Financial Reporting Council

THE UK STEWARDSHIP CODE

PRINCIPLES AT A GLANCE

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The FRC's mission is to promote transparency and integrity in business. The FRC sets the UK Corporate Governance and Stewardship Codes and UK standards for accounting and actuarial work; monitors and takes action to promote the quality of corporate reporting; and operates independent enforcement arrangements for accountants and actuaries. As the Competent Authority for audit in the UK the FRC sets auditing and ethical standards and monitors and enforces audit quality.

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INTRODUCTION

Stewardship is the responsible allocation, management and oversight of capital to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

The UK Stewardship Code 2020 (the Code) sets high stewardship standards for asset owners and asset managers, and for service providers that support them.

The Code comprises a set of 'apply and explain' Principles for asset managers and asset owners, and a separate set of Principles for service providers. The Code does not prescribe a single approach to effective stewardship. Instead, it allows organisations to meet the expectations in a manner that is aligned with their own business model and strategy.

The investment market has changed significantly since the publication of the first UK Stewardship Code. There has been significant growth in investment in assets other than listed equity, such as fixed income bonds, real estate and infrastructure. These investments have different terms, investment periods, rights and responsibilities and signatories will need to consider how to exercise stewardship effectively in these circumstances.

Environmental, particularly climate change, and social factors, in addition to governance, have become material issues for investors to consider when making investment decisions and undertaking stewardship. The Code also recognises that asset owners and asset managers play an important role as guardians of market integrity and in working to minimise systemic risks as well as being stewards of the investments in their portfolios.

HOW TO REPORT

All Principles are supported by reporting expectations. These indicate the information that organisations should include in their Stewardship Report and will form the basis of assessment of reporting quality.

When applying the Principles, signatories should consider the following, among other issues:

- the effective application of the UK Corporate Governance Code and other governance codes;
- directors' duties, particularly those matters to which they should have regard under section 172 of the Companies Act 2006;
- capital structure, risk, strategy and performance;
- diversity, remuneration and workforce interests;
- audit quality;
- environmental and social issues, including climate change; and
- compliance with covenants and contracts.

Each Principle has reporting expectations under the headings Activity and Outcome. Some Principles also include reporting expectations under the heading Context, which require disclosure of background information or policies that are necessary in order to understand and assess the approach taken to stewardship.

Some reporting expectations will be more relevant for asset managers or those investing directly, while others will be more relevant to asset owners or those using intermediaries. Organisations must determine which reporting expectations are relevant and appropriate to their business or role in the investment community.

In Principle 6, for example, "signatories should disclose an approximate breakdown of: the size and profile of their membership, including number of members in the scheme and the average age of members; OR their client base, for example, institutional versus retail, and geographic distribution".

The Code contains more detailed reporting expectations for listed equity assets. This reflects the relative maturity of stewardship for listed equity assets. However, signatories should use the resources, rights and influence available to them to exercise stewardship, however capital is invested.

Reports should be engaging, succinct and in plain English. They should be as specific and as transparent as possible without compromising effective stewardship.

The Report should be a single document structured to give a clear picture of how the organisation has applied the Code. Relevant data, diagrams, tables, examples and case studies should be used appropriately. It should focus on activities and outcomes and provide enough information to enable the reader to have a good understanding of the application of the Code without having to refer to information elsewhere. However, the Report may link to more detailed policies and disclosures, including against other reporting requirements. Any additional information should be clear and accessible.

Reports should be fair, balanced and understandable. For example, reporting should acknowledge setbacks experienced and lessons learned, as well as successes. Activities to achieve desired outcomes may take more than a year and may not be completed within an organisation's reporting period. Where this is the case, this should be indicated and progress reported.

The Code recognises that signatories differ by size, type, business model and investment approach, and do not exercise stewardship in an identical way. The reporting expectations do not require disclosure of stewardship activities on a fund-by-fund basis or for each investment strategy. However, the information provided should give a clear indication of how stewardship activities differ across funds, asset classes and geographies proportionately to their operations.

Reports must be reviewed and approved by the applicant's governing body, and signed by the chair, chief executive or chief investment officer.

