

Note: the first three introductory sections of the draft revised code ('Stewardship and the Code', 'Application of the Code' and 'Comply or Explain') have been completely overhauled. For that reason changes to those sections have not been marked. Changes to the Principles and guidance are, however, marked in bold and underlined text.

STEWARDSHIP AND THE CODE

1. Stewardship is the act of looking after something on behalf of someone else. Institutional investors are entrusted with the stewardship of assets which ultimately belong to their beneficiaries or clients. Fulfilling this responsibility requires them to be good stewards of the companies in which those assets are invested, with a view to ensuring (i) that those companies have business models which are capable of delivering long-term shareholder value through sustainable wealth creation, and (ii) that such business models are being effectively implemented. Effective stewardship benefits companies, investors and the economy as a whole. As such, it can help fiduciary investors fulfil their duty to protect the best interests of their beneficiaries.

2. For investors, the principle means by which this responsibility is discharged is engagement with boards and/or management to ensure that they too, in turn, are acting as effective stewards of the company. Stewardship activities include monitoring and engaging with companies on matters such as strategy, performance, governance, remuneration and risks (including those that may arise from social and environmental matters), as well as voting. Investors with holdings across the economy may also wish to engage where the activities of individual companies pose systemic risks to the economy. Engagement is purposeful dialogue with companies on those matters as well as on issues that are the immediate subject of votes at general meetings.

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3. The UK Corporate Governance Code identifies the principles that underlie an effective board. This Stewardship Code sets out the principles of effective stewardship by investors. In so doing, the Code assists institutional investors better to exercise their stewardship responsibilities, which in turn gives force to the 'comply or explain' system.

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2. In publicly listed companies responsibility for stewardship is shared. The primary responsibility rests with the board of the company, which oversees the actions of its management. Investors in the company also play an important role in holding the board to account for the fulfilment of its responsibilities. ¶

4. Institutional investors' activities include decision-making on matters such as allocating assets, awarding investment mandates, designing investment strategies, and buying or selling a specific security. Each institution will wish to consider whether their commitment to the Code relates primarily to activities associated with asset ownership, activities associated with asset management, or both. Where, for example, asset owners have operationally independent asset management arms, both entities should consider signing up to the Code in their own right.

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5. Broadly speaking, asset owners include pension funds, insurance companies, investment trusts and other collective investment vehicles. As the providers of capital, they set the tone for stewardship and may influence behavioural changes that lead to better stewardship by asset managers and companies. Asset managers with day-to-day responsibility for managing investments are well positioned to influence companies' long-term performance through stewardship.

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6. Compliance with the Code does not constitute an invitation to manage the affairs of a company or preclude a decision to sell a holding, where this is considered in the best interest of clients or beneficiaries.

APPLICATION OF THE CODE

1. This Stewardship Code traces its origins to 'The Responsibilities of Institutional Shareholders and Agents: Statement of Principles', first published in 2005 by the Institutional Shareholders Committee (ISC), and which the ISC converted to a code in 2009. Following the 2009 Walker Review of governance in financial institutions, the FRC was invited to take responsibility for the Code. In 2010, the FRC published the first version of the Stewardship Code, which closely mirrored the ISC code. This edition of the Code does not change the spirit of the 2010 Code.
2. The Code is directed in the first instance to institutional investors, by which is meant firms that may be considered asset owners and/or asset managers. The Code also applies, by extension, to service providers, such as proxy advisors and investment consultants.
3. The FRC expects signatories of the Code to publish on their website, or if they do not have a website in another accessible form, a statement that:
 - describes how the signatory has applied each of the seven principles of the Code; and
 - discloses the specific information requested in the guidance to the principles; or
 - if one or more of the principles have not been applied or the specific information requested in the guidance has not been disclosed, explains why the signatory has not complied with any elements of the Code.
4. Disclosures under the Code should improve the functioning of the market for investment mandates: asset owners should be better equipped to evaluate asset managers, and asset managers should be better informed to tailor their services to meet asset owners' requirements.
5. In particular, the disclosures should, with respect to conflicts of interest, address the priority given to client interests in decision-making; with respect to collective engagement, describe the circumstances under which the signatory would join forces with other institutional investors to ensure that boards acknowledge and respond to their concerns on critical issues and at critical times; and, with respect to proxy advisors, how the signatory uses their advice.
6. The statement of how the Code has been applied should be aligned with the signatory's role in the investment chain.

