



# **POLICY FOR ENVIRONMENTAL, SOCIAL & GOVERNANCE INVESTMENT ISSUES**

Ontario Pension Board

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## **Purpose and Scope**

OPB's strategy for environmental, social and governance ("ESG") issues supports the organization's mission to deliver sustainable pension security for all members. OPB recognizes that ESG issues can impact the investment risk and return of the Public Service Pension Fund ("Fund"), and the strategy seeks to identify, assess and manage these concerns. OPB has delegated the investment of substantially all of the Fund to the Investment Management Corporation of Ontario ("IMCO"). OPB also recognizes and monitors the potential reputational risk that may arise due to ESG issues.

This Policy is intended to articulate OPB's approach to ESG issues as it relates to the investment strategy, investment decisions, and practicing active ownership. It also describes OPB's oversight of ESG integration that has been delegated to IMCO and OPB's activities relating to collective engagement, communication and advocacy. The Policy should also be considered in conjunction with OPB's Statement of Investment Policies & Procedures ("SIP&P") and IMCO's Responsible Investing Policy, given the responsibility for investment management has been delegated by OPB to IMCO.

## **Legal and Regulatory Framework**

As the administrator of the Plan, OPB is subject to a fiduciary standard of care and duty of loyalty under the Ontario Pension Benefits Act ("PBA") and common law. The content of these duties is determined by the courts and may be summarized as a requirement to engage in deliberate, even-handed decision making with a view to the best interests of the plan beneficiaries as a whole.

It is widely accepted that the best financial interests should consider ESG factors which are relevant to a plan's financial performance over varying time horizons. It is important that factors such as ESG are incorporated in a manner that support, and do not take precedence over, OPB's overriding fiduciary responsibilities. The relevance of ESG factors to pension plan investing is also reflected in regulations under the PBA, which require administrators to indicate in the Plan's SIP&P whether the administrator takes ESG factors into consideration and, if it does, how ESG factors are incorporated in investment decisions. The PBA regulations

also require that administrators include in member statements wording to the effect that the administrator must establish a SIP&P and include in the SIP&P information about whether ESG factors are incorporated into the plan's SIP&P.

## **ESG Investment Beliefs**

The following investment beliefs relating to ESG are stated in the Plan's SIP&P:

OPB believes that corporations which effectively address environmental, social and governance ("ESG") issues are more likely to improve shareholder value over the longer term. Furthermore, failure to identify and mitigate such ESG issues may impede the long-term performance of OPB's investment in a security or asset.

Integration of ESG factors into the evaluation of an individual security/asset or an external investment manager should be comprehensive. The objectives for ESG integration are to: (1) improve longer-term shareholder value, (2) reduce risk and (3) ensure alignment with OPB's values.

Evaluating ESG factors must also be complemented by active ownership. OPB expects IMCO to influence investee companies through engagement and shareholder voting to improve corporate practices. OPB also expects IMCO to avoid investments with problematic ESG issues and to consider divesting from investments where insufficient action is taken to address those issues.

In addition, OPB believes that climate change poses a material and increasing risk to, as well as significant opportunities for, a range of assets it may invest in and that comprehensive consideration of the risks and opportunities is necessary to fully evaluate expected returns from investments. Where consistent with its risk and return objectives, OPB supports the consideration of investments which would have a positive effect on reducing Greenhouse Gas Emissions and slowing the rise in global temperatures.

Furthermore, consistent with its values, OPB believes diversity, equity and inclusion should be integrated by IMCO into its investment process and that it should pursue improved practices at investee companies.

OPB has delegated responsibility to IMCO for the consideration of all ESG factors in the Fund's investments, including considerations involving climate change. To ensure this activity is carried out effectively, OPB will actively monitor IMCO's execution.

## **Key Principles**

This approach to ESG reflects OPB's fiduciary responsibility to the Public Sector Pension Plan's ("Plan") members and its responsibility to its stakeholders, and is aligned with the United Nations-supported Principles for Responsible Investment ("PRI" or the "Principles"), to which OPB and IMCO are signatories. The six voluntary and aspirational Principles are:

1. We will incorporate ESG issues into investment analysis and decision-making processes.
2. We will be active owners and incorporate ESG issues into our ownership policies and practices.
3. We will seek appropriate disclosure on ESG issues by the entities in which we invest.
4. We will promote acceptance and implementation of the Principles within the investment industry.
5. We will work together to enhance our effectiveness in implementing the Principles.
6. We will each report on our activities and progress towards implementing the Principles.

## **ESG Management and Stewardship**

OPB has delegated responsibility to IMCO for the consideration of ESG factors in accordance with this SIP&P and applicable IMCO policies and procedures, where relevant, across asset classes, sectors, strategies, and stages of the investment process. OPB expects IMCO to employ a range of processes to address ESG issues including a robust screening framework and active corporate engagement to align investments with OPB's values. IMCO's Stewardship Guideline describes IMCO's stewardship approach for engaging with entities where IMCO has

ownership and can meaningfully influence and/or control investable assets on material ESG issues.

