

CALSTRS

CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM

SUSTAINABLE INVESTMENT & STEWARDSHIP STRATEGIES PROGRAM AND PORTFOLIO POLICY

INVESTMENT BRANCH
May 2023

C. Sustainable Investment & Stewardship Strategies Program and Portfolio Policy¹

Stewardship Program Policy

EXECUTIVE SUMMARY

The California State Teachers' Retirement System (CalSTRS) is committed to holding and managing equity investments and to exercising the shareholder rights appurtenant to those investments, all for the benefit of its participants and beneficiaries. It is the fiduciary responsibility of the Teachers' Retirement Board (TRB) to discharge its duty in the exclusive interest of the participants and beneficiaries and for the primary purpose of providing benefits to participants and their beneficiaries. The TRB should defray the reasonable expenses of administering the Fund; the investment policy of the Fund should reflect and reinforce this purpose. The TRB views its stewardship role as that of a catalyst for enhanced management accountability, disclosure and performance at the companies it invests in. The objective of the TRB's stewardship effort is to enhance long-term shareholder returns.

CalSTRS is a long-term investor; its long-term strategy is demonstrated through its multiple long-term holdings, including its passively managed portfolios in its three largest asset categories: Domestic Equities, Fixed Income, and non-U.S. Equities. CalSTRS' involvement in stewardship activities is to maximize the longer-term value of the securities, consistent with its role as a significant capital allocator.

CalSTRS recognizes that the lending of securities, especially equity common shares is an important practice in the investment world, improving market liquidity, reducing the risk of failed trades, and adds significant incremental return to investors. As a long-term investor, CalSTRS believes that its beneficiaries' interests are more appropriately served when votes are cast by market participants who have an economic interest in the underlying company. CalSTRS will seek to coordinate the lending process with all the parties, including the investment lending officers and the custodial relationships in its effort to ensure that under-voting or voting abuse is not suffered by the fund. It is understood that this effort will result in the recall of loaned shares and the restriction of lending certain

¹ Unless otherwise indicated all further references to Sustainable Investment & Stewardship Strategies (SISS) are to the Corporate Governance program established pursuant to Education Code, Section 22354. That section requires the Board retain investment managers who are experienced and knowledgeable in corporate management issues to monitor corporations whose shares are owned by the System plan and to advise the Board on the voting of the shares owned by the plan and on all other matters pertaining to corporate governance.

shares; all of which will diminish the income received from CalSTRS’ securities lending efforts; however as fiduciaries with a long-term investment horizon, CalSTRS is committed to exercising its proxy authority over portfolio investments.

Statutory Authority: Education Code Section 22354 requires the Board to retain investment managers who are experienced and knowledgeable in corporate management issues to monitor corporations whose shares are owned by the System plan and to advise the Board on the voting of the shares owned by the plan and on all other matters pertaining to corporate governance. While CalSTRS is not subject to the Employee Retirement Income Security Act (ERISA), applicable provisions of both the California Constitution and the Education Code make clear that CalSTRS’ commitment to corporate governance is a diligent exercise of its fiduciary responsibility. As observed by the U.S. Department of Labor:

“In general, the fiduciary act of managing plan assets which are shares of corporate stock would include the voting of proxies appurtenant to those shares of stock. ... Moreover, because voting such proxies involves plan asset management, section 403(a) requires that plan trustees have the exclusive authority and responsibility for voting these proxies...”

Thus, CalSTRS’ legal authority for corporate governance springs from its fiduciary concerns as a prudent investor and the statutory obligation imposed on it by the Legislature.

The following represent the approved policies to be used in the exercise of CalSTRS’ shareholder rights and the implementation of its Stewardship Program. The policies are designed to set boundaries for the management of proxies, stewardship activities, and other corporate actions. As with all other plan assets, the Sustainable Investment and Stewardship Strategies (Corporate Governance) Program and Portfolio Policy (SISS Policy) cannot be altered without explicit direction from the TRB.

