

# IMPLEMENTATION STATEMENT FOR THE IRACROFT LIMITED PENSION AND LIFE ASSURANCE SCHEME

## 1. Introduction

This is the Implementation Statement for the Iracraft Limited Pension and Life Assurance Scheme ('the Scheme') and reflects the position on 5<sup>th</sup> April 2022. The Implementation Statement (Statement) sets out the extent to which the Trustee has followed the voting and engagement policies in the Statement of Investment Principles (SIP). The Statement includes a description of the voting behaviour by, and behalf of, the Trustee. This Statement should be read in conjunction with the SIP.

The SIP was last reviewed and updated in 2022 and reflects the Trustee policies relating to responsible investment, including both financial and non-financial matters that the Trustee considered. This included Environmental, Social and Governance (ESG) considerations. Stewardship was also considered, i.e. voting and engagement, together with the ability of the Trustee to influence the actions of their investment managers.

The selection of investment managers is considered, including their objectives, fees and their basis of charging and how that aligns with the interests of the Scheme, ensuring there are no conflicts of interest. The duration of each manager appointment is also considered, together with the ability to terminate their appointment, and any conditions of that termination, should this prove necessary.

As a part of the investment review the sponsoring Employer was consulted on the content of the 2022 SIP and the strategy.

## 2. Investment Objective

This is effectively outlined in the SIP and remains the achievement of a rate of return as required in the most recent actuarial valuation.

## 3. Investment Strategy

The Trustee continues to implement the strategy as outlined in the SIP.

## 4. Setting the Investment Arrangements

In Managing the assets of the Scheme the Trustee owns policies of assurance. As the Grantee of the policy the Trustee has the benefit of the protection offered under the Financial Services Compensation Scheme (FSCS) and the terms of the specific policy of assurance.

### **Mobius Life**

The Trustee holds a long-term insurance policy with Mobius Life as a part of the Mobius Life long term business fund. As Grantee under the policy the Trustee may pay premium to Mobius Life who will allocate units to the policy. The allocation of units is notional and references to both units and funds are solely for the purpose of calculating benefits under the policy. Neither the Grantee (which is the Trustee) nor any other person has any right or interest in the Units, the funds or any other specific assets or income of Mobius Life by virtue of the policy.

The wide range of asset classes available to the Trustee are considered as is the ease of access to institutional style investment management funds at an acceptable annual management charge. During the past 12 months the Trustee has received information and advice on how to achieve their objectives and how to access appropriate investment funds in a secure way.

## **5. Implementation of the Investment Arrangements**

The arrangements are assessed on an ongoing basis at Trustee meetings and by the Investment Adviser of the Trustee. This may in part be by face to face meetings where it is practical to do so.

The Trustee is aware of the need to consider the impact of costs and value for money on the long-term performance of the investments in the pooled funds. In an effort to reduce cost and the risks associated with 'active' fund management, the Trustee has invested the majority of the Scheme's assets in passive or index funds.

The funds are accessed via the Mobius Life investment platform using a Trustee Investment Plan which is technically a policy of assurance. This route of access avoids de-minimis fees and can benefit from aggregation discounts on annual management charges. Reporting is co-ordinated and this represents a significant benefit to the Scheme.

## **6. Realisation of Investments**

Investments are reviewed on a regular basis in the light of net cash flow requirements. The pooled funds may be accessed on a daily basis and the Trustee believes that this supplies adequate liquidity for the Scheme.

## **7. Investment Governance and Financially Material Considerations**

The matter of investment and investment governance in a widest sense is taken seriously by those who manage the Scheme (The Trustee). To this end the Scheme has a Statement of Investment Principles (SIP), which is considered and reviewed periodically as appropriate.

The current SIP was agreed in March 2022 and that followed in-depth consideration of the environmental, social and governance requirements, considering both financial and non-financial aspects, in respect to the asset types as required in the long term for the Scheme as it matures. The Scheme is investing appropriately against this background and there has not been a need to make further amendments although the Trustee has kept this position under review.

Those that manage the Scheme collectively have the necessary qualifications and experience appropriate to a Scheme of this size. They meet regularly as required by the business of the Scheme, including investment business. Investment matters are on the agenda for all Trustee regular meetings. The Scheme has access to professional advisers including, but not limited to, Investment Adviser, Actuary, and Lawyer.

## **8. Approach to Non-Financial Matters**

The Scheme invests in pooled pension funds. This is appropriate to a Scheme of this size and brings added security in that the assets are covered by the Financial Services Compensation Scheme (FSCS).

The Scheme will always prefer an investment that is beneficial to society and the environment over one that is not. In making such a statement the managers of the Scheme are noting that by using pooled investment vehicles they are not the direct owners of the underlying assets. They do however have access (sometimes limited by availability of information) to a copy of the content of the underlying portfolios of the pooled investment managers.

