

United States



GLASS LEWIS

Glass Lewis Due Diligence

A Resource for Investment Advisers on
Glass Lewis Policies and Procedures

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www.glasslewis.com

Table of Contents

About Glass Lewis.....	4
At a Glance	5
Mapping the SEC Guidance to Glass Lewis Policies and Procedures: A Deeper Dive.....	7
Considerations that an investment adviser should take into account if it retains a proxy advisory firm.....	7
• Whether the proxy advisory firm has the capacity and competency to adequately analyze proxy voting matters, taking into account the firm’s staffing, personnel, and technology.....	7
• Whether the proxy advisory firm has an effective process for seeking timely input from issuers and proxy advisory firm clients with respect to its proxy voting policies, methodologies, and peer group constructions	8
• Whether a proxy advisory firm has adequately disclosed to the investment adviser its methodologies in formulating voting recommendations	9
• Consider the nature of any third-party information sources that the proxy advisory firm uses as a basis for its voting recommendations.....	9
• Consider what steps it should take to develop a reasonable understanding of when and how the proxy advisory firm would expect to engage with issuers and third parties	10
• Consider the proxy advisory firm’s policies and procedures regarding how it identifies and addresses conflicts of interest, including whether there is adequate disclosure of such conflicts and whether the proxy advisor’s policies and procedures utilize technology in delivering conflicts disclosures that are readily accessible	12
• Consider the effectiveness of the proxy advisory firm’s policies and procedures for obtaining current and accurate information relevant to matters included in its research and on which it makes voting recommendations	13
• Consider the proxy advisory firm’s engagement with issuers, including the firm’s process for ensuring that it has complete and accurate information about the issuer and each particular matter, and the firm’s process, if any, for investment advisers to access the issuer’s views about the firm’s voting recommendations in a timely and efficient manner.....	15
• The proxy advisory firm’s efforts to correct any identified material deficiencies in the proxy advisory firm’s analysis.....	16
• The proxy advisory firm’s disclosure to the investment adviser regarding the sources of information and methodologies used in formulating voting recommendations or executing voting instructions.....	16
• The proxy advisory firm’s consideration of factors unique to a specific issuer or proposal when evaluating a matter subject to a shareholder vote.....	17
• Consider evaluating the services of the proxy adviser on an ongoing basis, including -	17

- policies and procedures to identify and evaluate a proxy advisory firm’s conflicts of interest that can arise on an ongoing basis; 17
- considering requiring the proxy advisory firm to update the investment adviser regarding business changes that may affect the proxy advisory firm’s capacity and competency to provide independent proxy voting advice or carry out voting instructions; and..... 17
- considering whether the proxy advisory firm appropriately updates its methodologies, guidelines, and voting recommendations on an ongoing basis, including in response to feedback from issuers and their shareholders..... 18

Other relevant considerations..... 18

- Where the investment adviser utilizes the proxy advisory firm for voting recommendations, it could consider policies and procedures that provide for consideration of additional information that may become available regarding a particular proposal. This additional information may include an issuer’s or a shareholder proponent’s subsequently filed additional definitive proxy materials or other information conveyed by an issuer or shareholder proponent to the investment adviser that would reasonably be expected to affect the investment adviser’s voting determination..... 18

Connect with Glass Lewis 19

About Glass Lewis

Glass Lewis is the world's choice for governance solutions. We enable institutional investors and publicly listed companies to make sustainable decisions based on research and data. We cover 30,000+ meetings each year, across approximately 100 global markets. Our team has been providing in-depth analysis of companies since 2003, relying solely on publicly available information to inform its policies, research, and voting recommendations.

Our customers include the majority of the world's largest pension plans, mutual funds, and asset managers, collectively managing over \$40 trillion in assets. We have teams located across the United States, Europe, and Asia-Pacific giving us global reach with a local perspective on the important governance issues.

Investors around the world depend on Glass Lewis' [Viewpoint](#) platform to manage their proxy voting, policy implementation, recordkeeping, and reporting. Our industry leading [Proxy Paper](#) product provides comprehensive environmental, social, and governance research and voting recommendations weeks ahead of voting deadlines. Public companies can also use our innovative [Report Feedback Statement](#) to deliver their opinion on our proxy research directly to the voting decision makers at every investor client in time for voting decisions to be made or changed.

The research team engages extensively with public companies, investors, regulators, and other industry stakeholders to gain relevant context into the realities surrounding companies, sectors, and the market in general. This enables us to provide the most comprehensive and pragmatic insights to our customers.