Once the applicant has been accepted as a Code signatory and the Report is approved by the FRC, the Report will be a public document and must be made available on the signatory's website or, if they do not have a website, in another accessible form.

Further information on how to submit the Report and the assessment process can be found on the FRC website.

PRINCIPLES FOR ASSET OWNERS AND ASSET MANAGERS

Asset owners and asset managers cannot delegate their responsibility and are accountable for effective stewardship. Stewardship activities include investment decision-making, monitoring assets and service providers, engaging with issuers and holding them to account on material issues, collaborating with others, and exercising rights and responsibilities.

Capital is invested in a range of asset classes over which investors have different terms and investment periods, rights and levels of influence. Signatories should use the resources, rights and influence available to them to exercise stewardship, no matter how capital is invested.

PRINCIPLES FOR ASSET OWNERS AND ASSET MANAGERS

PURPOSE AND GOVERNANCE

Signatories' purpose, investment beliefs, strategy, and culture enable stewardship that creates long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

REPORTING EXPECTATIONS

Context

Signatories should explain:

- the purpose of the organisation and an outline of its culture, values, business model and strategy; and
- their investment beliefs, i.e. what factors they consider important for desired investment outcomes and why.

Activity

Signatories should explain what actions they have taken to ensure their investment beliefs, strategy and culture enable effective stewardship.

Outcome

Signatories should disclose:

- how their purpose and investment beliefs have guided their stewardship, investment strategy and decision-making; and
- an assessment of how effective they have been in serving the best interests of clients and beneficiaries.

PURPOSE AND GOVERNANCE

Signatories' governance, resources and incentives support stewardship.

REPORTING EXPECTATIONS

Activity

Signatories should explain how:

- their governance structures and processes have enabled oversight and accountability for effective stewardship within their organisation and the rationale for their chosen approach;
- they have appropriately resourced stewardship activities, including:
  - their chosen organisational and workforce structures;
  - their seniority, experience, qualifications, training and diversity;
  - their investment in systems, processes, research and analysis;
  - the extent to which service providers were used and the services they provided; and
- performance management or reward programmes have incentivised the workforce to integrate stewardship and investment decision-making.

Outcome

Signatories should disclose:

- how effective their chosen governance structures and processes have been in supporting stewardship; and
- how they may be improved.

PURPOSE AND GOVERNANCE

Signatories manage conflicts of interest to put the best interests of clients and beneficiaries first.

REPORTING EXPECTATIONS

Context

Signatories should disclose their conflicts policy and how this has been applied to stewardship.

Activity

Signatories should explain how they have identified and managed any instances of actual or potential conflicts related to stewardship.

Outcome

Signatories should disclose examples of how they have addressed actual or potential conflicts.

Conflicts may arise as a result of:

- ownership structure;
- business relationships between asset owners and asset managers, and/or the assets they manage;
- differences between the stewardship policies of managers and their clients;
- cross-directorships;
- bond and equity managers' objectives; and
- client or beneficiary interests diverging from each other.

PURPOSE AND GOVERNANCE

Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- how they have identified and responded to market-wide and systemic risk(s), as appropriate;
- how they have worked with other stakeholders to promote continued improvement of the functioning of financial markets;
- the role they played in any relevant industry initiatives in which they have participated, the extent of their contribution and an assessment of their effectiveness, with examples; and
- how they have aligned their investments accordingly.

Outcome

Signatories should disclose an assessment of their effectiveness in identifying and responding to market-wide and systemic risks and promoting well-functioning financial markets.

Market-wide risks are those that lead to financial loss or affect overall performance of the entire market and include but are not limited to:

- changes in interest rates;
- geopolitical issues; and
- currency rates.

Systemic risks are those that may lead to the collapse of an industry, financial market or economy and include but are not limited to:

- climate change; and
- the failure of a business or group of businesses.

Stakeholders may include investors, issuers, service providers, policymakers, audit firms, not-for-profits, regulators, associations and academics.