PROGRAM OBJECTIVE

The Program shall be a catalyst in transforming the financial markets to focus on long-term value creation that fully integrates sustainability considerations and uses CalSTRS’ influence as a significant global investor to promote sustainable business practices and public policies.

PROGRAM STRUCTURE

The Program shall consist of the following components:

- a. Voting of Proxies: CalSTRS will make a best effort to vote all domestic and non-U.S. proxies; exceptions may be made based on the legal requirements or local conventions of certain markets and where practical difficulties make an informed and meaningful decision impossible. Voting of proxies shall be in conformance with all approved documents such as the California State Teachers’ Retirement System Corporate Governance Principles, which can be found on the CalSTRS website.

- b. Strategic Relations Management: CalSTRS will mitigate reputational risks, including those related to environmental, social, and governance issues, by managing relationships within the Investment Branch and with external stakeholders to promote the sustainability of the portfolio.
- c. Portfolio Company Engagement: CalSTRS will engage with portfolio companies to promote long-term value creation through sustainable business practices. CalSTRS will, time and circumstances permitting, partner with other institutional investors in an effort to maximize its corporate engagement efforts. In addition, CalSTRS will continue its active participation in organizations and forums designed to have an impact on environmental, social, and governance practices.
- d. Regulatory and Legislative Advocacy: CalSTRS will, upon the completion of sound analysis, advocate for the institution or repeal of laws and regulations to improve public policies and the financial and legal marketplace, relative to the stated Investment Management Plan and the exclusive benefit of the plan beneficiaries and participants.
- e. Securities Litigation: CalSTRS will manage its interests in securities litigation matters as assets of the trust fund with the goal of enhancing the long-term value of the portfolio consistent with the Investment Management Plan. Consistent with this goal, CalSTRS will pursue the following objectives:
 - Increasing the net monetary value of settlements;
 - Increasing the long-term value of shares in a company subject to shareholder litigation held in CalSTRS' portfolio;
 - Deterring wrongful corporate conduct that undermines the integrity of the financial markets.

In most domestic cases, CalSTRS' interests in securities class action litigation claims will be adequately addressed solely through passive participation as a class member. However, in certain circumstances a higher level of involvement will be appropriate, including:

- ***Moving for Lead Plaintiff Status in Domestic Cases***: In securities class action cases in the United States where CalSTRS' potential damages exceed \$15 million, or in other cases where there is an exceptional opportunity to preserve or enhance the long-term value of a significant portfolio holding or to deter wrongful corporate conduct, CalSTRS will consider moving for lead plaintiff status. If staff concludes that a securities class action meets one or more of these criteria, the case will be referred to an independent third party for legal evaluation and recommendation to the Board.

The independent third party shall perform work at the direction of the

General Counsel and shall be familiar with the litigation of federal and state securities cases, including but not limited to class actions, so-called “opt-out” individual actions, and derivative cases. The independent third party shall be compensated on a flat fee basis to evaluate the case and make a recommendation thereto. If needed, the independent third party shall further represent CalSTRS in the filing of a motion for lead plaintiff status if such action is approved (for which counsel shall be separately compensated), but shall not otherwise represent CalSTRS as lead class counsel in that case if CalSTRS is selected as lead plaintiff.

If the independent third party and the General Counsel recommend moving for lead plaintiff status, the matter shall be brought before the Board for approval. If, pursuant to Board approval, lead plaintiff status is sought, CalSTRS will conduct a competitive selection of lead class counsel in order to secure the most qualified counsel at a fee structure that aligns the interests of the class and lead counsel.

