**PROXY VOTING QUESTIONNAIRE**

**[ENTER FIRM NAME]**

1. **PROXY VOTING REPORTING**
2. Provide comprehensive reporting services as requested for domestic and foreign proxy votes cast on or after December 31, 2022.
3. Provide technology tools for monitoring voting activity to ensure compliance with proxy voting guidelines, including reporting of votes against management, votes with management, votes withheld, and proxies not voted. The rationale for discrepant votes should be readily accessible on the system.
4. **ORGANIZATION**
5. Give a brief history of the firm including:
   1. The year the organization was started and when each relevant service was initiated. Also include the number of years your firm has been providing proxy services to institutional investors. Include categories of services available to clients during this period.
   2. The location of your firm’s headquarters and branch offices, and primary location where the relationship will be serviced.
6. Describe the ownership of the firm, including but not limited to the ownership structure,

affiliated companies, and joint ventures. If an affiliate, designate the percentage of parent firm’s total revenue generated by your organization. If the firm is a joint venture partner, identify the percentage of ownership and revenues recognized by each partner to the combined association.

1. Provide an organizational chart diagramming the relationships between the professional staff as well as the parent-subsidiary, affiliate, or joint venture entities.
2. Describe any significant developments in the firm’s basic ownership structure or any other significant changes in the organization (changes in ownership, personnel reorganizations, etc.) in the last five (5) years.
3. Describe any anticipated changes in the firm’s basic ownership structure or any other significant changes in the organization.
4. Is the firm a Registered Investment Adviser with the SEC under the Investment Advisors Act of 1940? Provide a copy of the latest Form ADV Parts I & II.
5. Over the past five (5) years, has your organization or any of its affiliates or parent, or any officer, principal, or primary contacts been involved in any business litigation, securities or tax law violation investigations or proceedings, regulatory or legal proceedings, or government investigations? If so, provide a detailed explanation and indicate the current status.
6. Describe in detail any potential conflicts of interest your firm may have in the management of this account. Does your firm or any affiliate provide services to clients other than institutional shareholders? Does the firm provide non-proxy services to any clients? Are there contractual or business relationships with publicly traded companies? Describe any services and relationships and identify the amount and percentage of income and profit associated with them. How are conflicts of interest managed, disclosed, or prevented? Include any other pertinent activities, actions, or relationships not specifically outlined in this question. Does your firm have a conflict of interest policy? If so, provide a copy.
7. Does the firm accept soft dollars as payment for services? If so, describe the magnitude of soft dollars accepted and the reason for using this form of payment.
8. Does your firm have a business continuation and disaster recovery plan? Describe the key features of the plan.
9. Describe the objectives of your firm with respect to future growth, commenting on new products or services, additional resources, and size limitations.
10. List any other professional organizations of which your firm is a member.
11. Describe your firm’s overall business strengths, weaknesses, and uniqueness.
12. Identify all negative media or online articles mentioning your firm that are readily retrieved and/or viewed from a basic web search, and explanation of each incident or issue.
13. **CLIENT COVERAGE AND REFERENCES**
14. Indicate the composition of your firm’s client base using the number and percentages of clients (see table below). Explain if your firm’s client base is heavily weighted to any particular type of investor.

|  |  |  |
| --- | --- | --- |
| **CLIENT TYPE** | **NUMBER OF FIRMS** | **PERCENTAGE OF REVENUE** |
| Public Pension Funds |  |  |
| Corporate Pension Funds |  |  |
| Endowments |  |  |
| Insurance Companies |  |  |
| Mutual Funds |  |  |
| Other (Specify) |  |  |
| Total |  | 100% |