PRINCIPLES FOR ASSET OWNERS AND ASSET MANAGERS

PURPOSE AND GOVERNANCE

Signatories review their policies, assure their processes and assess the effectiveness of their activities.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- how they have reviewed their policies to ensure they enable effective stewardship;
- what internal or external assurance they have received in relation to stewardship (undertaken directly or on their behalf) and the rationale for their chosen approach; and
- how they have ensured their stewardship reporting is fair, balanced and understandable.

Outcome

Signatories should explain how their review and assurance has led to the continuous improvement of stewardship policies and processes.

Internal assurance may be by given by senior staff, a designated body, board, committee, or internal audit and external assurance by an independent third party.

INVESTMENT APPROACH

Signatories take account of client and beneficiary needs and communicate the activities and outcomes of their stewardship and investment to them.

REPORTING EXPECTATIONS

Context

Signatories should disclose:

- the approximate breakdown of:
  - the scheme(s) structure, for example, whether the scheme is a master trust, occupational pension fund, defined benefit or defined contribution, etc;
  - the size and profile of their membership, including number of members in the scheme and the average age of members;

  OR
  - their client base, for example, institutional versus retail, and geographic distribution;
  - assets under management across asset classes and geographies;
- the length of the investment time horizon they have considered appropriate to deliver to the needs of clients and/or beneficiaries and why.

Activity

Signatories should explain:

- how they have sought beneficiaries' views (where they have done so) and the reason for their chosen approach;

OR

- how they have sought and received clients' views and the reason for their chosen approach;

- how the needs of beneficiaries have been reflected in stewardship and investment aligned with an appropriate investment time horizon;

OR

- how assets have been managed in alignment with clients' stewardship and investment policies;

- what they have communicated to beneficiaries about their stewardship and investment activities and outcomes to meet beneficiary needs, including the type of information provided, methods and frequency of communication;

OR

- what they have communicated to clients about their stewardship and investment activities and outcomes to meet their needs, including the type of information provided, methods and frequency of communication to enable them to fulfil their stewardship reporting requirements.

Outcome

Signatories should explain:

- how they have evaluated the effectiveness of their chosen methods to understand the needs of clients and/or beneficiaries;

- how they have taken account of the views of beneficiaries where sought, and what actions they have taken as a result;

OR

- how they have taken account of the views of clients and what actions they have taken as a result;

- where their managers have not followed their stewardship and investment policies, and the reason for this;

OR

- where they have not managed assets in alignment with their clients' stewardship and investment policies, and the reason for this.

INVESTMENT APPROACH

Signatories systematically integrate stewardship and investment, including material environmental, social and governance issues, and climate change, to fulfil their responsibilities.

REPORTING EXPECTATIONS

Context

Signatories should disclose the issues they have prioritised for assessing investments, prior to holding, monitoring through holding and exiting. This should include the ESG issues of importance to them.

Activity

Signatories should explain:

- how integration of stewardship and investment has differed for funds, asset classes and geographies;
- how they have ensured:
  - tenders have included a requirement to integrate stewardship and investment, including material ESG issues; and
  - the design and award of mandates include requirements to integrate stewardship and investment to align with the investment time horizons of clients and beneficiaries;

  OR
- the processes they have used to:
  - integrate stewardship and investment, including material ESG issues, to align with the investment time horizons of clients and/or beneficiaries; and
  - ensure service providers have received clear and actionable criteria to support integration of stewardship and investment, including material ESG issues.

Outcome

Signatories should explain how information gathered through stewardship has informed acquisition, monitoring and exit decisions, either directly or on their behalf, and with reference to how they have best served clients and/or beneficiaries.

INVESTMENT APPROACH

Signatories monitor and hold to account managers and/or service providers.

REPORTING EXPECTATIONS

Activity

Signatories should explain how they have monitored service providers to ensure services have been delivered to meet their needs.

Outcome

Signatories should explain:

- how the services have been delivered to meet their needs;

OR

- the action they have taken where signatories' expectations of their managers and/or service providers have not been met.

For example:

- asset owners monitoring asset managers and investment consultants to ensure that assets have been managed in alignment with their investment and stewardship strategy and policies; or
- asset managers monitoring proxy advisors to ensure, as far as can reasonably be achieved, that voting has been executed according with the manager's policies; and
- asset managers monitoring data and research providers to ensure the quality and accuracy of their products and services.

