





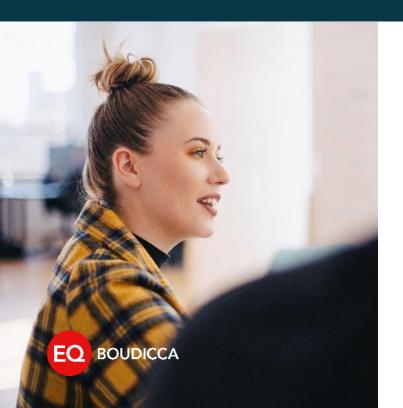
## Welcome to the CGPro Network!

## **Anne-Marie Clarke**

Head of Corporate Governance, Boudicca and Chair of CGPro Network



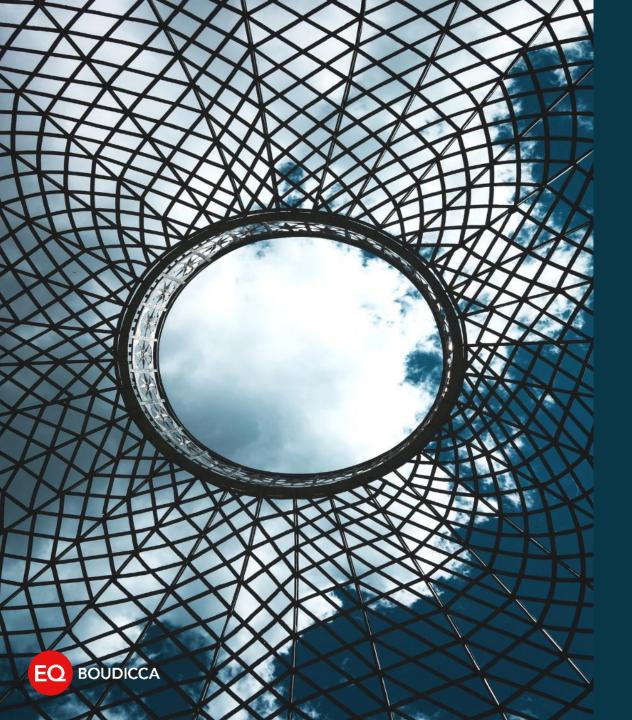
## The Women's Company Secretary Circle (WoCoS) has rebranded to the **Corporate Governance Professionals Network (CGPro Network)**



## Why We've Rebranded

We have taken the time to reflect on the purpose of WoCoS, recognising the good history and feedback on which we can build.

We are, therefore, announcing a rebranding to reflect the now diverse and inclusive audience that attends the event, and the wider roles in the corporate governance community. The same focus on supporting corporate governance professionals remains our purpose.





## **CGPro Network Purpose:**

To promote an inspiring network and support system for corporate governance professionals.

The Network encourages open discussion, debate and critical thinking of topical issues.

It provides a diverse and inclusive environment for voicing opinions and ideas, towards enriching collective knowledge in the areas of corporate governance, stewardship and ESG.



# CGPro Network kind considerations



## Recording

Please note this session is being recorded

## **Questions welcome!**

Please type questions into the chat box



**EQ** BOUDICCA



## 2022 AGM season and ESG



2021 Season Review

January 2022

02

2022 Proxy Adviser Policies

February 2022



EQ 2022 AGM Forecast

February 2022





04

**2021** Environment

December 2021

Special Commentary from Emperor



**2021 S**ocial

November 2021

Societal impacts



**2021 G**overnance

August 2021
Improving corporate governance

Source:

Boudicca's Proxy Governance Updates series

## Agenda



<b>E</b>	N	N	pm
J.	U	U	PIII

Welcome by Boudicca from Equiniti

Anne-Marie Clarke, Head of Corporate Governance

#### 5.10pm

**Keynote and Q&As Communications in 2022** 

Rachel Crossley,
Director of Stakeholder Communications, Emperor

#### 5.25pm

Keynote and Q&As 2022 AGM from the corporate perspective

Ben Matthews,

Deputy Company Secretary, easyJet plc

#### 5.40pm

**2022 AGM Season Panel starts** 

Claire Moore, Investment Stewardship Associate Director, Vanguard

Iancu Daramus, Responsible Investment Analyst, Fulcrum Asset Management

Bernadette O'Donoghue,
Research Product Lead, Glass Lewis

Nicholas Malasinski, Head of IVIS

#### 6.30pm

Questions and Open Discussion







## **Rachel Crossley**

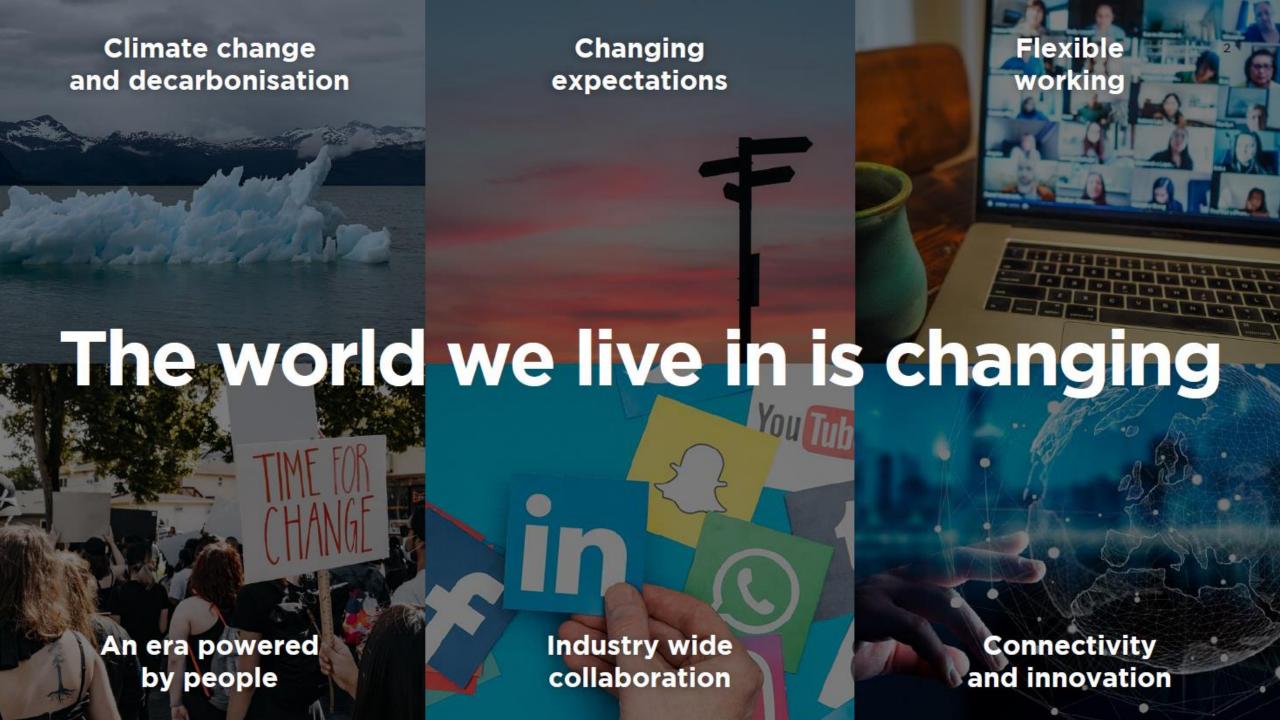
Director of Stakeholder Communications, Emperor

- Emerging communications trends in 2022
- Developing impactful climate change disclosure
- Engaging effectively with your employees
- Articulating consistently across channels

# Communications trends in 2022

March 2022





## **01.** Making a positive impact really matters

What does this mean for business?



Stakeholders want companies to have a positive impact on the world around them



Environment, social and governance issues remain at the top of the agenda for companies



They are increasingly holding businesses accountable for their actions on sustainability issues



Tackling climate change is a key focus area

Larry Fink says in his latest letter:

"In today's globally interconnected world, a company must create value for and be valued by its full range of stakeholders in order to deliver long-term value for its shareholders"

emperor

## A step change in climate disclosure

Climate-related financial disclosures

#### The management of climate change is embedded into everything we do.

We wore early adapters of the recommendations of the Task Force on Climate related Pisancial Disclosures (TCPD) and have reported in line with them since 2017. We make an annual disclosure through CDP (formerly Carbon Disclosure Project) following the modification of its structure to align with the TCFD.



in 2000, Incolvour second year of reporting through CDE we arrigued a rating of change a result which puts us mitter cop 3 per cent of more We are the only UK water availing and ave of only 25 companies is the UK to do so.

authoritied our Climate Charge Adaption Report CCAR NAME Electron Children Coat and the first water company to authorit the franchaft, wertisped the report for consultation, the first time the risks and actions contained within it, was shafted with input From State to Clerk across per Experience as well as special services house how the consultation were an assessment of our printeral risks, a desiriation of horses are exempting these data and metrical turned not performance.