## **9. Strategic Asset Allocation**

During the past 12 months the Scheme has followed the allocation as outlined in the SIP and where there has been any variation this has been intentional. Those that manage the Scheme continue to consider that the asset allocation is appropriate and have considered this at their meetings in the year.

## **10. Mandate Parameters**

The Scheme has selected pooled pension funds with specific objectives. Each of the pooled funds that the Scheme is invested in has its own specific objective and in selecting these funds the managers of the Scheme received investment advice from a financial adviser of appropriate standing and experience and working for an organisation registered with the Financial Conduct Authority.

When reviewing the investments during the year it was noted that the pooled funds were being managed to their objectives and that the results were as the Scheme expected. Further the financial standing of the managers of the pooled funds has been considered and noted that it continues to be appropriate. The managers of the pooled funds that the Scheme participates in are required to report to the Prudential Regulatory Authority (PRA) who in turn supervise the solvency of these managers on behalf of the Bank of England.

The Scheme has considered this position during the year and remains comfortable with the approach in place, including the capital structure and financial standing of the investment managers. Specifically, the Trustee takes considerable comfort at investing via a policy of assurance and the protection that brings.

## **11. Voting Rights and Description of Voting Behaviour During the Year**

Participants in pooled investment funds do not generally acquire rights over the underlying holdings of the pool. There is no direct relationship between the Scheme and the companies whose shares are held within the pooled investment funds that the Trustee is using. In effect this means that the manager of the pool exercises voting rights on behalf of the Trustee (as a participant in the pool) but without any obligation to consult. The Scheme does not use a proxy voting service, in practice it does not have the right to exercise votes at the general meetings of companies held within the pooled investment funds. Generally, other than for matters of financial reconstruction, holders of gilts, bonds, physical property and other alternative investments may not have voting rights.

Where the Scheme holds units of investment in pooled equity funds the Scheme is able to see how the manager has voted in the summary stewardship reports that the manager may produce for information. These matters are currently only reported at overall manager level and not in a specific way in respect to the funds that we invest in. This may change in the future and the Scheme is aware that there are many initiatives in the investment markets generally to improve access information and reporting in this area.

Other than via our investment consultant it is challenging for the Scheme to influence the manager of a pooled fund on matters of voting for individual companies. The Scheme does however take its responsibilities seriously in this area and notes that it always has the option to divest from the manager if, in the view of the Scheme, expressed by those who manage it, this was deemed appropriate. Set against this is an overall fiduciary responsibility of the Trustee to manage the Scheme assets.

In future years the Trustee expects managers to provide summary stewardship reports that highlight key voting issues, particularly around matters of diversity and the environment. Other managers that the Trustee may access have similar information published on the world wide web. The Trustee considers such information in making decisions under the policy of assurance that they own.

Such reports are available for example from Legal and General and BlackRock, at a high level, by accessing:

[Corporate Governance and Responsible Investment Principles - UK \(lgima.com\)](https://www.lgima.com/Corporate-Governance-and-Responsible-Investment-Principles-UK)

<https://www.blackrock.com/corporate/sustainability>

## **12. The Trustee**

At each Trustee meeting, where their Investment Adviser is present, the Trustee receives a presentation on the investment strategy and the pooled funds of the Scheme. This has included some comment on ESG and where available the wider voting record of the investment manager.

The Trustee group includes experienced individuals with relevant qualifications and practical working experience of investment matters and governance. This method of operation facilitates an excellent understanding at Scheme level of the requirements when exercising 'good governance'.

## **13. Trustee Knowledge and Understanding**

Winterbourne Trustee Services is a specialist professional Independent Trustee and is the sole Trustee of the Scheme. As a firm of professional trustees, Winterbourne brings its long experience and specialist pensions knowledge to what is now a very complex and increasingly legislated area.

## **14. Processes around Managing Scheme Investments**

Having set a strategic asset allocation this process has revolved mainly around managing cash flow during the year. In this respect, where funds have been required for additional cashflow, retirements or member transfers, the Trustee has taken appropriate advice and sold investments to provide the necessary liquidity.

## **15. Holding Advisers and Managers to Account**

The Scheme is managed by the Trustee and they in turn take advice where required. Those that act as advisers to the Scheme have objectives to deliver service as required and the Trustee group consider the success of this on an ongoing basis. The Investment Adviser has objectives in place that were reviewed in 2022.

No action has been necessary during this year in respect of shortcomings of advisers or service providers to the Scheme. The Trustee notes that the management of a Scheme such as this can be a challenging matter, and that in particular budgets must be

appropriate. These matters are regularly considered with assistance from the Principal Employer and the Trustee considers that overall the Scheme functions well, achieving good value from its service providers.