Join the Conversation

Glass Lewis is committed to ongoing engagement with all market participants.

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At a Glance

On August 21, 2019, the U.S. Securities and Exchange Commission (SEC) issued guidance for investment advisers regarding their proxy voting responsibilities, including their use of proxy advisory firms to assist them in exercising these responsibilities (“Proxy Voting Guidance”).¹ Building on the SEC staff’s 2014 guidance to investment advisers on using proxy advisory firms,² the Proxy Voting Guidance gives examples of how an investment adviser can fulfill its responsibility to adopt and implement policies reasonably designed to ensure that the adviser votes proxies in the best interest of its clients when it retains a proxy advisor. It also encourages investment advisers to review their proxy voting processes and practices in light of it. This document is a resource on relevant Glass Lewis policies and procedures for investment advisers conducting such a review.³

Glass Lewis’ existing policies and procedures are robust and comprehensively address the topics covered by the SEC in the Proxy Voting Guidance. The following summary helps map those policies and procedures to the Proxy Voting Guidance. Relevant Glass Lewis policies and procedures are more fully explained in material publicly available on the Glass Lewis website, including:

- [Glass Lewis Policies and Procedures for Managing and Disclosing Conflicts of Interest;](#)
- [Glass Lewis Code of Ethics;](#)
- [Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis;](#)
- [Glass Lewis Issuer Relations Policy & Procedures;](#)
- [Glass Lewis Issuer Data Report;](#)
- [Glass Lewis Report Feedback Statement;](#)
- [Glass Lewis Current Proxy Voting Guidelines;](#)
- [Glass Lewis Understanding U.S. Equity Compensation Analysis; and](#)
- [Glass Pay-for-Performance Methodology & FAQ.](#)

Glass Lewis continually seeks to improve its operations and regularly reviews its policies and procedures and

¹ Securities and Exchange Commission, Release Nos. IA-5325, IC-33605 (August 21, 2019) (“Proxy Voting Guidance”), available at <https://www.sec.gov/rules/interp/2019/ia-5325.pdf>. The SEC release does not change the law or create any new SEC rules. Rather, it gives additional guidance to investment advisers on how to fulfill their existing responsibilities under SEC rules to adopt and implement policies reasonably designed to ensure that the adviser votes proxies in the best interest of its clients. Rule 206(4)-6 under the Investment Advisers Act, 17 C.F.R. 275.206(4)-6.

² SEC Staff Legal Bulletin No. 20, Proxy Voting: Proxy Voting Responsibilities of Investment Advisers and Availability of Exemptions from the Proxy Rules for Proxy Advisory Firms (June 30, 2014), available at <https://www.sec.gov/interps/legal/cfslb20.htm>.

³ This document is not intended as, and should not be relied upon as, legal advice. Investment advisers should consult legal counsel on any questions about their particular legal responsibilities.

updates them as necessary to maintain best practices. Glass Lewis remains committed to transparency and supporting its clients in their efforts to comply with their proxy voting responsibilities. Glass Lewis personnel are available to meet with investment advisers' compliance staff, as part of their due diligence, and to walk them through Glass Lewis' policies and procedures and answer any additional questions.

A Note on the SEC's Former 2020 Supplemental Guidance

On July 22, 2020, in conjunction with finalizing its 2020 amendments to its proxy advice rules, the SEC issued a supplement to the Proxy Voting Guidance.⁴ The Commission explained that this supplemental guidance was intended "to assist investment advisers in assessing how to consider the additional information that may become more readily available to them as a result of these [2020] amendments."⁵

In July 2022, the SEC rescinded the relevant part of the 2020 amendments it had made to its proxy advice rules.⁶ In light of this change, the SEC also rescinded the 2020 Supplemental Guidance, effective September 19, 2022.⁷ In doing so, however, the SEC noted that "Question No. 2 in the 2019 Proxy Voting Guidance, which discusses how advisers could consider policies and procedures that provide for consideration of additional information that may become available regarding a particular proposal, will serve to assist investment advisers in carrying out their obligations under rule 206(4)-6 under the Investment Advisers Act of 1940 and their fiduciary duty in such situations."⁸ Accordingly, Question No. 2 of that guidance is discussed below.

⁴ See U.S. Securities and Exchange Commission, "Supplement to Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers," Release No. IA-5547 (July 22, 2020) ("2020 Supplemental Guidance"), available at <https://www.sec.gov/rules/policy/2020/ia-5547.pdf>.