IMCO will regularly report to OPB on the consideration of ESG factors in accordance with applicable IMCO and OPB policies and procedures as well as proxy voting results. OPB reviews IMCO's reporting on its climate change governance, strategy, risk management, metrics, targets and reporting on the implementation of its commitments to the Paris-aligned Asset Owners.

The integration of ESG factors into OPB's investment strategy is outlined in the Plan's SIP&P and below.

### **Screening Investments**

IMCO's Screening Guideline outlines the categories of investments that are screened out because the risk associated with those categories outweigh any potential rewards. The Screening Guideline is applicable to all investments and asset classes where IMCO can meaningfully influence or control investable assets:

**Controversial Weapons:** IMCO excludes investments in companies involved in the production of antipersonnel landmines, cluster munitions, chemical, biological, and nuclear weapons.

**Firearms:** IMCO excludes investments in companies where over 10% of revenue (as measured on a 3-year rolling basis) is from the manufacture of firearms and small arms ammunitions for civilian markets. The exclusion does not cover companies that cater to the military, government, and law enforcement markets.

**For-Profit Prisons:** IMCO excludes investments in companies where over 10% of revenue (as measured on a 3-year rolling basis) is derived from the operation of for-profit prisons and detention centres.

**Tobacco:** IMCO excludes investments in companies where over 10% of revenue (as measured on a 3-year rolling basis) is derived from the production of tobacco products.

**Thermal Coal Mining:** IMCO excludes investments in companies where over 10% of revenue (as measured on a 3-year rolling basis) is derived

from mining of thermal coal (including lignite, bituminous, anthracite and steam coal) and its sale to external parties.

**Arctic Oil and Gas Production:** IMCO excludes investments in companies where over 10% of revenue (as measured on a 3-year rolling basis) is derived from Arctic oil & gas production, either offshore or onshore production. The definition of Arctic is geographical and includes production activities north of the 66.5° latitude.

## **Evaluation and Selection of External Investment Managers**

When evaluating and selecting external investment managers for specific mandates IMCO will consider the manager's ESG practices as one factor and take these into account when selecting the manager. These external managers execute investment decisions that are based on evaluating the overall trade-offs between risks and returns. ESG practices and performance are also a consideration in the ongoing monitoring and evaluation of external investment managers.

## **Private Market Assets**

For OPB's investment in private market assets, including real estate, infrastructure, global credit and private equity, ESG factors are considered by IMCO in the due diligence process of the selection of general partners, limited partnership investments and direct investment into assets. These considerations are monitored over the life of the investments. IMCO, often via property managers, incorporates ESG initiatives into the asset management of OPB's directly held real estate portfolio.

## **IMCO's Internal Mandates**

IMCO's internal asset management capabilities vary across all asset classes and ESG considerations also vary with each strategy. However, in general IMCO seeks to robustly integrate relevant ESG considerations into the management of its internal mandates. ESG risks and opportunities are considered by IMCO in the due diligence process. ESG considerations are also part of IMCO's portfolio construction process, including with respect to the selection, portfolio weight and the holding period of individual assets, where applicable. The results from the ESG analysis are reviewed by IMCO as part of the investment approval process,

taking into consideration both financial and ESG considerations. ESG issues are actively monitored over the life of the investment including ESG performance information on material ESG risks specific to the portfolio.

### **Proxy Voting**

Unless otherwise determined by the Board of Directors of OPB, responsibility for voting all securities owned by OPB is delegated to IMCO.

The overriding criterion for voting securities is the best interests of the Plan. IMCO has engaged a third-party proxy voting service provider to assist with shareholder voting responsibilities. In addition, IMCO has also established a Responsible Investing Policy and Proxy Voting Guidelines that guides the exercising of voting rights and IMCO will exercise voting rights in accordance with the Policy and Guidelines. IMCO discloses proxy votes ahead of a publicly traded company's annual general meeting, including the rationale for when they vote against management proposals and all shareholder proposals, as well as their proxy voting record, on their website.

IMCO will incorporate ESG factors, among other relevant factors, into its voting of publicly traded securities. OPB views proxy voting as an important tool to encourage companies and other enterprises to provide adequate disclosure to shareholders relating to ESG factors, policies and initiatives. As noted above, IMCO will exercise voting rights in accordance with its Proxy Voting Guidelines and Responsible Investing Policy.

### **Collective Engagement**

OPB and IMCO are signatories to the United Nations-supported Principles for Responsible Investment, an important forum for collective engagement with companies and for working with other investment organizations globally. IMCO, on OPB's behalf, will engage collaboratively with companies along with other institutional investors. Collaborative engagement leverages internal resources and encourages improved disclosure practices and performance of ESG factors across the investment portfolio.

