



## The Strategic Investor Initiative

#### BUILDING CAPITAL MARKET INFRASTRUCTURE FOR LONG-TERM VALUE CREATION

- » There is a structural gap in corporate-shareholder communications: long-term information for long-term investors. Corporations and investors require a robust long-term focused accountability environment – to help reorient our capital markets toward long-term, sustainable value creation.
- » Long-term investors require a different type of information, across a different time horizon to meaningfully inform their investment, voting and engagement activities than that traditionally covered in the earnings call.
- » Through the Strategic Investor Initiative's CEO Investor Forums, we provide a venue for CEOs to share long-term plans for sustainable value creation with long-term investors. To date, 25 leading companies have either delivered or committed to deliver their long-term plans at our CEO Investor Forums (representing in aggregate over \$2tn market cap).
- » Over time, we expect the long-term plan will become a regular fixture in the schedule of periodic communications with investors; every listed company should publicly disclose its long-term plan to long-term investors.

#### THE SHORT-TERM

Value-destroying short-term market behavior is a long-standing concern for both investors and corporations. The evidence of the negative effects of market short-termism are increasingly welldocumented:

- » Returns left on the table through short-term choices<sup>1</sup>
- » CEOs sacrificing R&D to hit earnings targets<sup>2</sup>
- » Concern that public markets under-weight long-term value creation<sup>3</sup>

These effects occur against the background of the decline in the number of U.S.-listed companies over the last two decades<sup>4</sup> – in contrast to the pattern in other world markets; a concern for investors, CEOs and public policy more broadly.

<sup>1</sup> Finally, evidence that managing for the long-term pays off (Harvard Business Review, 2017): https://hbr.org/2017/02/finally-proof-that-managing-for-the-long-term-

<sup>2</sup> The Misrepresentation of Earnings (Ilia Dichev, John Graham, Campbell R. Harvey, and Shiva Rajgopal, 2016); The Influence of institutional investors on myopic R&D investment behavior (Brian Bushee, 1998)

<sup>3</sup> We went private because I'm worried about the market's ability to think long-term: https://www.cnbc.com/2017/12/06/panera-bread-ceo-im-worried-about-shortterm-ism-in-this-market.html

<sup>4</sup> The number of U.S. public companies has declined rapidly from its peak in 1996. The U.S. Listing Gap, Craig Doidge, G. Andrew Karolyi, and René M. Stulz. (NBER Working Paper Series, 2015): http://www.nber.org/papers/w21181.pdf



#### THE BLAME GAME

Corporations and investors tend to blame each other for the intensity of short-term market pressures. CEOs comment that investors don't ask about the long-term. Investors tend to respond that corporate disclosures are of low utility to a long-term investment horizon and inhibit engagement on long-term performance.

A key element informing this dialogue is the structure of the environment in which corporate information is shared. Though successful corporations endure over decades, they tend to communicate to investors in quarters.

#### THE SHORT-TERM INFORMATION ENVIRONMENT

Short-term information is communicated through the well-developed structure of the quarterly earnings call. Such calls are a key venue for sell-side analysts that follow and develop guidance on a company's performance.

Earnings calls are a major part of a corporation's accountability environment and provide periodic insight into a corporation's short-term performance. However, long-term investors seek information that addresses a longer time horizon and broader set of metrics than are traditionally addressed on the earnings call.

CECP has often heard companies say, "We don't get questions about the long-term, Environmental, Social or Governance (ESG) factors, or sustainability from our investors." When such comments are referenced to a company's quarterly earnings call, this statement may be true – though there are signs that this is changing (See "Reducing Short-Term Pressures" below). The absence of long-term focused topics and time frames on the earnings call is informed by the time frame, topic focus and attendees of the earnings call. As a forum for talking about quarterly earnings, it is perhaps not surprising that the earnings call has proved a suboptimal forum for talking about the long-term.