7. Asset owners' adherence to the spirit of the Code may include engaging directly with companies or indirectly through the selection of, and mandates given to, asset managers. They should clearly communicate their policies on stewardship to their managers and to their beneficiaries. Asset owners will wish to consider the extent to which they will seek to retain the right to instruct their asset managers on particular issues in line with their stewardship policy. Since asset owners are the primary audience of asset managers' public statements as well as client reports on stewardship, asset owners should seek to hold their managers to account for their stewardship activities. In so doing, asset owners better fulfil their duty to their beneficiaries to exercise stewardship over their assets.
8. An asset manager should disclose how it delivers stewardship responsibilities on behalf of its clients.
9. Asset managers are expected to have the policies described in their stewardship statements independently verified. In 2011 the Institute of Chartered Accountants in England and Wales published a Stewardship Supplement to Technical Release AAF 01/06, which covers assurance reports on internal controls of service organisations made available to third parties. The FRC encourages all managers to adopt this standard, or an equivalent, if they have not already done so. Where appropriate, asset owners should also consider having their policy statements independently verified.
10. Overseas investors who follow other national or international codes that have similar objectives should not feel the application of the Code duplicates or confuses their responsibilities. Disclosures made in respect of those standards can also be used to demonstrate the extent to which they have complied with the Code. In a similar spirit, UK institutions that apply the Code should use their best efforts to apply its principles to overseas equity holdings.
11. Institutional investors with several types of funds or products need to make only one statement, but are encouraged to explain which of their funds or products are covered by the approach described in their statements. Institutions are also encouraged to disclose whether they adopt a stewardship approach with regard to other asset classes in which they invest, including corporate debt.
12. The FRC encourages service providers to disclose how they carry out the wishes of their clients with respect to each principle of the Code that is relevant to their activities.
13. Signatories are expected to review their policy statements annually, and update them where necessary to reflect changes in actual practice.

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14. The statement should be easy to find on the signatory's website, or if it does not have a website in another accessible form, and should indicate when the statement was last reviewed. It should include contact details of an individual who can be contacted for further information and by those interested in collective engagement. The FRC hosts on its website the statements of signatories without their own website.
15. The FRC retains on its website a list of asset owners, asset managers and service providers that have published a statement on their compliance or otherwise with the Code, and requests that they notify the FRC when they have done so, and when the statement is updated.
16. The FRC regularly monitors the take-up and application of the Code. It expects the content of the Code to evolve over time to reflect developments in good stewardship practice, the structure and operation of the market, and the broader regulatory framework. Unless circumstances change, the FRC does not envisage proposing further changes to the Code until 2014 at the earliest.

COMPLY OR EXPLAIN

1. As with the UK Corporate Governance Code, the Code should be applied on a “comply or explain” basis.
2. The Code is not a rigid set of rules. It consists of principles and guidance. The principles are the core of the Code and the way in which they are applied should be the central question for the institutional investor as it determines how it is to operate according to the Code; the guidance recommends how the principle should be applied.
3. Those signatories that choose not to comply with one of the principles, or not to follow the guidance, should deliver meaningful explanations that enable the reader to understand their approach to stewardship. In providing an explanation, the signatory should aim to illustrate how its actual practices contribute to good stewardship and promote the delivery of the institution’s or its clients’ investment objectives. They should provide a clear rationale for their approach.
4. While the Code operates on a “comply or explain” basis for all signatories, the Financial Services Authority requires all firms authorised to manage funds on behalf of others to disclose “the nature of its commitment” to the Code or “where it does not commit to the Code, its alternative investment strategy” (under Conduct of Business Rule 2.2.3). The Code thus remains voluntary, but the FSA rule encourages investment managers to consider their stewardship responsibilities and sign up to the Code.
5. The FRC recognises that not all parts of the Code are relevant to all signatories. For example, smaller institutions may judge that some of its principles and guidance are disproportionate in their case. In these circumstances, they should take advantage of the “comply or explain” approach and set out why this is the case.
6. In their responses to explanations, clients and beneficiaries should pay due regard to the signatory’s individual circumstances and bear in mind in particular the size and complexity of the signatory, the nature of the risks and challenges it faces, and the investment objectives of the signatory or its clients.

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7. Whilst clients and beneficiaries have every right to challenge a signatory's explanations if they are unconvincing, clients and beneficiaries should not evaluate explanations in a mechanistic way. Departures from the Code should not be automatically treated as breaches. A signatory's clients and beneficiaries should be careful to respond to the statements from the signatory in a manner that supports the "comply or explain" process and bears in mind the purpose of good stewardship. They should put their views to the signatory and both parties should be prepared to discuss the position.

