

**CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM
STATEMENT OF INVESTMENT POLICY**

**FOR
GLOBAL PROXY VOTING**

July 17, 2014

This Policy is effective immediately upon adoption and supersedes all previous Global Proxy Voting policies.

I. PURPOSE

The CalPERS Public Employees' Retirement System ("CalPERS") Investment Beliefs Policy and Total Fund Statement of Investment Policy, adopted by the CalPERS Investment Committee ("Committee"), set forth CalPERS overarching investment purposes and objectives with respect to all its investment programs.

This document sets forth the investment policy ("Policy") for Global Equity, with respect to Global Proxy Voting. In addition, this Policy applies to the Corporate Governance engagement process and other governance initiatives. Additionally, use of this Policy assures sufficient flexibility in managing investment risks and returns associated with proxy voting, corporate engagement, and other corporate governance initiatives within the global capital markets.

II. FIDUCIARY DUTIES OVERVIEW

The CalPERS Board of Administration ("Board") functions as fiduciaries. As fiduciaries, they must discharge their responsibilities in accordance with the twin duties of loyalty and care.

The duty of loyalty requires the Board and other CalPERS fiduciaries to act solely in the interest of members and beneficiaries. Under the duty of care, the Board and other CalPERS fiduciaries must manage Fund assets as a "prudent investor." Essentially, this requires the exercise of care, skill and diligence that a prudent person, familiar with the matters, would exercise under similar circumstances in managing a pension fund of like size. More explicitly, CalPERS fiduciaries must seek to maximize investment returns, while minimizing risk of loss. The duty of care safeguards the payment objectives of the Fund, to ensure that the defined benefits can be paid when due at the time of retirement or death. The Board also has a duty to maximize the value of its investments, in order to avoid the increases in state and local government taxes that might otherwise be needed to pay the employer's share of costs.

Inherent within the concept of prudence is the duty to monitor investment performance.¹ The U.S. Department of Labor (DOL), entrusted with oversight of the Employee Retirement Income and Security Act of 1974 (ERISA), has warned private pension fiduciaries that they may be held accountable for screening the performance of holdings, even those held under passive strategies.² In 1988, the DOL issued its so-called Avon Letter, putting private pension plan trustees on notice that proxy voting rights must be diligently exercised as an aspect of fiduciary duty.³ In 1994 the DOL updated its Avon Letter in a bulletin that consolidates the voting requirements of ERISA fiduciaries. The DOL now advocates a corporate activist role for pension plan trustees, to include "... activities intended to monitor or influence corporate management."⁴

III. GLOBAL PRINCIPLES OF ACCOUNTABLE CORPORATE GOVERNANCE

CalPERS has maintained an active Corporate Governance Program since 1984. To define the scope of this Program, the Board has adopted the Global Principles of Accountable Corporate Governance ("Global Principles").

The underlying tenet for the Global Principles is that fully accountable governance structures produce, over the long term, the best returns to shareowners.

IV. IMPLEMENTATION OF PRINCIPLES

A. CalPERS Investment Staff's ("Staff") is responsible for the following:

1. Reporting to the Committee

- a. An annual update, within the first quarter of each calendar year, to include at a minimum an update to the Board's Global Principles of Accountable Corporate Governance.
- b. Quarterly summary reports explaining votes made under this delegated responsibility.

¹Richard H. Koppes and Maureen L. Reilly, *An Ounce of Prevention: Meeting the Fiduciary Duty to Monitor an Index Fund*, *The J. of Corp. Law, Univ. of Iowa* (Summer 1995).

²See 29 C.F.R. sec. 2550.404a-1, DOL preamble to proposed regulations for the investment of plan assets, at fn. 7.

³DOL Op. Ltr. to Helmut Fandl, Avon Products, Inc. (Feb. 29, 1988).

⁴DOL Interp. Bulletin 94-1 (July 1994).

- c. ~~Staff shall report concerns, problems, material changes and all violations of this policy at the next Committee meeting, or sooner if deemed necessary. These reports shall include explanations of the violations and appropriate recommendations for corrective action.~~

2. ~~Proxy Voting Instructions~~

- a. ~~Staff will execute all proxies and voting instructions in a manner that is consistent with the Board's Global Principles of Accountable Corporate Governance unless:~~

- (1) ~~Such a vote may result in long-term harm to the company that outweighs all reasonably likely long-term benefit to the company (i.e., is inconsistent with the Board's fiduciary duties).~~
- (2) ~~Such a vote is contrary to the interests of the members and beneficiaries of CalPERS system under the Board's fiduciary duties.~~

- b. ~~Executing proxies and voting instructions includes, but is not limited to:~~

- (1) ~~Casting votes in favor of or "For", an individual or slate of director nominees up for election that Staff believes will effectively oversee CalPERS interests as a shareowner consistent with the Board's Global Principles of Accountable Corporate Governance.~~
- (2) ~~Withholding votes from or "Against", an individual or slate of director nominees at companies that Staff believes will not effectively oversee CalPERS interests as a shareowner consistent with the Board's Global Principles of Accountable Corporate Governance or in limited circumstances where a company has consistently demonstrated long-term economic underperformance.~~
- (3) ~~Supporting or voting "For" management or shareowner resolutions that are consistent with the Board's Global Principles of Accountable Corporate Governance.~~

- (4) ~~Withholding support or voting “Against” management or shareowner resolutions that are not consistent with the Board’s Global Principles of Accountable Corporate Governance.~~

~~Staff must seek approval from the Board, through its Committee, on proxy issues not clearly covered by these Global Principles.~~

~~V. GLOSSARY OF CalPERS SPECIFIC TERMS~~

~~*Italicized* terms appearing in the Policy are CalPERS specific in nature and are defined in the CalPERS Specific Glossary of Terms.~~

~~Global Proxy Voting Principles~~

Adopted by the Investment Committee	February 14, 2000
Revised by the Investment Committee	March 19, 2001
Revised by the Investment Committee	May 16, 2005
Revised by the Policy Subcommittee	February 20, 2007
Approved by the Investment Committee	March 12, 2007
Revised by the Policy Subcommittee	March 17, 2008
Approved by the Investment Committee	April 21, 2008
Administrative changes to improve reporting clarity regarding quarterly reports to the Investment Committee and update template language	July 17, 2014