Beyond the earnings call, CEOs we engage with are reporting a rapid increase in the frequency with which ESG and long-term themes are being raised with

## **CEOs and Investors** Agree: Short-Termism is a Problem

- » 86% of CEOs feel they are too short-term oriented (Board of Boards, 2016)
- » 83% of investors agree that they will move money when they hear a company's long-term plan (Sept 2017, Survey at CEO Investor Forum)
- » 58% of investors agree that long-term plans will influence proxy voting and engagement strategies (Feb 2018, Survey at CEO Investor Forum)
- » A majority of investors say that only 25% of the companies they hold successfully communicate long-term strategies (Feb 2018, Survey at CEO Investor Forum)



their Investor Relations teams – and at forums at which CEOs speak. The topics of shareholder resolutions often address ESG priority themes for investors and are reflected in the bilateral engagements corporations are having, whether through management or board, with their long-term shareholders.

#### **REDUCING SHORT-TERM PRESSURES**

Several companies have sought to reduce short-term pressures by changing the complexion of the earnings call and adjusting the frequency of communications they issue around that call.

A majority of S&P 500 companies have ended the practice of providing quarterly earnings guidance.<sup>5</sup> The practice of issuing such guidance has been identified as an amplifier of short-term market signals that has outgrown its usefulness. By ending issuing quarterly quidance and replacing it with quidance that references a much longer period, companies are reducing the inflection points for short-term trading activity and encouraging the market to consider time horizons beyond those traditionally addressed in the quarterly call.

Several companies have also begun to adjust the balance of information disclosed on the earnings call. For example, healthcare company Becton Dickinson

# Guidance and the Earnings Call – Changing Practice

The National Investor Relations Institute (NIRI) issued an updated policy on earnings guidance in June 2018 indicating that traditional quarterly earnings guidance is held in disfavor: "NIRI believes that an undue focus on short-term, single-point quidance is undesirable and that all relevant audiences - primarily investors, financial analysts, and the news media - are better served when companies focus their guidance on the business' long-term strategy and value drivers".6

FCLTGlobal research has found that quarterly earnings quidance has no meaningful impact on company valuations and that the use of longer-term guidance is better at reducing stock volatility.7

**Rivel Research** found just 7% of institutional buy-side investors want guidance for periods less than one year.8

KKS Advisors have provided a process through which corporations can smoothly transition away from quarterly earnings guidance to "integrated guidance" addressing a broader set of metrics that are material and reflective of the long-term strategic vision of the company.9



<sup>5</sup> Moving Beyond Quarterly Guidance: A Relic of the Past (FCLTGlobal)

<sup>6</sup> NIRI 2018 Policy Statement – Guidance Practices: https://www.niri.org/NIRI/media/ NIRI-Resources/2018-NIRI-Policy-Statement-on-Guidance-final.pdf

<sup>7</sup> Moving Beyond Quarterly Guidance: A Relic of the Past (FCLTGlobal)

<sup>8</sup> Moving Beyond Quarterly Guidance: A Relic of the Past (FCLTGlobal)

<sup>9</sup> Implementing Integrated Guidance: case studies in communicating value-relevant information (KKS Advisors)



"To borrow a phrase from Warren Buffet: Our favorite holding period is forever. We're going to hold your stock when you hit your quarterly earnings target. And we'll hold it when you don't. We're going to hold your stock if we like you. And if we don't. We're going to hold your stock when everyone else is piling in. And when everyone else is running for the exits." —вії мсмаьь

(BD) now begins earnings calls with a restatement of fundamental long-term strategy and shares key ESG metrics as part of the call.<sup>10</sup> Other corporations are looking at ways of integrating that longerterm horizon and related metrics into the cadence of their existing earnings call process.

These are welcome changes in corporate practice. However, long-term investors require a different type of information, across a different time horizon to meaningfully inform their investment, voting and engagement activities than that traditionally covered in the earnings call.

#### **BUILDING A LONG-TERM INFORMATION ENVIRONMENT: RESPONDING TO INVESTOR DEMAND**

Long-term holders of patient capital are seeking to deepen and enrich a fundamental understanding of their investee companies – enabling them to see the business through the lens of the board and management and support the company's long-term strategy.

# **Earnings Call Action** Lab Research Project

The Strategic Investor Initiative is collaborating on a research project led by The NYU Stern Center for Sustainable Business looking at integrating ESG disclosures into the earnings call.