1. List all clients gained in the proxy research and voting services area over the past three (3) years as of December 31, 2022.
2. List all clients lost in the proxy research and voting services area over the past three (3) years as of X. Identify two (2) public fund clients that have terminated their agreement over the past three (3) years that can be contacted as references. Provide the firm name, contact person and title, telephone number, and reason for termination.
3. Provide a current list of the three (3) public fund clients for proxy research and voting services that NYSIF can contact as client references. For each reference, include the client name, address, phone number, contact name, title, account type (e.g., OPEB, defined benefit, defined contribution, endowment), the product or service the client uses, and the length of your relationship.
4. Describe your firm’s ability and resources to provide continuing education to NYSIF and to apprise NYSIF of ongoing developments in the field.
5. Describe your shareholder engagement services to engage specifically on behalf of clients
6. **PERSONNEL**
7. How many people are employed by the firm? How many people would support this relationship? Provide the name, location and brief resume of the officers, directors, principals, key individuals, service segment supervisors, and person(s) you propose to be primary contact(s) or primary individuals responsible for the services for NYSIF. Include the locations and number of accounts each manages. Include length of experience in providing those services and any specialty expertise they possess, and the highest educational degree they have attained.
8. Provide a copy of your Code of Ethics.
9. **PROXY POLICY DEVELOPMENT SERVICES**
10. Describe in detail the proxy policy review and development services that you propose to provide for the NYSIF. Explain what your firm’s competitive advantage would be for providing those services to the NYSIF. Describe what differentiates your services from your competition.
11. Provide a copy of the standard proxy voting guidelines and policies recommended by your firm. How are voting decisions made when an issue is not expressly covered by the proxy voting guidelines in force?
12. What are the primary issues and activities on which you believe institutional investor corporate governance activities should focus? Why?
13. Discuss in detail how you develop recommendations on matters relating to ESG.
14. **PROXY VOTE REPORTING SERVICES**
15. Describe in detail the domestic and foreign proxy voting reporting services you propose to provide to NYSIF. Include an example of a domestic and a foreign proxy vote report.
16. Provide samples of any other available reports. Discuss your ability to generate custom reports.
17. Discuss your firm’s capability to provide and support a web-based reporting platform that would enable disclosure of individual proxy votes, categorized by issuer and meeting date, on a post-meeting basis.
18. Describe your firm’s reporting capabilities and approach, including online and paper reports.
    1. Provide examples of your annual and quarterly reports.
    2. Provide screenshots of your online platform.
    3. Describe the capabilities that your database would have to screen holdings on various metrics and characteristics.
19. Describe the firm and or platform’s capacity to reconcile all electronic share data with custodian services pertaining to any discrepancies in holdings, ballots, instructed votes, number of shares held, and proxies to be voted, and do so with adequate notification in advance of vote deadlines.
20. Does the platform provide for the ability to design and implement proprietary or custom voting factors for individual company and/or portfolio account groups?
21. Discuss your firm’s capability to provide and support a web-based reporting platform that would enable advance disclosure of individual proxy votes categorized by issuer and meeting date.
22. Provide a description of your firm’s experience, process, procedures, and information technology capabilities for monitoring, reporting, and documentation of records for domestic proxies and foreign proxies.
23. **PROXY VOTING SERVICES**
24. Describe in detail the domestic and foreign proxy voting services you propose to provide to NYSIF.
25. Provide a description of your firm’s experience, process, procedures, and information technology capabilities for monitoring, researching, analyzing, recommending, and voting domestic and foreign proxies. Describe how history is maintained on the system in form of an audit trail for voting activity.
26. Does your firm have the flexibility to accommodate special requests and case-by-case recommendations?
27. How do you handle recommendations on proxy disputes, shareowner rights, securities out on loan, class actions and other special situations? What are the procedures and restrictions associated with recalling shares on loan for voting purposes?
28. Identify any circumstances where you would not be able to vote on behalf of NYSIF. Include information on how you handle commingled accounts, country funds, preferred stock, warrants, or debt holdings.
29. **DIVERSITY AND INCLUSION**
    * 1. Provide details on your firms overall commitment to Diversity and Inclusion and how your firm would view NYSIF’s commitment to MWBE, SDVOB and SBE goals.
      2. What percentage of your all staff consists of members of historically underrepresented groups?  What about within senior leadership?
      3. Are diversity and inclusion goals integrated into the performance assessment process and determination of compensation for senior officials?
      4. Does the firm have a Diversity and Inclusion Committee or equivalent?
      5. Does the firm examine compensation for racial/ethnic or gender-based disparities?
      6. Does the firm have a written Diversity and Inclusion Recruiting Program/Strategy? If so, please provide.
30. **ENVIRONMENTAL, SOCIAL AND GOVERNANCE**
31. Please provide us with a list of organizations that you participate with that focus on ESG, and how long you have participated.
32. Do you have a firm-level ESG policy? If so, please provide and let us know when it was established.
33. Does your firm produce research, risk analysis, and capital market assumptions regarding climate factors and investments? Please describe your firm experience with institutional investors in developing climate action initiatives.
34. Please explain the type of engagement you participate in surrounding ESG, if any, and provide us with an example of a recent engagement activity.
35. Please list all tools the firm will use to score and report ESG.
36. Is the firm a signatory to the Principles for Responsible Investment (PRI)? If yes, what year did the firm sign?
37. Please describe how ESG is considered throughout your investment manager searches if required by the client.