⁵ Id. at 3.

⁶ See U.S. Securities and Exchange Commission, "Proxy Voting Advice," Release No. 34-95266 (July 13, 2022), available at <https://www.sec.gov/rules/final/2022/34-95266.pdf>.

⁷ The SEC's rescission of the 2020 Supplemental Guidance was not vacated as part of the Fifth Circuit's decision in National Ass'n of Manufacturers v. SEC, No. 22-51069, slip op. at 18-20 (5th Cir. June 26, 2024).

⁸ Id. at 41-42. The SEC also restated that advisers' "duty of loyalty also requires, among other things, full and fair disclosure to clients about all material facts relating to the advisory relationship." Id. at 42.

Mapping the SEC Guidance to Glass Lewis Policies and Procedures: A Deeper Dive

The section below annotates the Proxy Voting Guidance released by the SEC with summaries of the relevant Glass Lewis policies and procedures. Complete text of the guidance can be found in the SEC’s release⁹ and complete text of the relevant Glass Lewis policies and procedures can be found in the referenced source documents, all of which are available on the Glass Lewis website.¹⁰

Considerations that an investment adviser should take into account if it retains a proxy advisory firm --

- Whether the proxy advisory firm has the capacity and competency to adequately analyze proxy voting matters, taking into account the firm’s staffing, personnel, and technology

Reference: Proxy Voting Guidance, Q&A 3, p. 17

Glass Lewis Policies and Procedures:

Glass Lewis employs a global team of some 400 permanent professionals with relevant and diverse experience and education, with the majority of these employees dedicated to our research function. All Glass Lewis analysts have at least a bachelor’s degree in a relevant field while many Glass Lewis executives, senior managers and senior analysts have advanced degrees and/or professional experience in relevant disciplines such as law, business, public policy, finance, and accounting. The research group includes professionals who collectively speak over 25 languages.

⁹ Securities and Exchange Commission, Release Nos. IA-5325, IC-33605 (August 21, 2019) (“Proxy Voting Guidance”), available at <https://www.sec.gov/rules/interp/2019/ia-5325.pdf>. Page references are to this version of the guidance.

¹⁰ While outside the scope of this guide, Glass Lewis resources may be also useful to investment adviser clients seeking to comply with other aspects of the SEC guidance. For example, clients can use the Viewpoint voting platform to sample “pre-populated” votes to ensure consistency with their voting policies and their clients’ best interests. Clients interested in learning more about the functionality of the Viewpoint platform for this due diligence should contact their Glass Lewis client services manager.

Glass Lewis' research and analysis leverages state of the art technology to promote the efficiency, thoroughness and auditability of its analysis, review, and feedback processes. Most importantly, for over a decade, Glass Lewis has guaranteed global coverage of all equity-based securities within its vote agency clients' portfolios, without compromising its commitment to deliver accurate and timely research.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Leadership](#)

- Whether the proxy advisory firm has an effective process for seeking timely input from issuers and proxy advisory firm clients with respect to its proxy voting policies, methodologies, and peer group constructions

Reference: Proxy Voting Guidance, Q&A 3, p. 17

Glass Lewis Policies and Procedures:

Glass Lewis' primary business is to provide proxy voting research and analysis to its clients. Accordingly, Glass Lewis continually seeks to understand its clients' perspectives and uses that knowledge, along with input from other market participants, as it refines its proxy voting policies, including related methodologies and peer group constructions. Specifically, Glass Lewis' policy guidelines are revised and enhanced at least annually through a bottoms-up approach that involves extensive discussions with a wide range of market participants, including investor clients. This includes hundreds of direct meetings with investors and investor groups every year, as well as participation in dozens of investor-focused events globally. In 2023, Glass Lewis launched its inaugural client policy survey to collect feedback from clients on some key areas of research policy where they may be cause for updating, strengthening, or reworking of its voting policies. In 2024, the annual policy survey was expanded to invite the views of not just Glass Lewis clients, but also other institutional investors, companies, corporate advisors, and other stakeholders on these emerging topics. In addition, Glass Lewis opens its policies up to the market for comment on a year-round basis, receiving and responding to feedback continuously via its public website.