Working with leading companies, we're reviewing the challenges of delivering such "integrated content" and suggestions for how such challenges can be overcome.



Center for Sustainable Business

<sup>10</sup> The New Normal: Transforming Quarterly Earnings Calls (Bob Eccles, Forbes 2018): https://www.forbes.com/sites/bobeccles/2018/02/22/the-new-normaltransforming-quarterly-earnings-calls/#3c89917f1b8e



These long-term investors use a variety of sources to inform their investment, voting and engagement activities. Given portfolio breadth, these investors seek high-value well-structured disclosure as it enables corporate governance engagement and reduces oversight costs (in a low-cost environment). As such, these investors place significant emphasis on statutory filings, such as the proxy statement, annual report and 10-K - and welcome initiatives to expand the disclosures set out in these filings.<sup>11</sup>

Nonetheless, investors consistently highlight the inadequacy of traditional corporate disclosures, particularly in relation to long-term value issues such as ESG factors. Investor responses to the SEC's Regulation S-K Concept Release in 2016 overwhelmingly sought expansion to the Commission's required disclosures to more adequately capture performance on material ESG issues. 12 Studies such as that by State Street indicate that investors regard ESG issues as material, particularly over the medium- to long-term (in addition to being out-size sources of short-term downside risk) and that existing disclosures provide poor understanding of corporate performance on these issues.13

## Long-Term Plans to Date

3M Aetna Inc. BD **CA Technologies Delphi Corporation** Humana Inc. **IBM Corporation** Johnson & Johnson **Medtronic Plc** Merck & Co., Inc.

Nielsen **PG&E Corporation** Prudential Financial, Inc. **Telia Company** The Allstate Corporation **Unilever PLC** Voya Financial, Inc. Wells Fargo & Company Welltower Inc.

The major mutual fund managers have

called in recent years for corporations to better communicate their long-term strategy to investors and highlighted the significance to these investors of well-thought-through corporate governance structures. BlackRock, a member of SII's Advisory Board, in their 2018 letter to investee companies reiterated their expectation that corporations share their "strategic frameworks for long-term value creation."

<sup>11</sup> Best Disclosure: Company-Shareholder Engagement (Council of Institutional Investors): https://www.cii.org/files/about\_us/press\_releases/2015/12\_2\_15\_best\_ disclosure\_shareholder\_engagement.pdf

<sup>12</sup> Towards a Sustainable Economy: A review of comments to the SEC's Disclosure Effectiveness Concept Release (September 2016): https://www.citizen.org/sites/ default/files/sustainableeconomyreport.pdf

<sup>13</sup> The Investing Enlightenment (Eccles, Kastrapeli, 2017): http://www.statestreet.com/content/dam/statestreet/documents/Articles/The\_Investing\_Enlightenment.pdf



We believe there is a structural gap in corporate-shareholder communications: long-term information for long-term investors. Corporations and investors require a robust longterm focused accountability environment – to help reorient our capital markets toward long-term, sustainable value creation.

#### **LONG-TERM PLANS: CEOS SETTING OUT LONG-TERM STRATEGY**

Through the Strategic Investor Initiative's CEO Investor Forums, we provide a venue for CEOs to share long-term plans for sustainable value creation with long-term investors. To date, 25 leading companies have either delivered or committed to deliver their long-term plans at our CEO Investor Forums (representing in aggregate over \$2tn market cap). Each CEO Investor Forum has been attended by investors representing in excess of \$20tn in assets under management (AUM). In investor Q&A, CEOs have responded to questions from Vanguard, BlackRock, State Street, Hermes, Goldman Sachs and CalSTRS among other leading institutional investors.

But investor-facing, CEO-delivered long-term plans are a new element in the schedule of corporate communications with their investors. Corporations require quidance as to the type of information long-term investors are seeking in long-term plans.