- ***Alternatives to Lead Plaintiff Status in Domestic Cases Requiring Board Approval:*** In some instances where seeking lead plaintiff status is not sought or where the court has denied a motion therefore, CalSTRS may consider the following alternatives: 1) Participating as a co-lead plaintiff with other institutional investors; 2) Opting out of a class and filing a separate securities action in state or federal court; 3) Filing a shareholder derivative claim in state or federal court; and 4) Formal intervention in pending litigation. If the General Counsel, based upon an evaluation of the facts and circumstances of the proposed case, recommends pursuing any such alternatives, the matter shall be brought before the Board for approval.
- ***Litigation Alternatives Delegated to Staff:*** Any action beyond those specified in this policy that would be consistent with the goal and objectives of this program, may be acted upon on the recommendation of the General Counsel and approval of the Chief Executive Officer in consultation with the Chief Investment Officer.
- ***Non-Litigation Alternatives:*** In considering the appropriate response to a company that is subject to shareholder litigation, CalSTRS will evaluate the pursuit of alternatives to litigation that address the underlying cause of the company’s problem. For example, contacting appropriate regulatory and/or law enforcement agencies about potential prosecution of wrongdoers may deter similar conduct in the future that undermines the integrity of the financial markets. As another example, filing shareholder resolutions or negotiating for corporate governance changes like the addition of independent directors or the creation of an independent audit committee may address the problems that lead to the litigation and could aid in the long-term recovery of the company and the value of its stock.

Shares purchased on a foreign exchange are not protected by United States securities laws.

Therefore, CalSTRS’ interests obtained on a foreign exchange may only be addressed through active participation in a foreign jurisdiction.

- ***Foreign Securities Litigation Cases:*** In situations where CalSTRS obtained shares of an entity on a foreign market, and there are allegations of improper conduct of such entity, and there is no reasonable expectation of full recovery through the domestic legal process, CalSTRS shall consider filing or joining a foreign action against such entity. In determining whether CalSTRS should file or join a foreign action, the General Counsel will consider the following factors: (1) the strength and legitimacy of the proposed action, (2) the legal and procedural issues particular to the foreign jurisdiction, including adverse party risks and discovery requirements, (3) the exposure of CalSTRS in the foreign market and the potential recovery CalSTRS may obtain, (4) the structure of the proposed action, including the legal representation, the funding of the case, and the compensation of the legal representation and funders, (5) in the case of joining an action, the other parties who have already joined, and (6) any other potential risks involved. Upon the recommendation of the General Counsel, in consultation with the Chief Investment Officer, and with approval by the Chief Executive Officer and Chair of the Investment Committee, CalSTRS may file or join a foreign action to recover losses incurred on a foreign market.

RISK MANAGEMENT

The Stewardship Program for the California State Teachers’ Retirement System (CalSTRS) will be managed in a prudent manner for the sole benefit of the CalSTRS participants and beneficiaries, in accordance with the Teachers’ Retirement Law and other applicable State statutes.

For domestic equities, the Program will comply with the rules of the Securities and Exchange Commission (SEC), equity exchanges, and other regulatory agencies. For non-U.S. equities, the Program will comply with the appropriate regulatory body in the respective country.

Delegation of Authority

The Chief Investment Officer (CIO) or designee has the authority to manage the Stewardship Program and may use other investment personnel to implement these policies.

MONITORING AND REPORTING

Updates on the following Stewardship activities will be prepared and presented to the Board, in order to facilitate visibility of compliance monitoring and reporting according to this document:

- i. Annual Sustainable Investment and Stewardship Strategies (SISS) Business Plan – prepared by staff

- ii. Annual Stewardship Plan: In the organization, prioritization and execution of the Stewardship Plan, including its engagement activities, staff shall consider the market value of the investment, CalSTRS' ownership percentage, priorities identified in the annual SISS business plan, the resources required, and the direct cost involved in seeking a desired result.

Furthermore, staff will consider issues, for inclusion in the Annual Stewardship Plan, based on the following:

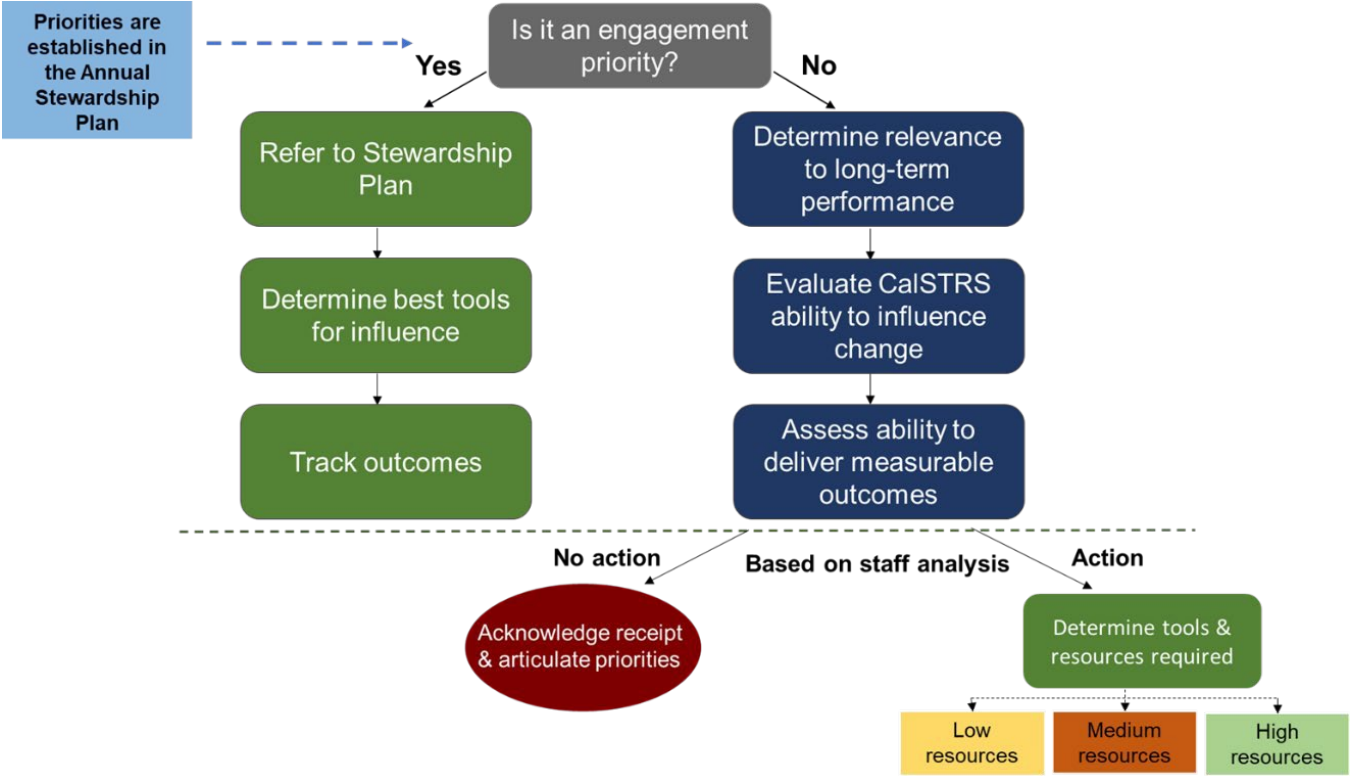
- The relevance to the long-term performance of the CalSTRS portfolio,
 - CalSTRS capacity to influence meaningful change based on the tools available to staff as shareholders and,
 - CalSTRS ability to deliver measurable outcomes.
- iii. Actions staff take as a liaison between the TRB and organizations dedicated to advancing good environmental, social and governance practices aligned with long- term value creation;
 - iv. Developments in the environmental, social and governance area that may affect the value of securities held by CalSTRS;
 - v. Participation by CalSTRS in securities litigation, consistent with the policy, in the event that a subject company's underperformance is related to matters that are or may become the subject of such litigation. Criteria for entering into litigation related to securities fraud and/or to accomplish the purposes of the policy, so long as these actions are consistent with the Investment Management Plan. Reports related to securities litigation will be presented to the Board on an as needed basis.
 - vi. Ad Hoc/Inbound Engagement Requests: Staff will consider additional requests to engage and address specific issues that are not articulated in the Annual Stewardship Plan using the flow chart in Exhibit 1. Reports related to ad hoc and inbound engagement requests will be presented to the Board on an as needed basis.

BOARD REVIEW

As with all other plan assets, these policies cannot be altered without explicit direction from the Board.