Glass Lewis also seeks input on its voting policies from the public company community. Individual companies and company trade organizations are among the groups that Glass Lewis meets with as part of its annual policy guideline review process. In addition, as discussed further below, companies can request an engagement meeting with Glass Lewis during the year (other than during a solicitation period) to discuss their specific company or Glass Lewis' policies. In addition to the client policy survey noted above, companies can also provide feedback on Glass Lewis' policies through the Glass Lewis public website. In addition, the Glass Lewis research team collaborates with a variety of issuer organizations, and either attends or presents at dozens of conferences and events annually.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Current Proxy Voting Guidelines](#)

[Glass Lewis Issuer Relations Policy & Procedures](#)

- Whether a proxy advisory firm has adequately disclosed to the investment adviser its methodologies in formulating voting recommendations

Reference: Proxy Voting Guidance, Q&A 3, p. 18

Glass Lewis Policies and Procedures:

Glass Lewis' voting guidelines for each of approximately 44 major markets are publicly available on its website. Glass Lewis also makes additional information available about its methodology on ESG Initiatives and for a range of other topics, such as its [Approach to Financial Transactions](#) (Global), [Pay for Performance Methodology & FAQs](#) (United States), [ESG Profile Methodology & FAQs](#), [Approach to Diversity Disclosure Ratings](#) (United States), and a number of other relevant topics.

Glass Lewis' research reports contain additional discussion of the Glass Lewis policies and any unique circumstances at the public company that contribute to each recommendation. Finally, Glass Lewis' clients and other market participants have access to expanded visibility into the data, peers, and benchmarking used by Glass Lewis' global research team as part of its proprietary pay methodology.

Additional resources:

[Glass Lewis Current Proxy Voting Guidelines](#)

[Glass Lewis Proxy Voting – Supplementary Guidance](#)

[Glass Lewis Executive Compensation Models](#)

[Understanding Glass Lewis' Approach to Say-on-Pay Analysis](#)

- Consider the nature of any third-party information sources that the proxy advisory firm uses as a basis for its voting recommendations

Reference: Proxy Voting Guidance, Q&A 3, p. 18

Glass Lewis Policies and Procedures:

Glass Lewis uses third-party information from recognized, trusted sources and discloses its use of such information through its guidelines and other methodology documents and in research reports themselves. Of course, the vast majority of information used by Glass Lewis in its analysis comes directly from each company's public filings and other statements, such as press releases. In the case of a shareholder proposal or proxy contest, Glass Lewis sources information directly from filings made available by the shareholder proponent or dissident. Glass Lewis uses an automated process to ingest 8-K and DEF14A filings from the public SEC API. Glass Lewis directly sources annual and special meeting information from stock exchanges, regulators, companies (via direct mailings and company websites), custodians, transfer agents and other forms of direct procurement. Proxy materials are stored in Glass Lewis' research databases, made available to clients for their review and referenced in Glass Lewis Proxy Paper research reports, as appropriate.

In order to enhance its research, Glass Lewis has partnered with certain third-party providers of data who directly deliver to Glass Lewis information in various categories. For example, Glass Lewis sources company performance data from S&P Capital IQ, cybersecurity information from BitSight, and ESG data from Sustainalytics, ESG Book, the Sustainability Accounting Standards Board, the Transition Pathway Initiative, and the Center for Political Accountability. As disclosed in Glass Lewis reports and methodology documents, some, but not all, of this third-party information may be used by Glass Lewis as part of the basis for a voting recommendation. Other external, third-party data or information (e.g., newspaper articles from reputable sources, summaries of regulations, etc.) is generally identified and referenced in the relevant report when included in the analysis and may also be disclosed in Glass Lewis' voting guidelines or other methodology disclosures.

Additional resources:

[Glass Lewis Current Proxy Voting Guidelines](#)

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

- Consider what steps it should take to develop a reasonable understanding of when and how the proxy advisory firm would expect to engage with issuers and third parties

Reference: Proxy Voting Guidance, Q&A 3, p. 18

Glass Lewis Policies and Procedures:

Glass Lewis engages with public companies and other non-client third parties in a number of ways. Chief among these are Glass Lewis' Issuer Data Report, Engagement, and Report Feedback Statement programs.

Issuer Data Report (IDR)

Glass Lewis provides the subjects of its research with the Issuer Data Report (IDR). Public companies that register for this service have up to 48-hours to review the key data points used by Glass Lewis in its analysis of their annual general meeting, prior to publication of the final Proxy Paper. Through this process, companies registered for the IDR can confirm their company data is accurately reflected per disclosure made publicly available to shareholders. Data and ratings provided by Glass Lewis partners is not included in the IDR.

