlackRock Aquila Pacific Rim Equity Fund	<p>Meetings eligible to vote for: 448</p> <p>Resolutions eligible to vote for: 3,150</p> <p>Resolutions voted: 99.6%</p> <p>Votes for management: 90.1%</p> <p>Votes against management: 9.9%</p> <p>Abstained from voting: 0.2%</p>	National Australia Bank: BlackRock voted in favour of a proposal requesting National Australia Bank discloses and sets targets for its fossil fuel loan exposures. Whilst BlackRock believe the Company is on track to manage climate risks, they voted in favour of the proposal as it might accelerate their progress.	BlackRock use Institutional Shareholder Services (ISS) electronic platform to execute vote instructions. BlackRock categorise their voting actions into two groups: holdings directors accountable and supporting shareholder proposals. Where BlackRock have concerns around the lack of effective governance on an issue, they usually vote against the re-election of the directors responsible to express this concern.
Prudential Dynamic Growth II Fund  &  Prudential Dynamic Growth IV Fund	BlackRock Aquila European Equity Fund	<p>Meetings eligible to vote for: 546</p> <p>Resolutions eligible to vote for: 9,326</p> <p>Resolutions voted: 76.8%</p> <p>Votes for management: 87.6%</p> <p>Votes against management: 12.3%</p> <p>Abstained from voting: 0.0%</p>	Volkswagen AG – BlackRock have concerns with the insufficient level of independence on the Supervisory Board and its sub-committees. They therefore voted against the discharge of nomination committee members due to the insufficient level of independence.	Please see above.
	BlackRock Aquila Japan Equity Fund	<p>Meetings eligible to vote for: 517</p> <p>Resolutions eligible to vote for: 6,221</p> <p>Resolutions voted: 100.0%</p> <p>Votes for management: 98.0%</p> <p>Votes against management: 2.0%</p> <p>Abstained from voting: 0.0%</p>	Mizuho Financial Group – Mizuho received a shareholder proposal requesting that as part of annual reporting, they disclose how they align investments with the goals of the Paris Agreement. BlackRock voted against this proposal. They felt the additional reporting was not needed as Mizuho are already making good progress with their sustainability integration and recently released a 5 year business plan for strengthening their environmental policies.	Please see above.

## Implementation Statement (continued)

Fund name(s)	Underlying Fund name	Voting summary	Examples of significant votes	Commentary
Prudential Dynamic Growth II Fund & Prudential Dynamic Growth IV Fund	BlackRock Aquila Global Emerging Markets Fund	Meetings eligible to vote for: 2,472  Resolutions eligible to vote for: 23,180  Resolutions voted: 96.8%  Votes for management: 90.8%  Votes against management: 9.2%  Abstained from voting: 0.0%	Korea Electric Power Corp. ('KEPCO') – BlackRock were disappointed that KEPCO approved the company's investment in a coal-fired power plant project in Indonesia. To reflect this, they voted against the re-election of three incumbent directors at the company, holding them to account for a decision that contradicts the KEPCO's existing climate strategy.	BlackRock use Institutional Shareholder Services (ISS) electronic platform to execute vote instructions. BlackRock categorise their voting actions into two groups: holdings directors accountable and supporting shareholder proposals. Where BlackRock have concerns around the lack of effective governance on an issue, they usually vote against the re-election of the directors responsible to express this concern.