## **Participation in External Organizations**

OPB recognizes the importance of maintaining knowledge of the external environment on ESG issues and participating in forums where it can learn and amplify its voice. This can be done directly as well as through IMCO. The Appendix provides a list of the organizations with which OPB and IMCO participate.

## **Oversight of IMCO**

Given that investment management is delegated to IMCO, it is critical that OPB effectively oversee that execution, including with respect to addressing ESG issues. This process is continuous and has four key elements, as outlined below:

1. Effectively articulate objectives and expectations
  - a. Provide and discuss current versions of SIP&P and ESG Investment Issues Policy
  - b. Provide input into content of IMCO Policies as they relate to ESG
  - c. Provide input into content of IMCO reporting to ensure sufficient and appropriate ESG information is provided to OPB
2. Interact formally and informally to ensure ongoing alignment on issues
  - a. OPB Investment Committee agenda to include ESG topics
  - b. OPB Management to interact regularly with IMCO staff responsible for Sustainable Investing
  - c. OPB Management to review and provide input into ongoing IMCO activity regarding ESG issues
3. Regularly and comprehensively monitor results, activity and progress
  - a. Annual in-depth review of IMCO's Sustainable Investing strategy by OPB Investment Committee
  - b. Discussion of key projects, developments and strategy at quarterly OPB Investment Committee meetings
  - c. Review summary of ESG due diligence on potential private market assets
  - d. Review ESG due diligence on external investment managers
4. Provide feedback and evolve objectives and expectations
  - a. Review and provide feedback on IMCO's Responsible Investing Policy

- b. Share OPB's objectives and activities regarding ESG issues with IMCO
- c. Provide informal feedback during meetings between OPB Management and the IMCO Sustainable Investing team
- d. Review and provide feedback on IMCO's ESG Report

## **Communications and Reporting to OPB Stakeholders**

It is important to report key activities and progress with regards to ESG issues to OPB's various stakeholders. The annual report and ESG report are the primary vehicles for reporting on ESG issues and activity. OPB has developed an ESG communications strategy to guide its communication with members and the public and aims to engage with beneficiaries relating to their concerns and questions about ESG issues.

As OPB (and IMCO) increases the activity it is undertaking with regards to ESG issues, and in line with its peers, it will determine whether additional reporting is appropriate.

## **Governance**

The Board has delegated responsibility for operationalizing this Policy to the CEO, and the CEO, in turn, has delegated responsibility for overseeing the ESG program and for ensuring that the Board receives the reporting it requires on the program to the Chief Investment Officer.

## **Policy Oversight and Review**

The Investment Committee shall review and recommend this Policy to the Board of Directors for approval annually or earlier if the need arises, to ensure that it remains relevant and current. The Investment Committee is responsible for monitoring the implementation of this Policy.

## **Approval**

This Policy was last reviewed and approved by OPB's Board of Directors on June 6, 2024 with effect as of the same date.

## **Appendix A**

### **Relevant external organizations of which OPB is a member:**

- Association of Canadian Pension Management (ACPM)
- Black North Initiative
- Pension Investment Association of Canada (PIAC)
- Responsible Investment Association of Canada (RIA)
- The 30% Club
- United Nations-supported Principles for Responsible Investment (PRI)

### **Relevant external organizations of which IMCO is a member:**

- Association of Canadian Pension Management (ACPM)
- Canadian Coalition for Good Governance (CCGG)
- CDP
- Ceres
- Climate Action 100+
- Climate Engagement Canada (CEC)
- International Corporate Governance Network (ICGN)
- Net Zero Asset Managers Initiative (NZAM)
- Paris Aligned Investor Initiative (PAII)
- Partnership for Carbon Accounting Financials (PCAF)
- Pension Investment Association of Canada (PIAC)
- Real Property Association of Canada (REALpac)
- Responsible Investment Association of Canada (RIA)
- The 30% Club
- The Institutional Investors Group on Climate Change
- United Nations-supported Principles for Responsible Investment (PRI)

## Appendix B

### Defining ESG Factors:

**Environmental:** Factors relating to a company's interaction with the physical environment. These include but are not limited to: climate change, greenhouse gas emissions, biodiversity loss, deforestation, waste management, contamination and pollution, and water scarcity.

**Social:** Factors relating to business practices that have an impact on the rights, well-being and interests of employees, consumers, suppliers, and communities. These include but are not limited to: labour and human rights, workplace health and safety, diversity, equity and inclusion, relations with local committees (including indigenous communities), consumer protection, and controversial weapons.

**Governance:** Factors relating to the system of structures a company puts in place to ensure it is effectively directed and controlled and that there is proper alignment of management and stakeholder interests. These include but are not limited to: board structure and composition, executive pay, shareholder rights, business ethics, bribery and corruption, conflicts of interest, and internal controls.