THE PRINCIPLES OF THE CODE

So as to protect and enhance the value to the ultimate beneficiary,
institutional investors should:

- publicly disclose their policy on how they will discharge their stewardship responsibilities.
- have ~~a robust~~ **an effective** policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed.
- monitor their investee companies.
- establish clear guidelines on when and how they will escalate their **stewardship** activities. ~~as a method of protecting and enhancing shareholder value~~
- be willing to act collectively with other investors where appropriate.
- have a clear policy on voting and disclosure of voting activity.
- report periodically on their stewardship and voting activities.

THE UK STEWARDSHIP CODE

Principle 1

Institutional investors should publicly disclose their policy on how they will discharge their stewardship responsibilities.

Guidance

Stewardship activities include monitoring and engaging with companies on matters such as strategy, performance, risk, remuneration and corporate governance, as well as voting. Engagement is purposeful dialogue with companies on those matters as well as on issues that are the immediate subject of votes at general meetings.

Institutional investors' policy on stewardship should disclose how the institutional investor applies stewardship towards the aim of enhancing and protecting the value for the ultimate beneficiary or client.

This disclosure should be posted on the institutional investor's website, or if it does not have a website in another accessible form.

The statement should reflect the institutional investor's activities within the investment chain as well as the responsibilities that arise from those activities. In particular, the stewardship responsibilities of those whose primary activities are related to asset ownership may be different from those whose primary activities are related to asset management or other investment-related services.

The disclosure should also describe the institutional investor's include:

- ~~• how investee companies will be monitored. In order for monitoring to be effective an active dialogue may, where necessary, need to be entered into with the investee company's board;~~
- ~~• the strategy on intervention;~~
internal arrangements, including how stewardship is integrated with the wider investment process;
- ~~• the policy on voting and the use made of, if any, proxy voting or other voting advisory service, including information on how they are used; and~~
- ~~the policy on considering explanations made in relation to the UK Corporate Governance Code.~~

Principle 2

Institutional investors should have ~~a robust~~ an effective policy on managing conflicts of interest in relation to stewardship and this policy should be publicly disclosed.

Guidance

An institutional investor's duty is to act in the interests of **all its** clients and/or beneficiaries ~~when considering matters such as engagement and voting.~~

Conflicts of interest will inevitably arise from time to time, which may include when voting on matters affecting a parent company or client.

Institutional investors should put in place, ~~and~~ maintain, and publicly disclose an effective a policy for identifying and managing conflicts of interest, with the aim of taking all reasonable steps to put the interests of their client or beneficiary first. The policy should indicate any particularly significant potential conflicts which may arise in relation to stewardship, and should outline the process in place to ensure that such conflicts do not prejudice the interests of clients or beneficiaries. The policy should also address how matters are handled when the interests of clients or beneficiaries differ.

Principle 3

Institutional investors should monitor their investee companies.

Guidance

An essential component of stewardship is effective monitoring. ~~Investee companies should be monitored to determine when it is necessary to enter into an active dialogue with their boards. This m~~Monitoring should be regular, ~~and the process clearly communicable~~ and checked periodically for its effectiveness.

As part of this monitoring, institutional investors should seek to:

- keep abreast of the company's performance;
- keep abreast of developments within and external to the company that drive the company's value and risks;
- satisfy themselves that the company's leadership is effective;
- ~~seek to~~ satisfy themselves, ~~to the extent possible,~~ that the investee company's board and committees adhere to the spirit of the UK Corporate Governance Code structures are effective, and that independent directors provide adequate oversight, including by meeting the chairman and, where appropriate, other board members;

- ~~maintain a clear audit trail, for example, records of private meetings held with companies, of votes cast, and of reasons for voting against the investee company's management, for abstaining, or for voting with management in a contentious situation; and~~
- consider the quality of the company's reporting; and
- attend the General Meetings of companies in which they have a major holding, where appropriate and practicable.

Institutional investors should consider carefully explanations given for departure from the UK Corporate Governance Code and make reasoned judgements in each case. When evaluating whether an explanation is adequate, investors should bear in mind the criteria set out in the introduction to the Corporate Governance Code. They should give a timely explanation to the company, in writing where appropriate, and be prepared to enter a dialogue if they do not accept the company's position.

Institutional investors should endeavour to identify **problems** at an early stage **problems that may result in a significant loss in investment value. to minimise any loss of shareholder value.** If they have concerns they should seek to ensure that the appropriate members of the investee company's board **or management** are made aware of them.

Institutional investors may **or may** not wish to be made insiders. They An institutional investor who may be willing to become an insider should indicate in its stewardship statement the willingness of the firm to do so.

