

SGA Proxy Voting Policies and Procedures



Amendment Dated April 8, 2020

5.2.8 Proxy Voting Policies and Procedures

Sustainable Growth recognizes that the act of managing assets of clients consisting of equity securities can include the voting of proxies related to such equity securities. Each client can either: (i) delegate the power to vote proxies to the adviser; or (ii) retain the authority to vote his or her proxy. Where a client has delegated the power to vote proxies in his or her account, Sustainable Growth will vote the proxies in a manner that is in the best interests of the client. When Sustainable Growth has such responsibility, it will follow the Proxy Voting Policies and Procedures.

Sustainable Growth when administering the voting of proxies will comply with "Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers" (August 29, 2019). Sustainable Growth may also take into consideration proxy voting guidance of other regulators including the EU, UK, Canadian and Australia regulatory authorities (as applicable).

5.2.8.1 Proxy Voting

5.2.8.1.1 Proxy Voting Responsibility

At the inception of each investment adviser-client relationship, Sustainable Growth shall require the client to indicate whether the client or Sustainable Growth is responsible for voting proxies in one or more of the following documents:

- Client's investment advisory contract; or
- Separate agreement between client and Sustainable Growth authorizing Sustainable Growth to vote client's proxies.

5.2.8.1.2 Client Responsibility to Vote Proxies

If Sustainable Growth receives proxies related to a client's securities and Sustainable Growth is not responsible for voting such proxies, Sustainable Growth shall make arrangements with the client and/or client's custodian or take such other steps to ensure that the client timely receives such proxies.

5.2.8.1.3 Firm Responsibility to Vote Proxies

Unless the power to vote proxies for a client is reserved to that client (or in the case of an employee benefit plan, the plan's trustee or other fiduciaries), Sustainable Growth is responsible for voting the proxies related to that account. When exercising its authority to vote proxies, Sustainable Growth shall:

- satisfy its duties of care and loyalty to each client with respect to voting that client's proxies;
- conduct a reasonable investigation into matters on which Sustainable Growth votes;
- consider whether voting all of its clients' shares the same and/or in accordance with a uniform voting policy would be in the best interest of each of its clients, including the potential effect of the vote on the value of a client's investments that have different investment objectives;
- make the determination with respect to each proxy vote that its vote or recommendation is in the best interest of the client; and
- not place its own interests ahead of the interests of any client with respect to any proxy vote or recommendation.

5.2.8.1.4 Proxy Voting Responsibility Monitoring

The Portfolio Manager shall maintain records identifying those clients where Sustainable Growth exercises proxy voting authority and those clients where Sustainable Growth does not have such authority.

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5.2.8.2 Retaining Third Party Proxy Advisory Firms

Sustainable Growth may retain a third-party company ("Third Party Proxy Advisory Firm") to provide it with research and recommendations with voting client proxies only after Sustainable Growth:

- Obtains and reviews the proxy voting policies and procedures of the Third Party Proxy Advisory Firm (or summaries of such policies and procedures), and finds them acceptable and in the best interests of its clients;
- Determines that the Third Party Proxy Advisory Firm has the capacity and competency to analyze proxy issues;
- Considers the following:
 - the adequacy and quality of the Third Party Proxy Advisory Firm's staffing, personnel, and technology;
 - how the Third Party Proxy Advisory Firm incorporates appropriate input in formulating its methodologies and construction of issuer peer groups;
 - where relevant, how the Third Party Proxy Advisory Firm, in constructing peer groups, takes into account the unique characteristics regarding the issuer, to the extent available, such as the issuer's size; its governance structure; its industry and any particular practices unique to that industry; its history; and its financial position;
 - the extent to which the Third Party Proxy Advisory Proxy Firm has adequately disclosed its methodologies in formulating voting recommendations;
 - the nature of any third-party information sources that the Third Party Proxy Advisory Firm uses as a basis for its voting recommendations; and
 - how the Third Party Proxy Advisory Firm would expect to engage with issuers and third parties;
- Obtains sufficient information from the Third Party Proxy Advisory Firm initially and on an ongoing basis to conclude that the Third Party Proxy Advisory Firm is independent and can make recommendations in an impartial manner;
- Requires the Third Party Proxy Advisory Firm to disclose any relevant facts concerning the Firm's relationships with issuers of publicly traded securities that are the subject of the proxy, such as the amount of compensation the Third Party Proxy Advisory Firm receives from such issuers;
- Obtains representations from the Third Party Proxy Advisory Firm that it faced no conflict of interest with respect to recommendations or votes and that it will promptly inform Sustainable Growth if there is a conflict of interest; and
- Obtains representations from the Third Party Proxy Advisory Firm that no member of its staff providing services to issuers of publicly traded companies play a role in the preparation of its analyses or vote on proxy issues.

5.2.8.2.1 Third Party Proxy Advisory Firm Advice

In the event Sustainable Growth retains a Third-Party Proxy Advisory Firm to assist it in voting proxies received from issuers, Sustainable Growth shall:

- vote proxies in a manner that is in the best interest of its clients;
- exercise its independent judgment when deciding how to vote a proxy, while taking into account recommendations from the Third-Party Proxy Advisory Firm;
- periodically review:
 - the internal guidelines published by the Third-Party Proxy Advisory Firm to ensure the firm is following its guidelines, including how such firm addresses conflicts of interest;
 - reports prepared by the Third-Party Proxy Advisory Firm for accuracy;
 - the Third-Party Proxy Advisory Firm's efforts to correct any identified material deficiencies in the Third-Party Proxy Advisory Firm's analysis;
- periodically review the Third Party Proxy Advisory Firm's disclosure to Sustainable Growth regarding the sources of information and methodologies used in formulating voting recommendations or executing voting instructions;
- request the Third Party Proxy Advisory Firm to notify Sustainable Growth regarding business changes it considers relevant (e.g., with respect to the Third Party Proxy Advisory Firm's capacity and competency to provide independent proxy voting advice or carry out voting instructions);
- inquire whether the Third Party Proxy Advisory Firm appropriately updates its methodologies, guidelines, and voting recommendations on an ongoing basis, including in response to feedback from issuers and their shareholders; and

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- periodically review how Sustainable Growth has voted client proxies and compare to the recommendations of the Third-Party Proxy Advisory Firm and, if applicable, investigate high correlations between its votes and Third Party Proxy Advisory Firm recommendations (which may suggest "rote" reliance on proxy advisory firms).

