



Stewardship and Voting Policy



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1. Definition and Background¹

This Policy is one part of USS' broader approach to responsible investment. More information on our approach can be found in the USS Statement of Investment Principles and the Trustee's Investment Beliefs and Responsible Investment Beliefs and Ambition Statement. In this Policy we refer to these Trustee principles and beliefs collectively as "USS' Responsible Investment Approach".

Consistent with that approach, USSIM², the Trustee's wholly owned subsidiary, recognises that:

- as a Universal Owner, USS is exposed to certain market-wide or systemic issues which could impact the investment returns it seeks. With risks that are systemic, it is unlikely that portfolio diversification alone will be enough to avoid all material risks in the same way as can be achieved with non-systemic risks;
- the Trustee's primary duty when exercising its investment power is to invest scheme assets in the best financial interests of the Scheme's members and beneficiaries having regard to the position of the Scheme as a whole; and
- the Trustee believes that when investments are run effectively and their environmental and social risks, like climate change or health and safety, are appropriately managed, risk-adjusted returns can be improved over the long-term.

The core stewardship activities undertaken by USSIM include the exercise of voting rights and engagement with companies, regulators and standard setters.

2. Purpose and Objectives

The Policy outlines USSIM's approach to stewardship via engagement and voting.

3. Applicability & Scope

This Policy applies to all USSIM staff who are engaged, directly or in support roles, with USSIM's stewardship, engagement and voting activities.

4. Policy Statement

Responsible investment involves acting as an engaged and active long-term owner to reduce risk over time and to seek to improve risk-adjusted returns.

USSIM's policy commitment is to implement stewardship, engagement and voting activities consistent with applicable law and regulation and with USS' Responsible Investment Approach.

¹ In this Policy, "Trustee" means Universities Superannuation Scheme Limited (in its capacity as the sole corporate trustee of the Scheme); "USSIM" means USS Investment Management Limited; and "USS" or "Scheme" means the pension scheme itself.

² The trustee delegates design and implementation of investment strategy to a wholly owned subsidiary – USS Investment Management Limited (USSIM) – which employs a team of professionals in the London offices, providing in-house investment management and advisory services.

5. Policy Principles

Engagement

USSIM will, on behalf of the Scheme, engage in respect of the assets in which it invests on financially material matters to encourage companies to make positive changes. Engagement can be via meetings, calls, emails or letters in which issues are discussed and USSIM's expectations are made clear.

USSIM will also, where appropriate, collaborate with other investors where this can add weight to individual company engagements and help address market wide systemic failures.

Voting

Voting is central to effective stewardship and provides the necessary checks and balances on management behaviour and performance. USS aims to vote on all resolutions, to abstain only in exceptional circumstances and to strive for consistency over time.

USSIM, on behalf of the Scheme, ensures voting is implemented in line with the best financial interests of the Scheme's members and beneficiaries, and does so globally on all publicly listed assets where it has discretion to vote.

USSIM will comply with the Trustee's Voting Principles. USSIM commits to maintain voting guidance that is aligned to those Voting Principles. The Voting Principles are communicated to the Scheme's relevant external managers.

6. Roles and Responsibilities

The USSIM Board is responsible for:

- approving this Policy;
- overseeing USSIM's compliance with it; and
- overseeing the delivery of appropriate reporting by USSIM to the USSL Investment Committee in respect of it.

USSIM teams are responsible for:

- maintaining this Policy and proposing updates to it in compliance with its agreed review cycle;
- reporting to the USSL Investment Committee on stewardship activities and USSIM Board on the implementation of the Policy;
- undertaking activities and performing oversight in line with the Policy;
- communicating the Voting Principles with external managers; and
- providing appropriate training on the Policy to affected staff.

All USSIM staff who are engaged, directly or in support roles, with USSIM's stewardship activities are responsible for:

- ensuring that they are familiar, and comply, with this Policy, any voting principles issued by the trustee, and any voting guidance issued in connection with this Policy.

7. Risks addressed by this policy

This Policy addresses legal and regulatory risk and investment performance risk.