The IDR is deliberately limited to data, rather than Glass Lewis' analyses or voting recommendations. Glass Lewis finds that by providing the facts underlying the report, it can gain any benefit of company review without: (i) inviting time consuming and unproductive debates about Glass Lewis' methodology, including what result that methodology should lead to in the context of a particular recommendation; or (ii) creating additional conflicts of interest.

This free service is now offered to companies in over 75 countries. More than 2700 companies participated in the Issuer Data Report program in 2023. The number of submissions in 2023 reflected a 6.3% year-over-year increase in Issuer Data Report submissions compared to 2022, which itself was a 25% increase over 2021.

Engagement Meetings

Glass Lewis' research team engages extensively with public companies around the world and others to foster mutual understanding, promote better disclosure, and to provide context and depth in the research we publish. In 2023, Glass Lewis conducted approximately 1,300 engagement meetings and calls with public companies, dissident shareholders, and shareholder proponents globally, in addition to fielding many more individual inquiries and requests from companies and other stakeholders.

During these engagements, the subject company typically provides a brief overview of significant changes at the company over the past year and unique factors that may affect their business or industry. Companies are encouraged to highlight recent changes to their board, corporate governance, and executive compensation programs. As noted above, Glass Lewis also encourages questions regarding Glass Lewis' research and voting recommendations, and this feedback is an important input to the policy development process. Other frequent topics of engagement meetings include the board's process for director review, board diversity and refreshment, executive compensation program design, metrics and peer group selection, board oversight of environmental and social issues, responsiveness to shareholders, and material E&S topics. Engagement with public companies and shareholder proponents enhances the contextuality and depth of Glass Lewis research, improves the skillsets of its research analysts, and informs its policies and methodologies. Importantly, however, Glass Lewis only uses publicly available data when analyzing matters up for vote and making vote recommendations. If any information provided to Glass Lewis by a company or proponent cannot be independently verified using publicly available data, we cannot consider that information in our research.

Report Feedback Statement (RFS)

In 2019, Glass Lewis introduced the Report Feedback Statement (RFS), through which companies, shareholder proponents, dissident shareholders and parties to an M&A transaction that purchase Glass Lewis research reports can opt to have a statement responding to that research transmitted to Glass Lewis customers through our customer and voting platforms. In 2020, the RFS was expanded to all eligible participants globally and has seen significant uptake in the United States, Canada, Europe, Australia, and Japan.

The RFS provides a unique opportunity for public companies and shareholder proposal proponents – the subjects of Glass Lewis' Proxy Paper research reports – to submit feedback about the analysis of their proposals, and have comments delivered directly to Glass Lewis' institutional investor customers. Public companies and shareholder proponents alike are eligible to participate in this service and provide their statements directly to Glass Lewis' research and engagement team, which in turn distribute them to customers within the firm's research and voting platforms. Glass Lewis' institutional investor customers benefit by conveniently receiving unfiltered commentary on the firm's analysis from subject companies and shareholder proponents. The real-time perspective provides an

additional dimension for their consideration and is easily accessible, with reasonable time to review, even within the peak of proxy season.

Glass Lewis has found, as it expected, that most companies and other parties that are eligible for its Report Feedback Statement program do not decide to submit one after seeing Glass Lewis' research report. Nonetheless, 247 companies and other parties took advantage of their opportunity to make such a statement and have it provided to Glass Lewis clients in 2023, a 64% increase in from the number of RFS's in 2022.

Glass Lewis also engages with a broad group of relevant stakeholders, such as governance, investor, and public company industry associations, as part of its policy development and review process.

Additional resources:

[Glass Lewis Issuer Relations Policy & Procedures](#)

[Glass Lewis Issuer Data Report](#)

[Glass Lewis Report Feedback Statement](#)

[Glass Lewis UK Stewardship Code Report](#)

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

- Consider the proxy advisory firm's policies and procedures regarding how it identifies and addresses conflicts of interest, including whether there is adequate disclosure of such conflicts and whether the proxy advisor's policies and procedures utilize technology in delivering conflicts disclosures that are readily accessible

Reference: Proxy Voting Guidance, Q&A 3, pp. 18-20

Glass Lewis Policies and Procedures:

Glass Lewis understands and takes seriously the potential for conflicts of interest to affect the independence and integrity of its research and analysis. Accordingly, Glass Lewis has always taken a rigorous approach to identifying and seeking to prevent conflicts. At the same time, possible conflicts can arise in all businesses and, where conflicts cannot be eliminated, they must be managed and mitigated. Glass Lewis believes that, in such circumstances, proxy advisors must proactively and explicitly disclose those conflicts in a manner that is transparent and readily accessible to customers.