ENGAGEMENT

Signatories engage with issuers to maintain or enhance the value of assets.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- the expectations they have set for others that engage on their behalf and how;

OR

- how they have selected and prioritised engagement (for example, key issues and/or size of holding);
- how they have developed well-informed and precise objectives for engagement with examples;
- what methods of engagement and the extent to which they have been used;
- the reasons for their chosen approach, with reference to their disclosure under Context for Principle 1 and 6; and
- how engagement has differed for funds, assets or geographies.

Examples of engagement methods include but are not limited to:

- meeting the chair or other board members;
- holding meetings with management;
- writing letters to a company to raise concerns; and
- raising key issues through a company's advisers.

Outcome

Signatories should describe the outcomes of engagement that is ongoing or has concluded in the preceding 12 months, undertaken directly or by others on their behalf.

For example:

- how engagement has been used to monitor the company;
- any action or change(s) made by the issuer(s);
- how outcomes of engagement have informed investment decisions (buy, sell, hold); and
- how outcomes of engagement have informed escalation.

Examples should be balanced and include instances where the desired outcome has not been achieved or is yet to be achieved.

ENGAGEMENT

Signatories, where necessary, participate in collaborative engagement to influence issuers.

REPORTING EXPECTATIONS

Activity

Signatories should disclose what collaborative engagement they have participated in and why, including those undertaken directly or by others on their behalf.

For example:

- collaborating with other investors to engage an issuer to achieve a specific change; or
- working as part of a coalition of wider stakeholders to engage on a thematic issue.

Signatories should provide examples, including

- the issue(s) covered;
- the method or forum;
- their role and contribution.

Outcome

Signatories should describe the outcomes of collaborative engagement.

For example:

- any action or change(s) made by the issuer(s);
- how outcomes of engagement have informed investment decisions (buy, sell, hold); and
- whether their stated objectives have been met.

Examples should be balanced and include instances where the desired outcome has not been achieved or is yet to be achieved.

ENGAGEMENT

Signatories, where necessary, escalate stewardship activities to influence issuers.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- the expectations they have set for asset managers that escalate stewardship activities on their behalf;

OR

- how they have selected and prioritised issues, and developed well-informed objectives for escalation;

- when they have chosen to escalate their engagement, including the issue(s) and the reasons for their chosen approach, using examples; and
- how escalation has differed for funds, assets or geographies.

Outcome

Signatories should describe the outcomes of escalation either undertaken directly or by others on their behalf.

For example:

- any action or change(s) made by the issuer(s);
- how outcomes of escalation have informed investment decisions (buy, sell, hold);
- whether their stated objectives have been met; and
- any changes in engagement approach.

Examples should be balanced and include instances where the desired outcome has not been achieved or is yet to be achieved.

PRINCIPLES FOR ASSET OWNERS AND ASSET MANAGERS

EXERCISING RIGHTS AND RESPONSIBILITIES

Signatories actively exercise their rights and responsibilities.

REPORTING EXPECTATIONS

Reporting expectations for listed equity and fixed income investments are below. In addition, signatories should report on how they have exercised their rights and responsibilities across other asset classes they are invested in, where they have the ability to do so, as disclosed in their reporting against Principle 6.

Context

Signatories should:

- state the expectations they have set for asset managers that exercise rights and responsibilities on their behalf;

OR

- explain how they exercise their rights and responsibilities, and how their approach has differed for funds, assets or geographies.

In addition, for listed equity assets, signatories should:

- disclose their voting policy, including any house policies and the extent to which funds set their own policies;
- state the extent to which they use default recommendations of proxy advisors;
- report the extent to which clients may override a house policy;
- disclose their policy on allowing clients to direct voting in segregated and pooled accounts; and
- state what approach they have taken to stock lending, recalling lent stock for voting and how they seek to mitigate 'empty voting'.