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Climate related risks are included (Stagowish November 1807) within our top risk register Seeclades H-VS This is reviewed regularly institutiby the kidest, which has agreed short, medium. and long term climate released sargets and has effective oversight. Management Board members thou the emups recoverable for reducing carbon emissions and directs there is adaptation and are succeed during the production from the first program of nor steel colors are as a second during the production. lowerds achieving the singets.

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#### MINISTY C2.8, C2.59, C2.4. C2.4a, C2.7, C2.3a, C2.8b, C3.1d, C3.5a, C3.8f

Our long-turn stratage's

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## Net zero by 2030

Our region is the driest and lowest-lying in the UK, more vulnerable than most to the effects of climate change, giving us hotter, drier summers and warmer, wetter winters, and causing sea level rise. The more the world warms, the worse those effects will be. Which is why we're playing our part in the global effort to limit further climate change: by cutting our carbon emissions to net zero by 2030.







Anglian Water

## A step change in climate disclosure

#### A SUSTAINABLE APPROACH CONTINUED

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#### organi solat in access and manage relevant climate, natural risks and regions where such information

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The participant of the participa

#### SSE's TCFD timeline

#### June 2017

TCFD Recommendations published

#### **July 2017**

SSE publishes its first carbon scenarios report, Post-Paris

#### November 2017

SSE commits to meet TCFD recommendations by 2021

#### May 2018

SSE sets a new target to reduce carbon intensity of electricity by 50% by 2030, from a 2018 base

#### March 2019

SSE sets four core 2030 business Goals, directly aligned to the UN's SDGS, aimed at addressing climate change

#### June 2019

SSE publishes its first comprehensive TCFD report within

#### November 2019

SSE's second carbon scenario analysis, Transition to Net

#### April 2020

SSE sets new science-based carbon targets, which includes increasing its carbon intensity reduction target to 60%

#### June 2020

Climate change is defined as a SSE Group Principal Risk

#### July 2020

SSE discloses its second TCFD report in its Sustainability leport, and believes it has met the recommendations in full

#### November 2020

SSE sets new ambition to achieve net zero carbon emissions across all its operations by 2050 at the latest

#### **OUR 2030 GOALS**

On the road to net zero In 2050, SSE has set four interim goals aligned to the UN's SDGs for 2030.



Cut carbon intensity by 60%.



Treble renewable energy output.



Help accommodate 10m electric vehicles.



Champion Fair Tax and a real Living Wage.

Sustainable Development See pages 14 to 15 (9) for further detail.

#### POWERING CHANGE ON THE ROAD TO NET ZERO

SSE's Chief Executive, Alistair Phillips-Davies, leads development of SSE's strategy and its execution, as agreed by the Board. He chairs the Group Executive Committee, and is the lead Executive Director for central functions such as human resources, sustainability, corporate affairs and strategy. He provides his reflections on a year of unprecedented challenge and outlines the exciting opportunities that lie ahead.





**COMMUNICATIONS TRENDS IN 2022** 

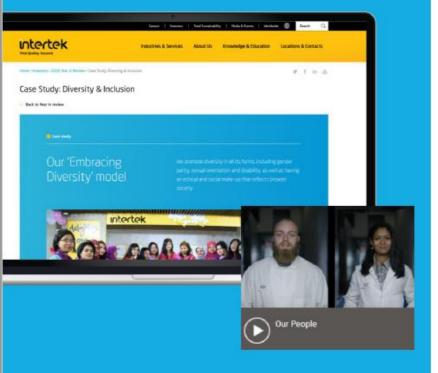
# Companies are articulating their broader impacts

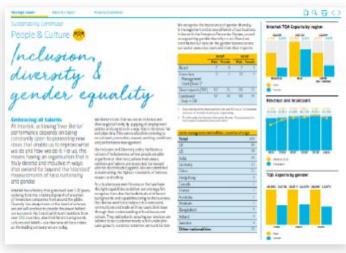


## **02.** Diversity and inclusion remains in the spotlight

What does this mean for business?