5.2.8.3 Proxy Voting Guidelines

Sustainable Growth shall vote proxies related to securities held by any client in a manner solely in the best interests of the client. Sustainable Growth shall consider only those factors that relate to the client's investment, including how its vote will economically impact and affect the value of the client's investment. Proxy votes will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, and maintain or increase the rights of shareholders. Proxy votes will be cast against proposals having the opposite effect. In voting on each and every issue, Sustainable Growth shall vote in a prudent and diligent fashion and only after a careful evaluation of the issue presented on the ballot.

Prior to electing to follow any specific guidelines, Sustainable Growth will:

- Determine the impact of following such guidelines on all clients, including whether the guidelines would be more appropriate for one group of clients and not for others;
- Identify any direct or indirect benefits that might flow to Sustainable Growth as a result of choosing one guideline over other guidelines;
- Address any conflicts of interest raised by the selection of such guidelines by following the Proxy Voting Conflicts of Interest section of these Procedures; and
- Refrain from using such guidelines if it provides an advantage to one group of clients while disadvantaging or otherwise not being in the best interest of any of the remaining clients.

Sustainable Growth has adopted the following specific voting guidelines:

5.2.8.3.1 Corporate Governance

Unless exceptional circumstances exist, Sustainable Growth will vote against proposals that make it more difficult to replace Board members, including proposals to:

- Stagger the Board
- Overweight management on the Board
- Introduce cumulative voting
- Introduce unequal voting rights
- Create super majority voting
- Establish pre-emptive rights

5.2.8.3.2 Takeovers

Sustainable Growth will vote against proposals that make it more difficult for a company to be taken over by outsiders, and in favor of proposals that attempt to do the opposite.

5.2.8.3.3 Capital Structure

Sustainable Growth will vote against proposals to move the company to another jurisdiction less favorable to shareholders' interests, or to restructure classes of stock in such a way as to benefit one class of shareholders at the expense of another, such as dual classes (A and B shares) of stock.

5.2.8.3.4 Outside Directors

Sustainable Growth will vote against any proposal to allow the Chief Executive Officer of a company to appoint outside directors, and in favor of any proposal to eliminate this ability.

5.2.8.3.5 Social & Environmental Considerations

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Sustainable Growth takes into consideration environmental, social and governance issues both in its investment process and proxy voting. Sustainable Growth will generally support standards-based ESG proposals that enhance long-term shareholder value while aligning the interests of an issuer with those of society at large. In particular, Sustainable Growth will focus on proxy proposals seeking greater transparency and adherence to internationally recognized standards and principals.

In determining how to vote Sustainable Growth will analyze and consider the following:

- Whether the proposal is well framed and reasonable
- Whether the proposal (if adopted) would have either a positive/negative impact on the issuer's short or long term share value
- The percentage of sales, assets and/or earnings affected
- Whether the issuer already has already appropriately or adequately addressed the matter(s) at issue
- The issuer's analysis and recommendation on the proposal
- The issuer's past practices with respect to the proposal (i.e., past controversies, fines, litigation with respect to any such environmental and/or social practices)
- How other companies have addressed similar issues and proposals
- Other risk factors including economic and reputational risks that may impact the issuer's business

5.2.8.4 Proxy Voting Conflicts of Interest

Sustainable Growth recognizes that conflicts between itself and clients may arise in voting the proxies of issuers of equity securities and that these conflicts must be addressed. The designated Investment Committee member is responsible for identifying potential conflicts of interest in regard to the proxy voting process. Where appropriate, Sustainable Growth will use one of the following methods to resolve such conflicts, provided such method results in a decision to vote the proxies that is based on the clients' best interest and is not the product of the conflict:

1. provide the client with sufficient information regarding the shareholder vote and Sustainable Growth's potential conflict to the client and obtain the client's consent before voting;
2. vote securities based on a pre-determined voting policy;
3. vote client securities based upon the recommendations of a Third-Party Proxy Advisory that itself does not have a conflict of interest; or
4. request the client to engage another party to determine how the proxies should be voted.

Third Party Proxy Advisory Firm

If Sustainable Growth utilizes a Third Party Proxy Advisory Firm, Sustainable Growth will review such firm's policies and procedures regarding how it identifies and addresses conflicts of interest.

5.2.8.5 Proxy Voting Review

Sustainable Growth periodically will review the votes cast for clients.

Sustainable Growth will test whether its casting of votes on behalf of clients is consistently following its voting policies and procedures including:

- sampling proxy votes that relate to proposals that may require more issuer-specific analysis (e.g., mergers and acquisition transactions, dissolutions, conversions, or consolidations); and
- sampling proxy votes to determine whether they were consistent with its voting policies and procedures and in its client's best interest.

Third-Party Proxy Advisory Firm Voting

If Sustainable Growth retains a Third-Party Proxy Advisory Firm to provide voting recommendations, Sustainable Growth will periodically evaluate whether the Third-Party Proxy Advisory Firm's voting recommendations are consistent with its voting policies and procedures and in the client's best interest.