Glass Lewis maintains strict policies and procedures governing personal, business, and organizational relationships that may present a conflict in independently evaluating companies. Glass Lewis' Policies and Procedures for Managing and Disclosing Conflicts of Interest, which also contain a Conflict of Interest Statement, are available on Glass Lewis' public website and are reviewed and revised annually by Glass Lewis' Compliance Committee. These policy documents describe in detail how Glass Lewis avoids, manages, and discloses potential conflicts of interest, such as those arising from the ownership of Glass Lewis, from having investment manager

affiliates of public companies and shareholder proponents as customers, as well as other individual and firm conflicts.

When actual or potential conflicts cannot be avoided, Glass Lewis discloses, on a case-by-case basis, any potential conflict that could be perceived to affect the independence and integrity of its advice. Consistent with our commitment to transparency and conflict avoidance and mitigation, Glass Lewis takes an expansive approach to such disclosure in the interests of fully disclosing any such issues to its customers. Specifically, Glass Lewis will include a specific and prominent “Conflict Note” in its research product when:

- A Glass Lewis owner has a significant, reportable stake in a public company,
- A Glass Lewis owner is a dissident shareholder in a proxy contest or is a shareholder proposal proponent,
- A Glass Lewis employee, or relative of an employee of Glass Lewis, or any of its subsidiaries, a member of the Research Advisory Council, a member of Glass Lewis’ board of directors, or a Glass Lewis owner, serves as an executive or director of a public company,
- Glass Lewis has a material customer relationship with a public company, or
- Glass Lewis has a material customer relationship with a shareholder proposal proponent, a dissident shareholder in a proxy contest, or party publicly soliciting shareholder support for or against a director or proposal;
- Glass Lewis has a material business relationship with a public company, such as a partner or vendor relationship.

In addition, when a Glass Lewis owner is one of the 20 largest shareholders of the subject company, the Proxy Paper research report will flag their status as a Glass Lewis owner in connection with reporting their interest in the company.

Glass Lewis also leverages technology to make its conflict disclosures readily accessible to its clients. Glass Lewis’ Viewpoint customers are able to use that platform’s functionality to view conflict disclosures on their “voting dashboard” and set up filters for certain types of conflict notes and other issues. Finally, Glass Lewis is able to provide summaries of reported conflicts to clients who wish to monitor more closely potential conflicts specific to their holdings or certain types of activities.

Additional resources:

[Glass Lewis’ Conflict of Interest Statement](#)

[Glass Lewis Policies and Procedures for Managing and Disclosing Conflicts of Interest](#)

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

- Consider the effectiveness of the proxy advisory firm’s policies and procedures for obtaining current and accurate information relevant to matters included in its research and on which it makes voting recommendations

Reference: Proxy Voting Guidance, Q&A 4, p. 21

Glass Lewis Policies and Procedures:

Glass Lewis employs robust policies, procedures and systems to meet the high standards for accuracy, quality and timeliness expected by our clients. These include, but are not limited to, the following:

Data and Information

- *Glass Lewis uses publicly-available information for its analysis, and actively monitors information sources, such as exchange websites, for supplemental or updated information*
- *Data sourced by Glass Lewis' partner, third-party providers is validated for accuracy when used by Glass Lewis in the formulation of its analysis and recommendations*
- *Critical data vendor relationships are reviewed annually for timeliness and quality standards*
- *Companies have access to the Issuer Data Report, a free data-only version of the research report*
- *Companies are periodically invited to submit to Glass Lewis their compensation peer group if the most recently public disclosed group differs from what was disclosed in the proxy statement for the company's most recently held annual general meeting.*

Policies, Methodologies and Systems

- *Glass Lewis develops and regularly maintains its policy guidelines and methodologies in conjunction with input from investors, companies and other industry professionals*
- *Guidelines and methodologies provide a consistent framework for analyzing all companies while also allowing for unique circumstances at each individual company*
- *Systems contain an array of workflow, audit, reporting and automation functionality, and are regularly updated to further expand on those capabilities*
- *Research reports require multiple levels of review prior to publication with the number of reviews increasing with market cap and report complexity*

Research and Service Organization

- *Research and service organizations are structured into geographic and subject matter teams to ensure the highest levels of regional and technical expertise among team members*
- *Research and service organization employees are provided with rigorous training and oversight of job responsibilities, such as publication of research reports; responsibilities are expanded as warranted by each employee's experience level*