Activity

For listed equity assets, signatories should:

- disclose the proportion of shares that were voted in the past year and why;
- provide a link to their voting records, including votes withheld if applicable;
- explain their rationale for some or all voting decisions, particularly where:
    - there was a vote against the board;
    - there were votes against shareholder resolutions;
    - a vote was withheld;
    - the vote was not in line with voting policy.
- explain the extent to which voting decisions were executed by another entity, and how they have monitored any voting on their behalf; and
- explain how they have monitored what shares and voting rights they have.

For fixed income assets, signatories should explain their approach to:

- seeking amendments to terms and conditions in indentures or contracts;
- seeking access to information provided in trust deeds;
- impairment rights; and
- reviewing prospectus and transaction documents.

Outcome

For listed equity assets, signatories should provide examples of the outcomes of resolutions they have voted on over the past 12 months.

PRINCIPLES FOR SERVICE PROVIDERS

Service providers play a key role in the investment community as they provide services that support clients to fulfil their stewardship responsibilities. Service providers applying these Principles include, but are not limited to, investment consultants, proxy advisors, and data and research providers.

Activities service providers undertake to support their clients' stewardship may include, but are not limited to, engagement, voting recommendations and execution, data and research provision, advice, and provision of reporting frameworks and standards.

Signatories' purpose, strategy and culture enable them to promote effective stewardship.

REPORTING EXPECTATIONS

Context

Signatories should explain the purpose of the organisation, what services it offers, and an outline of its culture, values, business model and strategy.

Activity

Signatories should explain what actions they have taken to ensure their strategy and culture enable them to promote effective stewardship.

Outcome

Signatories should disclose an assessment of how effective they have been in serving the best interests of clients.

Signatories' governance, workforce, resources and incentives enable them to promote effective stewardship.

REPORTING EXPECTATIONS

Activity

Signatories should explain how:

- their governance structures and processes have enabled oversight and accountability for promoting effective stewardship and the rationale for their chosen approach;
- the quality and accuracy of their services have promoted effective stewardship;
- they have appropriately resourced stewardship, including:
  - their chosen organisational and workforce structure(s);
  - their seniority, experience, qualification(s), training and diversity;
  - their investment in systems, processes, research and analysis*; and
  - how the workforce is incentivised appropriately to deliver services;
- they have ensured that fees are appropriate for the services provided.

Outcome

Signatories should disclose:

- how effective their chosen governance structures and processes have been in supporting their clients stewardship; and
- how they may be improved.

* see Annex - Regulatory requirements for Proxy advisors

Signatories identify and manage conflicts of interest and put the best interests of clients first.

REPORTING EXPECTATIONS

Context

Signatories should disclose their conflicts policy, which seeks to put the interests of clients first and minimises or avoids conflicts of interest when client interests diverge from each other.

Activity

Signatories should explain how they have identified and managed any instances in which conflicts have arisen as a result of client interests.

Outcome

Signatories should disclose examples of how they have addressed actual or potential conflicts.

Conflicts of interest may arise from, but are not limited to:

- ownership structure;
- business relationships;
- cross-directorships; and
- client interests diverging from each other.

Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- how they have identified and responded to market-wide and systemic risk(s) as appropriate;
- how they have worked with other stakeholders to promote continued improvement of the functioning of financial markets; and
- the role they played in any relevant industry initiatives they have participated in.

Outcome

Signatories should disclose the extent of their contribution and an assessment of their effectiveness in identifying and responding to systemic risks and promoting well-functioning financial markets.

Market-wide risks are those that lead to financial loss or affect overall performance of the entire market and include but are not limited to:

- changes in interest rates;
- geopolitical issues; and
- currency rates.

Systemic risks are those that may cause the collapse of an industry, financial market or economy, such as climate change.

Stakeholders may include investors, issuers, service providers, policymakers, audit firms, not-for-profits, regulators, associations and academics.

Signatories support clients' integration of stewardship and investment, taking into account, material environmental, social and governance issues, and communicating what activities they have undertaken.

REPORTING EXPECTATIONS

Context

Signatories should disclose client base breakdown, for example, institutional versus retail, and geographic distribution.

Activity

Signatories should explain:

- how their services best support clients' stewardship as appropriate to the nature of service providers' business;
- whether they have sought clients' views and feedback and the rationale for their chosen approach; and
- the methods and frequency of communication with clients.