The Investment Committee of the Board may review this policy periodically, as deemed appropriate and in keeping with its fiduciary duties.

**EXHIBIT 1: Stewardship Program Policy – Ad Hoc/Inbound Engagement Requests
Flowchart**



Sustainable Investment and Stewardship Strategies (SISS) Portfolio Policy

EXECUTIVE SUMMARY

In accordance with the CalSTRS Investment Policy and Management Plan, IPMP, the California State Teachers' Retirement System Board has established an allocation for asset classes. Within this allocation, the Chief Investment Officer (CIO), or designee, has authority to authorize investment within the Sustainable Investment and Stewardship Strategies Portfolio (SISS Portfolio). The SISS Portfolio has two components: the SISS Public Portfolio and the SISS Private Portfolio. In aggregate, the assets under management (AUM) in the SISS Public and Private Portfolios shall not exceed five percent of the CalSTRS Total Fund market value. The SISS Portfolio shall have a blended performance benchmark comprised of the weightings of the SISS Public Portfolio and the SISS Private Portfolio multiplied by their respective benchmarks. CalSTRS' SISS Portfolio is to be invested, administered, and managed in a prudent manner for the sole benefit of its participants and beneficiaries, in accordance with the California Constitution, the Teachers' Retirement Law, and other applicable statutes. The SISS Portfolio will remain within compliance of all CalSTRS policies.

This document is intended to summarize the fundamental objectives and considerations used in the investment, administration, and management of the SISS Portfolio. This policy is designed to set boundaries that will ensure prudence and care in the management of the SISS assets while allowing sufficient flexibility in the management process to capture investment opportunities.

CalSTRS believes that material environmental, social, and governance (ESG) issues can affect the performance of its investments. As a result, the CalSTRS Investment Policy for Mitigating Environmental, Social and Governance Risks has been developed as a tool that both internal and external investment managers are expected to use to assess the impact of ESG risk when making an investment on behalf of CalSTRS. Detailed procedures and guidelines for each of the portfolios are maintained separately.

RISK MANAGEMENT

In aggregate, the assets under management (AUM) in the SISS Public and Private Portfolios shall not exceed five percent of the CalSTRS Total Fund Market Value.

Delegation of Authority

The CIO or designee has the authority to manage the Sustainable Investment & Stewardship Strategies Portfolio and may use other investment personnel to implement these policies and the processes described in the procedures.

The CIO or designee has the authority to approve commitments to strategies within the boundaries established by CalSTRS investment policies.

Within the boundaries and ranges established by this policy, staff is responsible for the selection, allocation, and oversight of externally and internally managed portfolios. Comprehensive procedures, manager guidelines, objectives, benchmark selection, forecast active risk, portfolio composition, including eligible securities, constraints, and trading activities are to be monitored across all SISS Portfolios.

MONITORING AND REPORTING

The following reports will be prepared and presented to the Board, unless otherwise stated, in order to facilitate visibility of compliance monitoring and reporting according to this document:

- i. **Semi-Annual Investment Report** – prepared by staff (posted to CalSTRS.com)
- ii. **Performance Report** – prepared by master custodian/consultant (semi-annually)
- iii. **Business Plan** – prepared by staff (annually)

BOARD REVIEW

The Board or the Investment Committee will review this policy periodically, as deemed appropriate and in keeping with its fiduciary standards.

[Link to INVESTMENT TERMS GLOSSARY at CalSTRS.com](#)

SISS Public Portfolio

PROGRAM OBJECTIVES

The goal of the SISS Public Portfolio is to opportunistically improve the risk and return characteristics of the CalSTRS Total Fund (Fund) and explicitly integrate sustainability considerations as a value driver in investment strategy. The SISS Public Portfolio shall be invested to provide diversified investment returns with the ancillary benefits of improving the overall market through active engagement and promoting the integration of material sustainability-related factors.

PERFORMANCE OBJECTIVES

Over the long-term, the SISS Public Portfolio seeks to produce a positive return greater than the program benchmark. Separate and distinct performance objectives and benchmarks shall be established for each investment strategy in order to determine whether performance objectives have been met.