The Strategic Investor Initiative, working closely with the \$15tn AUM represented by our Advisory Board, has prepared such quidance set out in our Investor Letter to CEOs.14

We are learning through the company briefing process that delivering a long-term plan may require new collaborations, data and operational processes within the business. The preparation of a long-term plan may be the first time that teams such as

# Long-Term Plans Different From the Earnings Call

#### **DIFFERENT TIME HORIZON:**

3 - 7 years, not the quarter

#### **DIFFERENT AUDIENCE:**

More patient to permanent capital

#### **DIFFERENT METRICS:**

Goals, metrics and milestones, long-term strategy, the role of the board, not performance against quarterly or annual quidance

#### **DIFFERENT FOCUS:**

Key focus on governance and the role and composition of the board as it relates to long-term strategy, long-term megatrends, and material environmental, social and governance (ESG) factors

<sup>14</sup> See Appendix for SII Advisory Board members



Investor Relations and Corporate Responsibility have co-owned an investor-facing project. These teams may have to undertake a level-setting process to reach a common understanding of what to disclose in a long-term plan and why. As such, the preparation of a long-term plan may be generative of new operational processes and data.15

Over time, we expect the long-term plan will become a regular fixture in the schedule of periodic communications with investors; every listed company should publicly disclose its longterm plan to long-term investors.

#### SII'S INVESTOR LETTER TO CEOS - OPERATIONALIZING THE **CALL FOR LONG-TERM VALUE CREATION**

The Strategic Investor Initiative's Investor Subcommittee (led by SII Co-Chairs Bill McNabb, Chairman of Vanguard, and Alex Gorsky, CEO and Chairman of Johnson & Johnson) has developed a principles-based quidance letter which sets out key elements that a corporation should reflect on when preparing a long-term plan to deliver at our CEO Investor Forums.<sup>16</sup>

The guidance set out in this letter helps to operationalize the call for "strategic frameworks for long-term value creation" – enabling this to be done through the medium of the long-term plan. The quidance is also designed to provide CEOs across different sectors with the flexibility to tell the authentic longterm value story of the corporation – choosing the goals, metrics and milestones most relevant to business performance over the long-term.

# SII Investor Letter Signatories

#### William McNabb III

Chairman, Vanquard SII Co-Chair

#### Jonathan Bailey

Head of ESG Investing Neuberger Berman

#### Dana Bezerra

President Heron Foundation

#### Robert Fernandez, CFA

Vice President, Director of ESG Research Breckinridge Capital Advisors

#### Dr. Hans-Christoph Hirt

Head of EOS Hermes Investment Management

#### **Christine Hurtsellers**

Voya Investment Management

#### Erika Karp

Founder and CEO Cornerstone Capital Inc.

#### Gianna M. McCarthy

Director, Corporate Governance Office of the NYS Comptroller Division of Pension, Investment & Cash Management

#### Mark W. McDivitt

Managing Director, Head of ESG Solutions State Street Corporation

#### Brian A. Rice

Portfolio Manager Investments - Corporate Governance California State Teachers' Retirement System

<sup>15</sup> Integrated Thinking: Aligning purpose and the business model to market opportunities and sustainable performance (CIMA Global Academic Research)

<sup>16</sup> Past CEO Investor Forums: http://cecp.co/home/our-coalition/strategic-investor-initiative/past-cif-events/



#### **INVESTOR LETTER – ELEMENTS OF A LONG-TERM PLAN**

Signatories to the Investor Letter have segments of assets under management with a long-term investment outlook that are generally between three and seven years – or longer.

Here are some general themes that CEOs should consider addressing when talking to these large, long-term investors:

**GROWTH:** Spend time talking about plans for future growth, with goals, metrics or milestones mapping to future years with a minimum five-year trajectory. Articulate the view of the future market place, industry operating environment, how future trends may affect operations and how growth plans address these related opportunities.

STRATEGY: Include overarching commentary on the role of the board in formulating the longterm strategy and its processes for monitoring management in delivery of the plan.

**RISK:** Communicate its view of key financially material risks, including long-range mega-trends (such as climate-related risks) and the relevant frameworks used to identify ESG factors.

# Seven Questions for Corporations to Consider When Presenting Publicly-Disclosed, Investor-Facing Long-Term Plans

- What are the key risk factors and megatrends (such as climate change) your business faces over the next three to seven years and how have these influenced corporate strategy?
- How do you identify your financially material business issues and which frameworks do you use for reporting on these issues? How do these figure into your future strategy and capital allocation plans?
- How do you describe your corporate purpose and how do you help your employees share your vision for the company's role in society? How does this shape your long-term strategy? How does your future strategy act upon this purpose?