#### **16. Manager Selection, Review and Monitoring**

The Scheme, due to some forced fund closures, made changes to the holding of pooled funds during the year. These changes were made following investment advice from the Investment Adviser and in alignment with the SIP.

#### **17. Transparency**

The assets held by the Scheme are transparent. It is anticipated that in future years all transaction costs on the underlying assets of the pooled funds that the Scheme owns will be available for general publication. For monetary instruments such as gilts and fixed interest holdings such costs are implicit in the purchase price of the underlying asset and so are unlikely to be available. We are aware that the investment industry is considering how to report on such matters and are therefore waiting for more information in this area.

#### **18. Conclusion**

The Scheme has managed its assets successfully throughout the period under review, This Implementation Statement should be read in conjunction with the SIP and is supported by ESG and voting information as supplied to the Investment Adviser for the Scheme by the managers of the pooled funds that the Scheme participates in.

#### **19. Further Information**

Some examples of key investment manager decisions are attached as an appendix. If further information is required on any of the matters covered in the Implementation Statement please contact the Trustee, Winterbourne Trustee Services, or the Principal Employer.

**April 2022**

## Appendix

### BlackRock Investment Stewardship (BIS) examples of significant votes

Set out below are some example governance stances taken by this fund manager

	VOTE 1	VOTE 2	VOTE 3
Company name	Costco Wholesale Corporation	China Tower Corporation Limited	Helmerich & Payne Incorporated
Date of vote	25-01-2022	14-01-2022	01-03-2022
Summary of the resolution	Re-election of Chairman James Hamilton	To elect an all-male board of directors	Election of directors
How you voted	For the re-election	BIS voted against re-election of two incumbent directors	For the election of directors
Rationale for the voting decision	<p>A week before the AGM the company published new quantitative targets for greenhouse gas emissions targets including a commitment to reduce global carbon emissions by 2% per year</p> <p>BIS believe investor engagement with the company helped accelerate the disclosure of the emission targets</p>	<p>Unless a female director is appointed in the next three years the company would not be able to meet the board diversity requirements of the Hong Kong Stock Exchange. This has the potential regulatory and reputational risk combined with the lack of diversity, undermining the board effectiveness</p>	<p>BIS supported the election of all directors to reflect the progress the company has demonstrated over the past year on their approach to navigating business relevant risks and opportunities stemming from the energy transition and important to the long-term financial interests of shareholders</p>
Outcome of the vote	Passed	Passed	Passed
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	<p>There are signs that once the emission targets are met this should help Costco in managing their adaptation in the energy transition</p>	<p>BIS will continue to engage with the company to provide constructive feedback to enhance diversity in the boardroom</p>	<p>There remains room for improvement in the company's climate risk oversight as shareholders would benefit from the inclusion of greenhouse gas and methane emissions reductions</p>

## River & Mercantile (R&M) examples of significant votes

Set out below are some example governance stances taken by this fund manager

	VOTE 1	VOTE 2	VOTE 3
Company name	Alphabet	Shell	Las Vegas Sands
Date of vote	02-June-21	18- May-21	13-May-21
Summary of the resolution	Re-election of Directors Frances Arnold and John Hennessey	Re-election Ben van Beurden as Director	Elect David F Levi Director
How you voted	R&M voted against the election	R&M voted against re-election	Withheld
Rationale for the voting decision	<p>R&amp;M are supporting a collaboration engagement initiative with social media companies to make social media platforms a safer place</p> <p>Alphabet have not been willing to meet a group of investors to discuss live social media streaming and dissemination of objectionable content</p>	<p>Severe ESG controversies had been identified, reflecting in the board's failure to guard against and manage material environmental, social and governance risk</p> <p>Ben van Beurden should be held accountable for poor board and management oversight of ESG risk</p>	<p>Concerns relating to board diversity as board is not composed of at least 25% female directors. R&amp;M voting policy is at least one female board member for smaller companies and 25% for FTSE250 and 100 companies</p>
Outcome of the vote	1.7% and 5.3% against respectively	4.73% against	Unknown
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	There are signs that Alphabet are beginning to change in response to shareholder pressure	To continue monitoring Shell's ESG risks. Following engagement Shell are taking steps to mitigate ESG risks identified	The company is very aware of diversity and appointed a new female board director

