

# GOVERNANCE AND PROXY VOTING GUIDELINES

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## **ABOUT NEUBERGER BERMAN**

Founded in 1939, Neuberger Berman is a private, 100% independent, employee-owned investment manager. From offices in 30 cities worldwide, the firm manages a range of strategies—including equity, fixed income, quantitative and multi-asset class, private equity and hedge funds—on behalf of institutions, advisors and individual investors globally. With more than 500 investment professionals and over 1,900 employees in total, Neuberger Berman has built a diverse team of individuals united in their commitment to delivering compelling investment results for our clients over the long term. Our culture has afforded us enviable retention rates among our senior investment staff and has earned us a citation as the top-ranked firm (among those with 1,000 or more employees) in the Pensions & Investments 2016 Best Places to Work in Money Management survey, after we had finished in the top three from 2013 – 15.



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### OBJECTIVE

Neuberger Berman Group LLC (“Neuberger Berman Group” and collectively with its affiliates “Neuberger Berman” or the “firm”) believes that engagement is a dialogue between investors and companies focused on positively influencing corporate governance behaviors to drive long-term, sustainable returns and we have codified our approach in our Governance and Engagement Principles. One important way in which we exercise engagement is through voting proxies on behalf of our advisory clients for whom we have voting authority. We do this in order to fulfill our fiduciary responsibility to protect our clients’ best interests and as an important component of our approach to creating shareholder value.

The below statements serve as a guide to our voting approach and are representative of our general views on these matters. We reserve case-by-case judgment in all instances where we believe a different vote serves the economic best-interests of our clients.

### RISK OVERSIGHT & BOARD RESPONSIBILITIES

We expect boards in both the ordinary course of business and during special sessions to review and plan for relevant and material risk factors for the long term sustainability of the business. We recognize that companies have diverse stakeholders that present many perspectives – we expect that given its oversight responsibility the board remains open minded in its evaluation of these issues. We identify continuing education, board evaluations, succession planning, shareholder and stakeholder engagement, and the adoption of best practices as indicators of oversight quality.

We expect, at minimum, to see disclosure on the existence of an Enterprise Risk Management framework, the roles and responsibilities of key committees, and comprehensive descriptions of the background and skills of directors. We identify assumptions as key risks to the effective oversight of management by the board and believe these are best mitigated by active and diverse boards.

### ELECTION OF DIRECTORS

Neuberger Berman believes a Board of Directors should be comprised primarily of qualified, independent, diverse directors with relevant experience. We believe having a board that is at a minimum majority, and preferably two-thirds, independent is a critical governance requirement. Neuberger Berman believes these factors, along with periodic board and committee refreshment will facilitate driving a company’s performance, creating shareholder value while protecting and enhancing shareholders’ interests.

Generally we support management nominees; however, there are instances when Neuberger Berman may withhold its votes from or vote against one or more management nominee. For example should the firm believe that a board or certain of its members have:

- failed to act in the best economic interests of shareholders;
- failed to maintain independent audit, compensation and nominating committees;
- failed to attend at least 75% of a company’s board and committee meetings without a reasonable excuse;

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- failed to adopt a material shareholder proposal that received the support of a majority of shareholders;
- failed to appoint an independent chair or a lead independent director;
- or have adopted bylaw amendments that negatively affect shareholder rights without obtaining a shareholder vote,
- we expect companies to have robust anti-corruption practices and may vote against members of the appropriate board committee where we find poor oversight of matters related to compliance with sanctions or interactions with foreign governments.

We additionally evaluate the composition of the board to assure shareholders are represented by individuals who are well positioned to assess and understand both traditional and abstract business risks, have a history of operating in complex environments, subscribe to the highest level of ethical standards and hold others to it, and are able to present themselves as a credible voice of not only shareholders but also stakeholders such as clients, employees, and communities, among others. We believe these qualities to be vital to the challenging, deliberative discourse that we expect boards of our portfolio companies to possess.

Instances of interlocking directorships (CEOs serving on each other's boards) may pose conflicts of interest, and may lead us to vote against the director. Because of the significance of financial reporting and disclosure Neuberger Berman believes that a CFO should report to the Board and not be a member. We usually will vote against a director who is the CFO of the subject company. We will closely scrutinize board representation awarded to third parties and investors with board influence that is not proportional to economic interest. These instances, along with contested elections and other special situations will be evaluated by Neuberger Berman on a case-by-case basis.

We believe it is of great importance and will facilitate transparency if the members of the audit, compensation and nominating and governance committees are independent. We likely will withhold or vote against a director who sits on a key committee of the board and is an affiliate or an insider. Neuberger Berman expects each member of the audit committee to have the applicable expertise to carry out his or her responsibilities in an effective and diligent manner. Should a company be required to restate its financials, Neuberger Berman will closely evaluate audit committee members sitting at the time the issues arose. If a director has served on a board of at least one company with a record of poor performance, inadequate risk oversight, accounting related issues or other indicators of actions that appeared to be against the interest of shareholders we may vote against that director. We typically reexamine our determinations by considering: the length of time passed since the incident that caused the concern, shareholder support for the director, the director's role (e.g. member of the audit committee when accounting issues arose).