- How do you manage your future human capital requirements over the long-term and how do you communicate your future human capital management to your investors?
- What is the corporation's framework/strategies for interacting with its shareholders and key stakeholders?
- How will the composition of your board (today and in the future) help guide the company to its long-term strategic goals?
- What is the role of the board in setting corporate strategy, setting incentives for and overseeing management? How does the corporation ensure a well-functioning and diverse board accountable to its key stakeholders?



The majority of this discussion should focus on the strategy and resources allocated to address future risks – requiring a specific discussion of the capital allocation framework and its implications across the time horizon of the long-term plan.

The guidance provided in this letter will not go stale – it speaks to enduring issues of investor interest. We're also not being prescriptive in our description of the appropriate components of a long-term plan.

We acknowledge that an effective long-term plan must be adaptable and that each corporation must develop its own way to effectively communicate its long-term strategy, governance and risks.

#### THE LONG-TERM PLAN: A VALUABLE ADDITION TO THE INVESTOR RELATIONS TOOLKIT

**INVESTOR TARGETING:** Corporations want more long-term 'sticky' investors in their investor base. The academic evidence indicates that long-term investors are good for a company on a range of dimensions, such as reduced managerial myopia etc.<sup>17</sup> The way a corporation communicates with its investors affects its investor base. Through intentional signaling, delivering a long-term plan, and ending sort-term earnings guidance, a corporation can proactively "choose its shareholders".

## Six Reasons Companies Should Share Their Long-Term Thinking<sup>18</sup>

- To demonstrate that there is an effective long-term strategy
- To show that the company can anticipate and capitalize on mega-trends
- To help investors understand ESG issues "through the eyes of management"
- To encourage the C-Suite to reflect on the corporate eco-system, including a consideration of its stakeholders
- To help inspire and retain both employees and investors over the long-term
- To foster leadership in corporateshareholder communications

<sup>17</sup> Harford, Jarrad, Kecskes, Ambrus and Mansi, Sattar, Do Long-Term Investors Improve Corporate Decision Making? (November 25, 2017). Available at SSRN: https://ssrn.com/abstract=2505261

<sup>18</sup> Six reasons why companies should start sharing their long-term thinking with investors (Tim Youmans and Brian Tomlinson, 2017) MIT Sloan Management  $\textbf{Review:} \ \text{https://sloanreview.mit.edu/article/six-reasons-why-companies-should-start-sharing-their-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thinking-with-investors/linear-long-term-thi$ 



**INVESTOR ALLIES:** The perpetual holders of capital calling for more market long-termism are likely the largest holders of the stock of large-cap U.S. companies. As these institutions tend to be indexed, they have often been neglected in the investor relations engagement schedule - though that has been changing rapidly as companies embrace off-season engagement with these strategic investors. A long-term plan enables a CEO to reach these investors in an efficient way and get their buy-in to management's long-term approach.

STOCK FOLLOWING AND VISIBILITY: For small- and mid-cap companies, achieving the right level of awareness of your company's business model and value proposition is a key investor relations challenge. Forums matter – for stock visibility and following. 19 For many CEOs, a long-term plan delivered at a CEO Investor Forum can be an effective free-roadshow – additional to the existing disclosure venues used by the company.