PROGRAM BENCHMARK

The overall SISS Public Portfolio shall have a blended performance benchmark comprised of the weightings for each of the underlying investment strategies multiplied by their respective benchmarks.

PROGRAM STRUCTURE

The SISS Public Portfolio may invest in any set of strategies primarily invested in public securities that are intended to improve the risk and return characteristics of the Fund and intentionally integrate material sustainability-related considerations into portfolio construction. Strategies may be managed by external investment managers or implemented internally by Global Equity staff. The decision to utilize internal staff will be based on a

variety of factors including, but not limited to, cost effectiveness/control, market transparency/liquidity, market efficiency, active risk, and infrastructure/resource requirements.

Asset Allocation

Under the direction of the CIO, staff has discretion, within the range approved by the Board, to implement tactical allocations in the SISS Public portfolio.

The SISS Public Portfolio shall be managed within the Total Public Equity annualized forecast active risk limit as established in the Global Equity Investment Policy.

Public Co-Investments

Public co-investments are limited to the publicly traded stocks domiciled in markets in which the SISS Public Portfolio is currently invested.

A co-investment may take the form of equity, convertible preferred equity, and warrants or a comparable instrument which provides an equity type of ownership and return. Investment restrictions included in the IPMP are hereby incorporated by reference.

- i. Co-investments shall be made side by side with CalSTRS external investment managers.
- ii. Due diligence process shall be thorough, consistent, and appropriate as defined in the SISS investment portfolio procedures.
- iii. Maximum amount of any single investment shall not exceed \$100 million at the time of the investment.
- iv. Co-investments will be disposed of in coordination with the CalSTRS external investment manager who recommended the co-investment.

Special Situations Investments

The SISS unit may initiate or hold investments in individual public equity securities for the following reasons:

- i. Facilitate operational or legal segregation: in order to take advantage of certain legal rights, such as appraisal rights and/or legal proceedings, individual securities may be transferred to and held in a segregated account.
- ii. Facilitate trading and compliance of regulatory requirements when, acting as part of a group, there may be certain regulatory filings and/or trading restrictions determined by the group's holdings and/or changes in the amounts held by the group. In order to manage the filing process and prevent restricting CalSTRS internally and externally managed portfolios, SISS may make investments in an individual security to manage its holding level and facilitate trading among internal and external portfolios.
- iii. Funding of the accounts will be done at the determination of the Chief Investment Officer, or designee, and trading will be done by the Global Equity unit.

SISS Private Portfolio

PROGRAM OBJECTIVES

The SISS Private Portfolio serves as a source of long-term capital appreciation for the Fund. The goal of the SISS Private Portfolio is to opportunistically improve the risk and return characteristics of the Fund. The investment scope of the SISS Private Portfolio is broad. The SISS Private Portfolio exists to leverage CalSTRS’ investment partners to source and invest in opportunities that demonstrate positive contributions to a more sustainable global economy, across private market asset classes. The portfolio does not seek to replicate investments that already exist in other parts of the CalSTRS portfolio. Instead, it creates a systematic platform to expand investment opportunities in private equity, infrastructure and real estate that are additive to the Fund. .

PERFORMANCE OBJECTIVES

Over the long-term, the SISS Private Portfolio seeks to produce a positive return greater than the blended weighting of the respective private asset class benchmarks while demonstrating positive contributions towards a more sustainable global economy that benefit plan participants. Separate and distinct performance objectives and benchmarks shall be established for each investment in order to determine whether performance objectives have been met.