Neuberger Berman does not support tenure or retirement age proposals although it does believe a board should be periodically refreshed. Additionally, overboarding is a concern for Neuberger Berman and we generally believe a public company executive should only sit on an aggregate of two public company boards and a director who is not a public company executive should serve on no more than five public company boards. If we withhold votes for a director who is a public company executive, typically we will not withhold the vote from the director at the company on which he or she serves as an executive.

Neuberger Berman usually supports shareholder proposals to:

- declassify a board;
- eliminate cumulative voting;
- elect directors by a majority of votes cast in uncontested elections;
- separate the positions of Chairman and CEO; appoint a lead independent director. We recognize that there are instances in which it may be appropriate to combine the CEO and Chair roles including a current strong lead independent director, strong performance and governance provisions.

Recognizing the importance of attracting and retaining qualified directors, we are supportive of strong indemnification provisions, so long as such proposals provide for the duty of care.

### **CAPITAL DEPLOYMENT FOR LONG-TERM VALUE CREATION**

Our voting on capital issues is informed by our philosophy that companies should allocate capital to maximize long term risk-adjusted shareholder value. We believe they should effect an economic returns-based capital allocation system; maintain efficient corporate capital structures that minimize the risk-adjusted cost of capital; avoid excessive leverage or excessive cash buildup; regularly return excess capital to shareholders, and explore divestitures/spin-offs of non-core assets and business units for which divestiture will enhance shareholder value.

We expect large mergers, acquisitions, reorganizations, or similar actions to be subject to a shareholder vote. Neuberger Berman often supports value-driven M&A strategies but will evaluate all proposals on this matter on a case-by-case basis.

### **EXECUTIVE COMPENSATION**

Neuberger Berman believes it is imperative for management and the board to maintain a significant equity ownership in the Company to ensure alignment with shareholders' interests. Additionally, we expect incentive compensation to relate directly to the creation of long-term value for shareholders. To that end we generally expect extended vesting of equity awards. We also expect bonus and equity plans to provide for clawbacks. We generally believe that equity compensation plans should not permit repricing or reloading. We always expect management to negotiate transactions in shareholders' best interest and support reasonable golden parachute proposals that encourage that.

### **COMPENSATION PACKAGE FOR NAMED EXECUTIVE OFFICERS**

We believe that advisory votes on executive compensation should be held on an annual basis. Due to the diverse requirements of companies in which we invest, Neuberger Berman typically determines whether to support an executive compensation proposal after a case-by-case assessment, considering among other things, industry, size, performance, financial condition, and historic pay practices.

We expect each company to design compensation policies that are appropriate to its situation and that will attract and retain skilled executives who will be incentivized to increase their company's long-term shareholder value.

We expect compensation committees to design, adopt, and clearly articulate a strong link between executive compensation and performance. We are particularly sensitive to outsized awards as a result of committee discretion, where absolute returns were negative, use of metrics susceptible to 'gaming', and/or where a payout previously occurred for the attainment of the same metric.

In our evaluation of compensation plans we seek to understand how the metrics selected are related to the medium to long-term business strategy articulated by executives. Performance incentives should be tied to challenging targets with disclosure around target setting in relation to prior high-water marks. Performance periods should be sufficiently long to assure executives do not manage to too short of a time horizon, with at least a three year performance period appropriate for most long term incentive plan metrics. We expect boards to be able to discuss the potential long term impacts of the chosen metrics, such as their impact on investments in R&D and human capital, or the ability to effectively deploy capital in the future.

Where we identify insufficient alignment with the interests of our clients or insufficient disclosure to perform an analysis we will vote against the compensation plan.

### **EXECUTIVE OFFICER BONUS PLANS**

To be tax deductible under Internal Revenue Service Code Section 162(m), bonuses in excess of \$1 million for the CEO and certain other highly compensated executives must be approved by shareholders and be performance based. Generally, Neuberger Berman will vote for bonus plans because it is to a company's and shareholders' advantage to have the bonuses be tax deductible. We may vote against a proposed bonus plan if the disclosure is inadequate and fails to provide the minimum required information.

### **EQUITY BASED COMPENSATION PLAN PROPOSALS**

We generally support the adoption of equity based compensation plans because they often facilitate the alignment of management's interests with shareholders. However, we do consider the cost of a plan and its qualitative metrics. The expense of any equity plan is considered in conjunction with a company's operating metrics to determine whether the cost is excessive. We also consider certain qualitative metrics of the plan including: awards' performance metrics and targets, whether the plan provides for repricing. We likely will vote against plans that are excessively dilutive, costly and provide for repricing or allow increases in shares available under the plan without shareholder approval.

### **OPTION EXCHANGES, REPRICING, BACKDATING**

We typically are opposed to repricing plans and exchange programs.

We expect to vote against plans with repricing and exchange provisions; however, there may be circumstances in which a repricing provision or exchange provision is approved, such as a steep decline, not just in a company's value, but also the industry or macroeconomic environment. The repricing plan or exchange program may help the company retain employees in a precarious environment. We find backdating options and related actions unacceptable and will not support them.