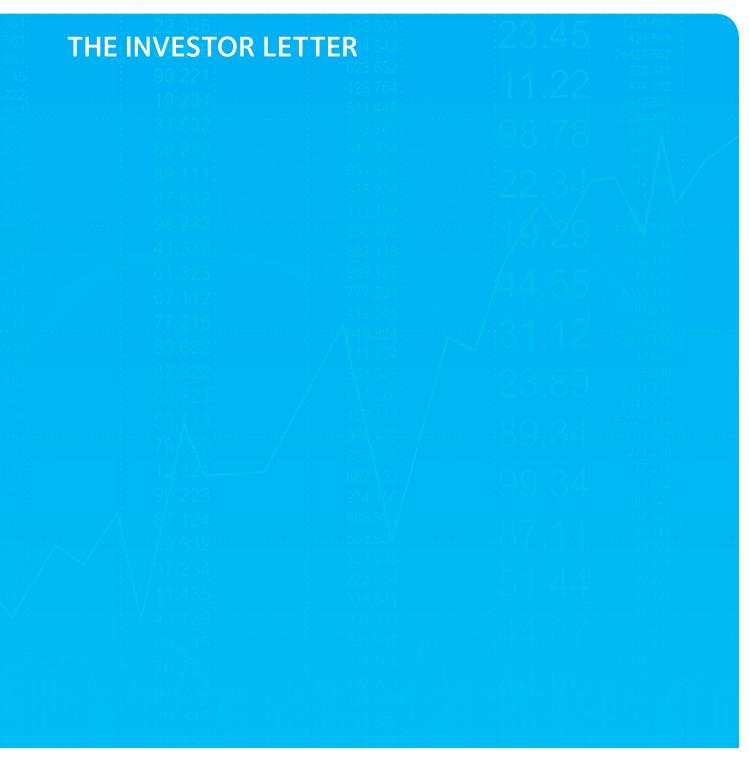
**NEW OPERATIONAL PROCESSES:** A long-term plan may be a critical moment for institutional learning for a corporation necessitating new collaborations and data generation. In a world in which ESG issues are increasingly key to both performance, purpose and reputation, delivering a long-term plan can enhance resilience, capacity and innovation.<sup>20</sup>

<sup>19</sup> Investor Relations, Firm Visibility and Investor Following (Brian Bushee, Gregory Miler). May 2006

<sup>20</sup> The Performance Frontier: Innovating for a sustainable strategy (Robert Eccles and George Serafeim, 2013): https://bbr.org/2013/05/the-performance-frontierinnovating-for-a-sustainable-strategy)



# Appendix 1





## CEO Investor Forum: Investor Letter to Presenting Companies

From: The CECP SII Advisory Board Investor Subcommittee

Subject: Guidance on Future CEO Investor Forum Long-Term Plan Presentations

Companies that are listed on public stock exchanges face a constant, daily demand from investors for information. In recent years, however, many large institutional investors have expressed a desire to gain a different perspective: the long-term view.

CECP is a CEO-led organization that works with over 200 of the world's leading companies to advance business as a Force for Good in society. CECP has taken the lead to establish CEO Investor Forums to help operationalize the call for long-term value creation. We have held two Forums to date—with 14 leading CEOs/companies (\$1 trillion market cap) sharing long-term plans with investors representing over \$25 trillion in assets under management.

We have plans for many more Forums, and today, we write

in our capacity as the Investor Subcommittee of CECP's new Strategic Investor Initiative (SII) Advisory Board, which represents over \$15 trillion in assets under management, to provide guidance to companies presenting at future CECP-sponsored CEO Investor Forums

The Forums provide a platform for discussing long-term value creation, sharing and discussing material information that extends beyond quarterly earnings calls, and helping to deepen and enrich investor understanding of companies' plans

for managing growth, strategy, and risk.

We encourage CEOs to use the Forums as an opportunity to talk to "patient capital" about their companies' long-term plans. Such opportunities are often under-represented in the quarterly-driven system of corporate-shareholder communications, which can be of limited use in shaping a long-term investment, engagement, and voting outlook.

#### Talking to long-term investors

CECP institutions have segments of assets under management with a long-term investment outlook that are generally between three and seven years—or longer. Here are some general themes that CEOs might address when talking to large, long-term investors:

#### Growth

We suggest CEO presentations be spent talking about plans for future growth, with goals, metrics or milestones mapping to future years with a minimum five-year trajectory. Companies should articulate their view of the future market place, their industry's operating environment, how future trends may affect their company's operations and how their growth plans address these related opportunities.

#### Strategy

The CEO should consider including overarching commentary on the role of the board in formulating the long-term strategy and its processes for monitoring management in delivery of the plan. This is intended as a focused narrative about future performance, not past performance.

#### Risk

A long-term plan provides a corporation with an opportunity to communicate its view of key financially material risks, including long-range mega-trends (such as climate-related risks) and the relevant frameworks used to identify environmental, social and governance (ESG) factors. The majority of this discussion should ideally focus on the strategy and resources allocated to address future risks.