Monitoring, Auditing and Reporting

- *Research team members regularly monitor lead times, additional company filings, company inquiries and research report republications*
- *Service team members regularly monitor voting deadlines, unvoted meetings, investor inquiries and research report republications, and perform regular auditing of investor recommendations*

- *Glass Lewis maintains a Public Company Resource Center where companies can access detailed policies and methodologies as well as request engagement meetings, provide additional information and submit inquiries regarding potential errors and omission in research reports*
- *Research team members regularly monitor company submissions and address possible errors and omissions in a timely fashion*
- *Glass Lewis engages an external audit firm to perform an annual SSAE 18 SOC 2 audit, and reports annually on compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis*
- *Clients are provided with timeliness, accuracy, and compliance reporting as part of regular services reviews*

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Public Company Resource Center](#)

[Annual SSAE-18 SOC 2 Report \(available to clients upon request\)](#)

- **Consider the proxy advisory firm's engagement with issuers, including the firm's process for ensuring that it has complete and accurate information about the issuer and each particular matter, and the firm's process, if any, for investment advisers to access the issuer's views about the firm's voting recommendations in a timely and efficient manner**

Reference: Proxy Voting Guidance, Q&A 4, pp. 21-22

Glass Lewis Policies and Procedures:

Glass Lewis' policies and procedures for engaging with public companies, including with respect to ensuring completeness and accuracy of information, are discussed above.

As it relates to providing a forum for investment advisers to access issuer views, Glass Lewis offers the Report Feedback Statement (RFS). As discussed above, the RFS provides a unique opportunity for the subjects of Glass Lewis' research – public companies, shareholder proposal proponents, dissident shareholders, and parties to an M&A transaction – to submit feedback about the analysis of their proposals, and have their comments delivered directly to Glass Lewis' investor clients via Glass Lewis' research and voting platforms. When a company chooses to submit a Report Feedback Statement, Glass Lewis analysts review the company's feedback and determine whether any change to its proxy research and advice is warranted. Glass Lewis clients then receive the company's statement as part of a re-issued Glass Lewis proxy research report along with a clear indication of whether the company's feedback caused Glass Lewis to revise its report in any respect. Glass Lewis clients can also receive alerts to ensure they are proactively notified when an RFS has been published.

In addition, Glass Lewis Viewpoint clients can also access all of a company's SEC filings, including any additional soliciting material filed by a company with the Commission, in the meeting materials section of the page for that company's shareholder meeting.

Additional resources:

[Glass Lewis Public Company Resource Center](#)

[Glass Lewis Report Feedback Statement](#)

- The proxy advisory firm's efforts to correct any identified material deficiencies in the proxy advisory firm's analysis

Reference: Proxy Voting Guidance, Q&A 4, p. 22

Glass Lewis Policies and Procedures:

Glass Lewis prides itself on the accuracy of its research. In addition to the data verification processes discussed above, companies and shareholder proposal proponents wishing to bring purported errors or omissions, as well as subsequent or amended filings, to Glass Lewis' attention are able to do so via the Glass Lewis Public Company Resource Center.

When Glass Lewis is notified of a purported error or omission, it immediately reviews the Proxy Paper report and, if there is a reasonable likelihood the report will require revision, removes the report from its published status so no additional customers can access it. If a report is updated to reflect new disclosure or the correction of an error, Glass Lewis notifies all customers that have accessed the report or have corresponding ballots, whether or not the update affected any recommendations. Additionally, the exact nature of the research report's updates and revisions are clearly described in the republished report. Glass Lewis tracks all republished research reports and makes information about republishing rates available to clients upon request.

While Glass Lewis does not debate matters of opinion or policy during the solicitation period, public companies or their representatives that notify Glass Lewis of a relevant, purported factual error or omission in a Proxy Paper report will receive a response from the research team addressing their comments and/or questions. Glass Lewis recognizes the short time frames typically involved in these situations and responds to claimed errors or omissions in Glass Lewis research as promptly as possible, often within 24 to 48 hours.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Public Company Resource Center](#)

- The proxy advisory firm's disclosure to the investment adviser regarding the sources of information and methodologies used in formulating voting recommendations or executing voting instructions

Reference: Proxy Voting Guidance, Q&A 4, p. 22

Glass Lewis Policies and Procedures:

As noted above, Glass Lewis discloses its policy guidelines on its public website, references the related policies and analyst rationale within research reports themselves, and, as appropriate, discloses within the relevant sections of its research reports data that has been sourced by its partner, third-party providers and other external sources.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Current Proxy Voting Guidelines](#)