### **DIRECTOR COMPENSATION PLANS**

Neuberger Berman believes nonemployee directors should receive appropriate compensation that may consist of cash and equity. We recognize that compensating directors with equity awards facilitates the directors' alignment with shareholders, for which we are wholly supportive. The equity awards for directors should only reflect compensation, not be performance based so that directors do not engage in risk taking.

### **EMPLOYEE STOCK PURCHASE PLANS**

Employee Stock Purchase Plans (ESPP) provide employees with ownership in the company, which strengthens the alignment with shareholders. We view these plans as being beneficial to companies and their shareholders because they typically are available to a broad employee group and the annual purchases are limited by statute. Neuberger Berman expects to support most ESPP's unless the employee base to whom the plan is offered is unduly limited (e.g. senior executives).

### **SHAREHOLDER RIGHTS**

Neuberger Berman generally supports significant shareholder representation and the protection of minority rights. As such, it generally supports shareholder or management proposals regarding proxy access, although each instance is examined on a case-by-case basis considering factors such as company size, existing or management proposed proxy access provisions, board independence, diversity, experience, tenure, requested ownership percentage and holding requirement, among other things. We also generally support the right of shareholders to call a special meeting and to act by written consent. It is our view that in most matters presented for shareholder approval a majority vote is appropriate. Therefore we typically support proposals to eliminate supermajority proposals. The firm usually is opposed to cumulative voting; however, there may be certain instances when we will support a cumulative voting proposal. For example companies with tiered voting classes and those controlled by a significant shareholder may lend themselves to the adoption of a cumulative voting. Neuberger Berman generally supports stewardship & corporate governance codes, as well as other efforts to codify best practices. Where we find issues at odds with the practices of our portfolio companies we will seek to use these frameworks to engage in constructive dialogue on the subject.

Neuberger Berman generally believes in the alignment of voting rights with economic interest (i.e. one vote one share). We may, where appropriate, support proposals to equalize the voting rights of shareholders, including the elimination of special voting share classes, and the establishment of single class voting structures. Each instance is reviewed on a case-by-case basis and is rooted in an economic assessment of the costs and opportunities for shareholders.

We recognize that, on occasion, companies may choose to reincorporate their domicile. We analyze these changes closely and are generally supportive of these efforts where they are in the economic interest of our clients, with reduced legal costs, streamlined judicial process, proximity to corporate headquarters, or improved governance provisions serving as common positive dimensions of such measures.

### **ANTI-TAKEOVER PROVISIONS & SHAREHOLDER RIGHTS PLANS (“POISON PILLS”)**

Neuberger Berman generally does not support the adoption of anti-takeover provisions including shareholder rights plans. In cases of unilateral adoption by the board we will evaluate these proposals on a case-by-case basis in order to determine whether the action was in the best interest of shareholders and appropriately proportional to the circumstances. If we deem the action to be adverse to shareholder interests we will generally vote against members of the governance committee and the chairman/lead independent director. Where the plan itself is subject to a vote we will additionally evaluate whether there are tax-related benefits (net-operating-loss pills), the protection of which may be in the economic interest of our clients.

### **ENVIRONMENTAL ISSUES**

Neuberger Berman believes that all issuers must be able to identify key environmental risks to their business. We will generally support shareholder proposals asking for increased disclosure where our assessment finds that existing materials are significantly lagging behind recognized frameworks necessary for investors to assess these risks. Neuberger Berman is broadly supportive of the work of the Task Force on Climate-related Financial Disclosures (TCFD) and the Sustainability Accounting Standards Board (SASB) and issuers can look to those frameworks as a reference of leading best practices. We expect directors to be familiar with those recommendations and be able to discuss how they relate to the risk assessment for their business.

### **SOCIAL ISSUES**

We believe that companies have a variety of stakeholders and encourage engagement with those parties that may positively or negatively impact the stability, performance, and sustainability of the business. While we believe that regulators and legislators are best positioned to address market-level social concerns we recognize the value of leadership in those areas that improve the company’s reputation and its ability to be seen as a responsible participant in the broad economy and the communities it operates in. Where we identify issues that we believe can significantly harm the value of our clients’ investments we will pursue a course of action, including engagement, or the support of a shareholder proposal, among others, that most constructively mitigates these risks.

Given the potential reputational impact of the use of company funds in relation to trade associations and political processes Neuberger Berman will generally support shareholder proposals asking for disclosure and/or reports on this issue.

Neuberger Berman believes topics related to human capital are among the most significant risks and opportunities for companies. We expect boards to disclose and be able to discuss efforts to make the companies inclusive, attractive, and high-retention environments. We identify this as a vital component in attracting and retaining talent for the long term sustainable success of the companies we invest in. Neuberger Berman supports inclusive and diverse working environments and will generally support shareholder proposals seeking to establish comprehensive equal opportunity and anti-discrimination provisions. Neuberger Berman also generally supports efforts to study and report on any discrepancies in compensation based on gender.