Institutional investors will expect investee companies and their advisers to ensure that information that could affect their ability to deal in the shares of the company concerned is not conveyed to them without their **prior** agreement.

Principle 4

Institutional investors should establish clear guidelines on when and how they will escalate their stewardship activities as a method of protecting and enhancing shareholder value.

Guidance

Institutional investors should set out the circumstances when they will actively intervene and regularly assess the outcomes of doing so. Intervention should be considered regardless of whether an active or passive investment policy is followed. In addition, being underweight is not, of itself, a reason for not intervening. Instances when institutional investors may want to intervene include when they have concerns about the company's strategy,

~~and~~ performance, ~~its~~ governance, remuneration or its approach to the risks, including those that may arise ~~arising~~ from social and environmental matters.

Initial discussions should take place on a confidential basis. However, if ~~boards~~ companies do not respond constructively when institutional investors intervene, then institutional investors ~~will~~**should** consider whether to escalate their action, for example, by:

- holding additional meetings with management specifically to discuss concerns;
- expressing concerns through the company's advisers;
- meeting with the chairman, senior independent director, or with all independent directors;
- intervening jointly with other institutions on particular issues;
- making a public statement in advance of General Meetings ~~the AGM or an EGM~~;
- submitting resolutions and speaking at General Meetings ~~shareholders' meetings~~; and
- requisitioning an EGM, in some cases proposing to change board membership.

Principle 5

Institutional investors should be willing to act collectively with other investors where appropriate.

Guidance

At times collaboration with other investors may be the most effective manner in which to engage.

~~Collaborative~~ Collective engagement may be most appropriate at times of significant corporate or wider economic stress, or when the risks posed threaten to destroy significant value ~~the ability of the company to continue~~.

Institutional investors should disclose their policy on collective engagement, indicating their readiness to work with other investors through formal and informal groups when this is necessary to achieve their objectives and ensure companies are aware of concerns. The disclosure should also indicate the kinds of circumstances in which the institutional investor would consider participating in collective engagement.

~~When participating in collective engagement, institutional investors should have due regard to their policies on conflicts of interest and insider information.~~

Principle 6

Institutional investors should have a clear policy on voting and disclosure of voting activity.

Guidance

Institutional investors should seek to vote all shares held. They should not automatically support the board.

If they have been unable to reach a satisfactory outcome through active dialogue then they should register an abstention or vote against the resolution. In both instances, it is good practice to inform the company in advance of their intention and the reasons why.

Institutional investors should disclose publicly voting records ~~and if they do not explain why.~~

Institutional investors should disclose the use made, if any, of proxy voting or other voting advisory services. The statement should disclose the extent to which they follow, rely upon or use recommendations made by such services.

Institutional investors should disclose their approach to stock lending and recalling lent stock.

Principle 7

Institutional investors should report periodically on their stewardship and voting activities.

Guidance

Institutional investors should maintain a clear audit trail of their stewardship activities: for example, records of private meetings held with companies, of votes cast, and of reasons for voting against the investee company's management, for abstaining, or for voting with management in a contentious situation.

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Asset managers and service providers ~~Those that act as agents~~ should regularly ~~report~~ **account** to their clients **or beneficiaries for details of** how they have discharged their responsibilities. Such reports will be likely to comprise qualitative as well as quantitative information. The particular information reported **and the format used**, ~~including the format in which details of how votes have been cast are presented~~, should be a matter for agreement between agents and their principals.

Transparency is an important feature of effective stewardship. Institutional investors should not, however, be expected to make disclosures that might be counterproductive. Confidentiality in specific situations may well be crucial to achieving a positive outcome.

Asset owners ~~Those that act as principals, or represent the interests of the end investor~~, should report at least annually to those to whom they are accountable on their **stewardship** policy and its execution. Since asset owners are the primary audience of asset managers' reports, they should also use these reports to regularly hold their managers to account for their stewardship activities.

These Asset managers that sign up to this Code should ~~consider~~ obtaining an independent ~~audit~~ opinion on their engagement and voting processes having regard to ~~the standards in frameworks such as~~ AAF 01/06¹ and SSAE 16 SAS-70². The existence of such assurance ~~certification reporting~~ should be publicly disclosed. **If requested, clients should be provided access to such assurance reports.**

¹ Assurance reports on internal controls of service organisations made available to third parties

² ~~Statement on Auditing Standards No.70: Reports on the processing of transactions by service organizations~~ Statement on Standards for Attestation Engagements No. 16: Reporting on Controls at a Service Organization.