#### Questions to frame the conversation

As long-term investors, there are issues of enduring interest to us as we seek a deeper understanding of our investee companies and inform our voting and engagement activities. Below we set out key suggested questions to consider when presenting publicly-disclosed, investor-facing long-term plans.

- 1. What are the key risk factors and mega-trends (such as climate change) your business faces over the next three to seven years and how have these influenced corporate strategy?
- 2. How do you identify your financially material business issues and which frameworks do you use for reporting on these issues? How do these figure into your future strategy and capital allocation plans?
- **3.** How do you describe your corporate purpose and how do you help your employees share your vision for the

- company's role in society? How does this shape your long-term strategy? How does your future strategy act upon this purpose?
- **4.** How do you manage your future human capital requirements over the long-term and how do you communicate your future human capital management to your investors?
- 5. What is the corporation's framework/strategies for interacting with its shareholders and key stakeholders?

- **6.** How will the composition of your board (today and in the future) help guide the company to its long-term strategic goals?
- 7. What is the role of the board in setting corporate strategy, setting incentives for and overseeing management? How does the corporation ensure a well-functioning and diverse board accountable to its key stakeholders?

Over time, we expect that the delivery of long-term plans will become a mainstream feature of the schedule of corporate communications with shareholders. CECP's CEO Investor Forums are a key tool in refocusing our capital markets towards this new normal emphasis on long-term value creation. We look forward to upcoming CEO long-term plan presentations at future Forums.

#### Sincerely,

#### William McNabb III

Chairman, Vanguard SII Co-Chair

#### Jonathan Bailey

Head of ESG Investing Neuberger Berman

#### Dana Bezerra

President Heron Foundation

#### Robert Fernandez, CFA

Vice President, Director of ESG Research Breckinridge Capital Advisors

#### Dr Hans-Christoph Hirt

Head of EOS Hermes Investment Management

#### **Christine Hurtsellers**

CEO

Voya Investment Management

#### Erika Karp

Founder and CEO Cornerstone Capital Inc.

#### Gianna M. McCarthy

Director, Corporate Governance Office of the NYS Comptroller Division of Pension, Investment & Cash Management

#### Mark W. McDivitt

Managing Director Head of ESG Solutions State Street Corporation

#### Brian A. Rice

Portfolio Manager

Investments – Corporate Governance California State Teachers' Retirement System

### CECP's Strategic Investor Initiative (SII)

#### **Advisory Board Members**

Current Advisory Board Members as of January 11, 2018 include:

#### Bill McNabb

Chairman, Vanguard Group & SII Co-Chair

#### Jonathan Bailey

Managing Director and Head of ESG Investing, Neuberger Berman

#### Lee Ballin

Head of Sustainable Business Programs, Bloomberg

#### **Crystal Barnes**

Senior Vice President Global Responsibility and Sustainability, Nielsen

#### Dana Bezerra

President, F.B. Heron Foundation

#### Glenn Booraem

Principal and Investment Stewardship Officer, Vanguard

#### Daryl Brewster

CEO, CECP

#### Michelle Edkins

Managing Director, Global Head of Investment Stewardship, BlackRock

#### Anthony Di Meo

Director, Investor Relations, BD

#### **Robert Fernandez**

CFA, Vice President, Director of ESG Research, Breckinridge Capital Advisors

#### Benjamin Gigot

Vice President of Research, Investment Management, CDPQ

#### Evan Harvey

Director of Corporate Responsibility, NASDAQ

#### Hans Hirt

Executive Director and Head of Hermes' Equity Ownership Services

#### Erika Karp

Founder, CEO and Chair of the Board, Cornerstone Capital Inc.