[Glass Lewis Proxy Voting – Supplementary Guidance](#)

- The proxy advisory firm’s consideration of factors unique to a specific issuer or proposal when evaluating a matter subject to a shareholder vote

Reference: Proxy Voting Guidance, Q&A 4, p. 22

Glass Lewis Policies and Procedures:

While Glass Lewis’ policy approaches are intended to provide a consistent framework for analyzing corporate governance issues at each company in each market, they are designed to be applied by Glass Lewis’ research experts on a case-by-case basis to serve the best interests of shareholders. For example, while Glass Lewis has proprietary models for evaluating the link between compensation and performance and for assessing stock-based compensation plans, analysts also review these types of issues on a qualitative basis, taking into consideration the specific facts and circumstances of each company.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Current Proxy Voting Guidelines](#)

[Understanding Glass Lewis’ Approach to Say-on-Pay Analysis.](#)

- Consider evaluating the services of the proxy adviser on an ongoing basis, including –
 - policies and procedures to identify and evaluate a proxy advisory firm’s conflicts of interest that can arise on an ongoing basis;
 - considering requiring the proxy advisory firm to update the investment adviser regarding business changes that may affect the proxy advisory firm’s capacity and

- competency to provide independent proxy voting advice or carry out voting instructions; and
- o considering whether the proxy advisory firm appropriately updates its methodologies, guidelines, and voting recommendations on an ongoing basis, including in response to feedback from issuers and their shareholders

Reference: Proxy Voting Guidance, Q&A 5, pp. 22-23

Glass Lewis Policies and Procedures:

Glass Lewis reviews and updates its Conflict of Interest Statement, as well as its Policies and Procedures for Managing and Disclosing Conflicts of Interest, on an annual basis, making them available to both clients and the public on its website. Glass Lewis also proactively notifies clients of material business changes that could relate to its capacity and competency to provide proxy research and voting services. Moreover, as discussed above, Glass Lewis' process for evaluating and updating its voting policies includes an annual policy survey, as well as extensive engagement with investor clients and organizations, companies, academics, and subject matter experts, among others, with continual refinements and updates as necessary throughout the year.

Glass Lewis personnel are also available to answer questions and facilitate investment adviser due diligence activities on an ongoing basis.

Additional resources:

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

[Glass Lewis Current Proxy Voting Guidelines](#)

[Glass Lewis' Conflict of Interest Statement](#)

[Glass Lewis Policies and Procedures for Managing and Disclosing Conflicts of Interest](#)

Other relevant considerations

- Where the investment adviser utilizes the proxy advisory firm for voting recommendations, it could consider policies and procedures that provide for consideration of additional information that may become available regarding a particular proposal. This additional information may

include an issuer's or a shareholder proponent's subsequently filed additional definitive proxy materials or other information conveyed by an issuer or shareholder proponent to the investment adviser that would reasonably be expected to affect the investment adviser's voting determination.

Reference: Proxy Voting Guidance, Q&A 2, p. 16

Glass Lewis Policies and Procedures:

Glass Lewis' policies and procedures for engaging with public companies, including with respect to ensuring completeness and accuracy of information, are discussed above. In addition, to provide an additional mechanism for investment advisers and its other clients to access company views, Glass Lewis introduced the Report Feedback Statement (RFS) service in 2019. As discussed in more detail above, companies and shareholder proponents alike are eligible to participate in this service and provide their statements directly to Glass Lewis' research and engagement team, which in turn distribute them to customers within the firm's research and voting platforms. Glass Lewis' institutional investor customers benefit by conveniently receiving unfiltered commentary on the firm's analysis from subject companies and shareholder proponents.

Glass Lewis clients can also receive alerts to ensure they are proactively notified when an RFS has been published. In addition, Glass Lewis Viewpoint customers can also access all of a company's SEC filings, including any additional soliciting material filed by a company with the Commission, in the meeting materials section of the page for that company's meeting.

Additional resources:

[Glass Lewis' Report Feedback Statement](#)

[Glass Lewis Statement of Compliance with the Best Practice Principles for Providers of Shareholder Voting Research & Analysis](#)

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Additional resources on Glass Lewis' policies and procedures are available on Glass Lewis' website. Glass Lewis personnel are also available to meet with investment advisers' compliance staff to walk them through Glass Lewis' policies and procedures and answer any additional questions.

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