## Legal & General Investment Management (LGIM) examples of significant votes

Set out below are some example governance stances taken by this fund manager

	VOTE 1	VOTE 2	VOTE 3
Company name	Qantas Airways Limited	Hollywood Bowl Group	Toshiba Corp.
Date of vote	23-Oct-20	27-Jan-21	18-Mar-21
Summary of the resolution	Resolution 3 Approve participation of Alan Joyce in the Long-Term Incentive Plan Resolution 4 Approve Remuneration Report	Resolution 2: approve remuneration report Resolution 3: re-elect Nick Backhouse as director Resolution 7: re-elect Ivan Schofield as director Resolution 8: re-elect Claire Tiney as director	Resolution 1: Appoint Three Individuals to Investigate Status of Operations and Property of the Company  Resolution 2: Amend Articles to Mandate Shareholder Approval for Strategic Investment Policies including Capital Strategies
How you voted	LGIM voted against resolution 3 and supported resolution 4	We voted against the remuneration report and escalated our concerns by a vote against all the members of the remuneration committee	LGIM voted for the resolutions
Where you voted against management, did you communicate your intent to the company ahead of the vote?	Given our engagement, LGIM's Investment Stewardship team communicated the voting decision directly to the company before the AGM and provided feedback to the remuneration committee	LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics	LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics



<p>Rationale for the voting decision</p>	<p>The COVID crisis has had an impact on the Australian airline company's financials. In light of this, the company raised significant capital to be able to execute its recovery plan. It also cancelled dividends, terminated employees and accepted government assistance</p> <p>The circumstances triggered extra scrutiny from LGIM as we wanted to ensure the impact of the COVID crisis on the company's stakeholders was appropriately reflected in the executive pay package. In collaboration with our Active Equities team, LGIM's Investment Stewardship team engaged with the Head of Investor Relations of the company to express our concerns and understand the company's views</p> <p>The voting decision ultimately sat with the Investment Stewardship team. We supported the remuneration report (resolution 4) given the executive salary cuts, short-term incentive cancellations and the CEO's voluntary decision to defer the vesting of the long-term incentive plan (LTIP), in light of the pandemic. However, our concerns as to the quantum of the 2021 LTIP grant remained, especially given the share price at the date of the grant and the remuneration committee not being able to exercise discretion on LTIPs, which is against best practice. We voted against resolution 3 to signal our concerns</p>	<p>The bowling alley operator has been financially impacted by the COVID-19 pandemic. This resulted in staff being furloughed and the company not paying dividends to shareholders.</p> <p>Despite this, the remuneration committee decided to exercise its discretion to allow for the performance period of the 2017 Long-Term Incentive Plan (LTIP) award to be reduced from September 2020 to February 2020, to avoid having to factor-in the financial consequences of the pandemic into the incentive plan. This resulted in the pro-rated LTIP vesting at 81% of salary. The remuneration committee did not consult with LGIM before taking the decision to retrospectively reduce the performance period of the LTIP</p> <p>We applied our policy and sanctioned this practice by a vote against the remuneration report. Given the seriousness of our concerns and the precedent this could set, we decided to escalate our vote sanction by a rare vote against all members of the remuneration committee</p>	<p>Toshiba Corp's extraordinary general meeting (EGM) was precipitated by a significant decline in trust between its shareholders and management team following recent controversies, including allegations of abnormal practices and behaviour by the company surrounding its July 2020 AGM. As a result, the company faced two independent shareholder resolutions at the EGM calling for it to introduce remedies that would restore confidence and trust in the company's governance, management and strategy. LGIM supported the resolution calling for the appointment of investigators to address doubts over the company's 2020 AGM conduct and vote tallying</p> <p>We believe the enquiry, which is unlikely to be a burden on the company, will be an important step in rebuilding trust between shareholders and the company's executive team and board. We also supported the shareholder resolution mandating the company to present its strategic investment policy to a shareholder vote</p>
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			in order to send a clear message to the Toshiba Board and executive team: shareholders expect increased transparency and accountability
Outcome of the vote	About 90% of shareholders supported resolution 3 and 91% supported resolution 4. The meeting results highlight LGIM's stronger stance on the topic of executive remuneration, in our view	47.7% of shareholders opposed the remuneration report (resolution 2) and 15.8% the re-election of the chair of the remuneration committee (resolution 8). The other members of the remuneration committee (resolution 3 and 7) were only opposed by 4.2% and 4.0% of shareholders respectively	Resolution 1 was passed with 57.9% of participating shareholders in support. The company promptly put investigators in place and set up a confidential hotline for any individuals who are willing to provide information  Resolution 2, in respect to the company's capital allocation and strategic investment policy received 39.3% support and did not pass  However, the vote serves to send a clear signal to the board and executive team that shareholders expect increased transparency and accountability
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	We will continue our engagement with the company	LGIM will continue to monitor the company	LGIM will continue to monitor the company

<p>On which criteria have you assessed this vote to be "most significant"?</p>	<p>It highlights the challenges of factoring in the impact of the COVID situation into the executive remuneration package</p>	<p>We took the rare step of escalating our vote against all members of the remuneration committee given the seriousness of our concerns. This highlights the importance of ensuring that executive remuneration remains in line with stakeholder experience</p>	<p>The vote was high profile and controversial</p>
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