#### Paula Loop

Assurance Partner and Leader, PwC's Governance Insights Center, PwC

#### Teri Loxam

Vice President, Investor Relations, Merck

#### Graham Macmillan

Senior Program Officer, Inclusive Economies, Ford Foundation

#### Gianna McCarthy

Director of Corporate Governance, Office of the New York State Comptroller

#### Mark McDivitt

Managing Director, Head of ESG Solutions State Street Corporation

#### Kathleen McLaughlin

President, Walmart Foundation & Global Head of Sustainability, Walmart

#### Tim Nixon

Head of Sustainability Thought Leadership, Managing Editor Sustainability, Thomson Reuters

#### **Brian Rice**

Portfolio Manager, CalSTRS

#### **Amy Springsteel**

Assistant Vice President, Voya Financial

#### **Brian Tomlinson**

Research Director, Strategic Investor Initiative, CECP

#### Mark Tulay

Director, Strategic Investor Initiative, CECP

#### Dennis Whalen

Leader, Board Leadership Center, KPMG

#### Tim Youmans

Engagement Director, Hermes' Equity Ownership Services, North America

#### **Network Partners**



BlackRock

Bloomberg















McKinsey&Company























# Appendix 2

1234.664; 421.563;	22.345	132.334	23.45	1234.664 421.563
421.563 ADVISO	RY BOARD	) MEMBERS		24422.562
				232.345 424.222
				3513.567
				288.456
				499.221 1349.2 <b>3</b> 4
				343. <b>5</b> 67
				342.246 31 532
				31 532 <b>V</b> 662 232
				··44444.785···
				354.234
				636.111 78.673
				8339.111
				67.632
				98.232 ; 2333.452 ;
				12.543
				55.896
				3341.332 6441.323
				62227.112
				33.562
				271.286 77.218
				3.682
				87.322 332.321
				59.113
				79.322
				332.321
				32.124
				44.332
				97.234
				3444.129
				99.345
				97.234
				20.845
1/34/4/25 1111111	36 458	974 235	1111/4/11111	36,458 ;



### CECP's Strategic Investor Initiative (SII)

#### **ADVISORY BOARD MEMBERS**

Current Advisory Board Members as of July, 2018 include:

Co-Chair: Bill McNabb Chairman, Vanguard

Co-Chair: Alex Gorsky

Chairman & CEO, Johnson & Johnson

Jonathan Bailey

Managing Director and Head of ESG Investing,

Neuberger Berman

Lee Ballin

Head of Sustainable Business Programs, Bloomberg

**Crystal Barnes** 

Senior Vice President Global Responsibility and Sustainability, Nielsen

Dana Bezerra (Pancrazi)

Vice President, Capital Markets, Heron

Foundation

Glenn Booraem

Investment Stewardship Officer, Vanguard

**Daryl Brewster** CEO, CECP

Anthony Di Meo

Director, Investor Relations, BD

Michelle Edkins

Managing Director, Global Head of Investment Stewardship, BlackRock

Robert Fernandez

CFA, Vice President, Director of ESG Research, Breckinridge Capital Advisors

Benjamin Gigot

Vice President of Research, Investment Management, CDPQ

**Evan Harvey** 

Director of Corporate Responsibility, NASDAQ

Hans Hirt

Executive Director and Head of Hermes EOS

Erika Karp

Founder, CEO, and Chair of the Board, Cornerstone Capital Inc.

Paula Loop

Assurance Partner and Leader, PwC's Governance Insights Center, PwC

Teri Loxam

Vice President, Investor Relations, Merck

Graham Macmillan

Senior Program Officer, Ford Foundation

Gianna McCarthy

Director of Corporate Governance, Office of the New York State Comptroller

Mark McDivitt

Managing Director, Head of ESG Solutions, State Street Global Exchange

Kathleen McLaughlin

President, Walmart Foundation & Global Head of Sustainability, Walmart

**Tim Nixon** 

Head of Sustainability Thought Leadership, Managing Editor of Sustainability, Thomson Reuters

**Brian Rice** 

Portfolio Manager, CalSTRS

**Douglas Sabo** 

VP, Head of Corporate Responsibility & Sustainability, Visa Inc.

**Amy Springsteel** 

Assistant Vice President, Corporate Responsibility, Voya

**Brian Tomlinson** 

Research Director, Strategic Investor Initiative, **CECP** 

Mark Tulay

Director, Strategic Investor Initiative, CECP

**Dennis Whalen** 

Leader, Board Leadership Center, KPMG

Tim Youmans

Engagement Director, Hermes Equity Ownership Services