PROGRAM BENCHMARKS

The overall SISS Private Portfolio shall have a blended performance benchmark comprised of the weightings for each of the underlying strategies multiplied by their respective benchmarks, as detailed below:

SISS Private Equity	Private Equity Program Benchmark
SISS Real Estate	Real Estate Program Benchmark
SISS Infrastructure	Infrastructure Program Benchmark
SISS Innovative Strategies	Innovative Strategies Benchmark (<i>as determined by the underlying individual strategy</i>)

PROGRAM STRUCTURE

The SISS Private Portfolio may invest in any set of private assets that are intended to improve the risk and return characteristics of the Fund and demonstrate positive contributions to a more sustainable global economy that benefit plan participants. The SISS Private Portfolio will consist of two sub-components which are subject to appropriate due diligence as defined in the SISS Private Portfolio investment procedures and which, as appropriate, reference the Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies investment procedures:

- Those that leverage existing CalSTRS partnerships across Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies to scale investments that will be additive to the Fund
- Those that allow CalSTRS to develop new investment partnerships that are additive

to the Fund and would otherwise have been allowed under CalSTRS Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies policies.

Permissible Investment Types

In compliance with CalSTRS' existing investment policies, including the Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies policies, the SISS Private Portfolio may invest in private assets using: (1) Limited Partnerships (and other limited liability vehicles); (2) Commingled Funds; (3) Discretionary Accounts; (4) Separately Managed Accounts; (5) Co-investments; (6) Secondary Market Transactions; (7) Direct Investments; (8) Joint Ventures; (9) Debt instruments; and (10) Standard investment management agreements.

Within the limits established by CalSTRS investment policies, staff is responsible for the selection, allocation, and oversight of the investments, strategies and external managers. If prudent, CalSTRS may elect to manage a strategy internally. Any internally managed strategy must be approved by the CIO and General Consultant. Delegation limits for assets are established within CalSTRS existing policies, including Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies and are reflected in the Investment Policy and Management Plan.

All SISS Private Portfolio investments require a positive written recommendation by CalSTRS' staff and/or a Program Advisor, an Independent Fiduciary, or Co-investment Advisor. All SISS Private Portfolio investments will comply with delegation authority limits outlined in CalSTRS existing Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies policies.

Diversification

Diversification within the SISS Private Portfolio is critical to control risk and maximize returns for the Fund. To provide diversification, the size of each investment shall, in aggregate, be limited to the lesser of half-a-percent (0.5%) of the CalSTRS Total Fund market value, calculated using the total commitments as of the investment decision date or existing limits and restrictions detailed in each asset class policy. This investment size limitation shall be applied to the aggregate amount of capital across multiple asset classes, as necessary, while remaining within compliance of the most restrictive investment limitation, as necessary.

The SISS Private Portfolio shall be diversified across Private Equity, Inflation Sensitive, Real Estate and Innovative Strategies opportunities.

Approved by the Subcommittee on Corporate Governance: October 13, 1999
Adopted by the Investment Committee: October 13, 1999
Amended by the Subcommittee on Corporate Governance: January 5, 2000
Adopted by the Investment Committee: January 5, 2000
Adopted by the Investment Committee: July 14, 2005
Amended and adopted by the Teachers' Retirement Board: April 7, 2006
Amended and adopted by the Teachers' Retirement Board: November 1, 2007
Approved by the Subcommittee on Corporate Governance: February 7, 2008
Adopted and Ratified by the Investment Committee: February 7, 2008
Amended by the Board Governance Committee on November 6, 2008
Amended by the Board Governance Committee on September 3, 2009
Reorganized by Corporate Governance Committee on April 7, 2011
Amended by the Investment Committee: February 7, 2014
Revised to move Corporate Governance Portfolio Policy from Global Equity Policy to the
Corporate Governance Policy November 1, 2017
Revised to update the Corporate Governance Portfolio Policy on February 7, 2018
Revised to reflect the new policy format and establish a CG allocation September 20, 2018
Revised to make technical change to the portfolio allocation July 2019
Revised to update Corporate Governance Program and remove trade/wire approval limits
September 5, 2019
Revised to update the Stewardship Program January 2020
Revised to formally adopt the SISS name, update the public equity structure and benchmark July
2020
Revised to adopt Sustainable Investment & Stewardship Strategies Private Portfolio March 4, 2021
Revised to adopt Sustainable Investment & Stewardship Strategies Risk Budget July 8, 2021
Revised to modify Sustainable Investment & Stewardship Strategies Public Portfolio benchmark
and Risk Budget May 4, 2023