Outcome

Signatories should explain:

- how they have taken account of clients' views and feedback in the provision of their services; and
- the effectiveness of their chosen methods for communicating with clients and understanding their needs, and how they evaluated their effectiveness.

Signatories review their policies and assure their processes.

REPORTING EXPECTATIONS

Activity

Signatories should explain:

- how they have reviewed their policies and activities to ensure they support clients' effective stewardship;
- what internal or external assurance they have received in relation to activities that support their clients' stewardship (undertaken directly or on their behalf) and the rationale for their chosen approach; and
- how they have ensured their stewardship reporting is fair, balanced and understandable.

Outcome

Signatories should explain how the feedback from their review and assurance has led to continuous improvement of stewardship practices.

ANNEX

UK regulatory requirements

The Code is voluntary and sets a standard that is higher than the minimum UK regulatory requirements. Signatories may choose to use their Report to meet the requirements of the Code and disclose information to meet other stewardship-related UK regulatory requirements or international stewardship codes. However, the FRC cannot provide assurance against all other requirements in assessing reporting against the Code.

For asset owners

Occupational pension schemes are required under pension regulations[1] to develop and explain how they have implemented policies for the exercise of the rights and engagement for all investments, including how they monitor investee companies and their voting behaviour. They will also be required to explain how their equity investment strategy is consistent with their liabilities and provide information on their arrangements with asset managers.

Insurers and reinsurers are required under the Senior Management Arrangements, Systems and Controls (SYSC) sourcebook from the Financial Conduct Authority (FCA) to develop and explain how they have implemented an engagement policy for their listed equity investments, including how they monitor investee companies, their voting behaviour and their use of proxy advisors.

They will also be required to provide information on their arrangements with asset managers and explain how their equity investment strategy is consistent with their liabilities. The Pensions Regulator encourages adherence to the Code in its guidance for trustees of defined benefit and defined contribution schemes.

[1] The Department for Work and Pensions (DWP) issues regulations for occupational pension funds and the Ministry of Housing, Communities and Local Government (MHCLG) issues regulations for local government pension schemes. See table in Annex.

Asset managers

Asset managers are required under the FCA Conduct of Business Sourcebook (COBS) to develop and explain how they have implemented an engagement policy for their listed equity investments, including how they monitor investee companies, their voting behaviour and their use of proxy advisors.

Firms are required under the FCA COBS to disclose the nature of their commitment to the Code or, where they do not commit to the Code, their alternative investment strategy (COBS Rule 2.2.3).

Proxy advisors

Proxy advisors are required under the Proxy Advisors (Shareholders' Rights) Regulations 2019 (PA Regulations), supervised by the FCA, to publicly disclose a code of conduct and explain how they have followed it. Proxy advisors may wish to use the Principles for Service Providers as their code of conduct.

They are also required to disclose and implement a conflicts of interest policy and give assurance about the accuracy and reliability of their advice.

Signatory Type	Regulation or rule	Regulator
	• The Occupational Pension Schemes (Investment) Regulations 2005 • The Occupational and Personal Pension Schemes (Disclosure of Information) Regulations 2013 As amended by: • The Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018 • The Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019	
	• The Occupational Pension Schemes (Investment) Regulations (Northern Ireland) 2005 • The Occupational and Personal Pension Schemes (Disclosure of Information) Regulations (Northern Ireland) 2014 As amended by: • The Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations (Northern Ireland) 2018 • The Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations (Northern Ireland) 2019	
Asset owners – trustee boards	• Investment guidance for defined benefit pension schemes • A guide to investment governance (for defined contribution pension schemes)	
	• Senior Management Arrangements, Systems and Controls (SYSC) sourcebook 3.4 SRD Requirements	
Asset managers	• Conduct of Business Sourcebook (COBS) 2.2B SRD requirements and 2.2.3 Disclosure of commitment to the FRC's Stewardship Code	Financial Conduct Authority
	• The Proxy Advisors (Shareholders' Rights) Regulations 2019 • Decision Procedure and Penalties Manual • Enforcement Guide	

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