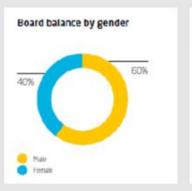


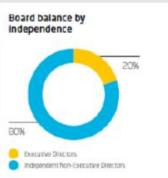




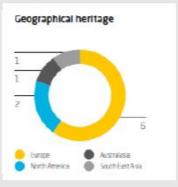


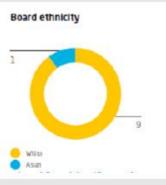
#### Board composition and diversity













## Championing diversity and inclusion





#### Pay Gap

5.3%

The mean Ethnicity Pay Gap in Lloyds Banking Group (-1.5% on 2020)

13.1% The median Ethnicity Pay Gap in Lloyds Banking Group (-1.7% on 2020)

MEDIAN

#### Black colleagues

#### Pay Gap

14.6% PayGap

18.1% The median Pay Gap (-1.5% on 2020)

#### Asian colleagues

(-2.1% on 2020)

#### Pay Gap

MEAN MEDIAN 5.6% 14.0%

The mean Pay Cap (-1.6% on 2026)

The median Pay Gap (-1.6% on 2020)

MEDIAN

#### Minority Ethnic colleagues

#### Pay Gap

MEAN -3.0%

-2.8% The mean The median PayGap Pay Gap (-23%on2020)

## **03.** Effectively engaging your employees is critical

What does this mean for business?



Skills shortage means attracting and retaining employees is a key challenge for companies



Pandemic has massively changed how people think about work, driving new ways of working



Ongoing employee engagement is more important than ever

If employees trust their employer's commitments, their engagement level can increase up to

20%

and the likelihood they will leave their organisation decreases

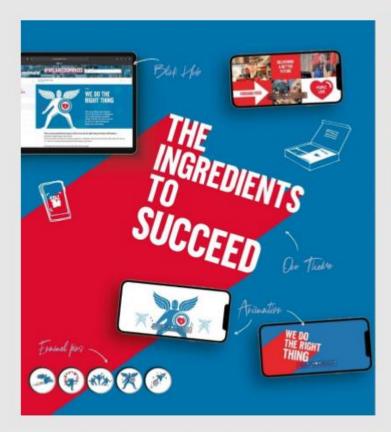
by **87%** 

- Deloitte

emperor

COMMUNICATIONS TRENDS IN 2022

## New ways of engaging employees





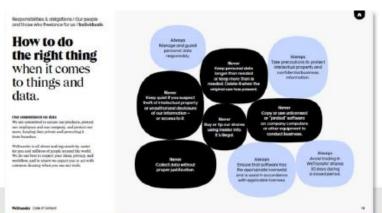






## New ways of engaging employees







We've been a B Corp



What can you achieve in 10 minutes?

Take 10

## **04.** Innovation is changing the user experience

### What does this mean for business?



Rapid digital acceleration during the pandemic is driving user centricity



Growing emphasis on user centricity and accessibility



The corporate website is the first port of call for stakeholders looking for company information



Online communications need to be engaging, relevant and memorable

Investor relations
websites are the
most trusted source
of content, over and
above
the FT, Bloomberg,
Wall Street Journal,
Economist etc.
(Brunswick)

# Digital is bringing reporting to life









## Profitable and resilient

Our purpose is "fivinging stilled people together to build the huter". A say margade of our performance is how well we fived that piccoess.

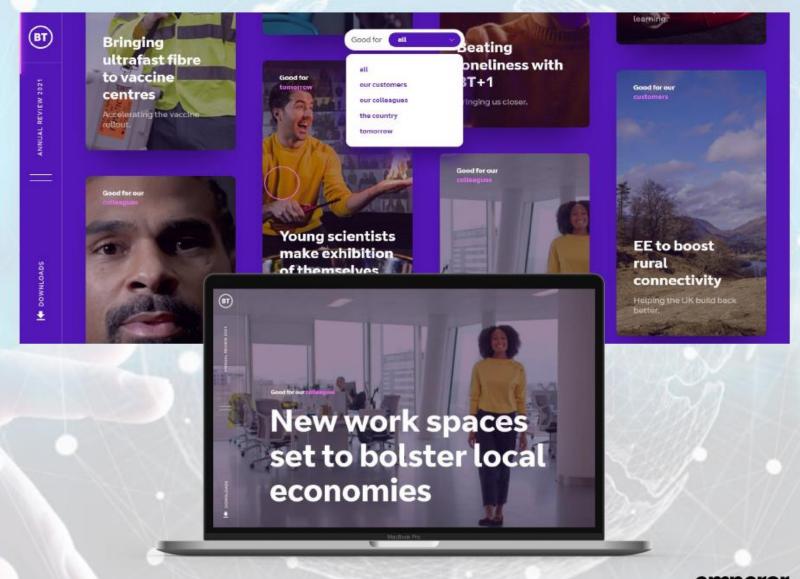
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Months for an exercised ---



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# Digital is bringing reporting to life



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COMMUNICATIONS TRENDS IN 2022

# Digital is bringing reporting to life













Companies are increasingly adopting a joined up, multi-channel communications strategy.

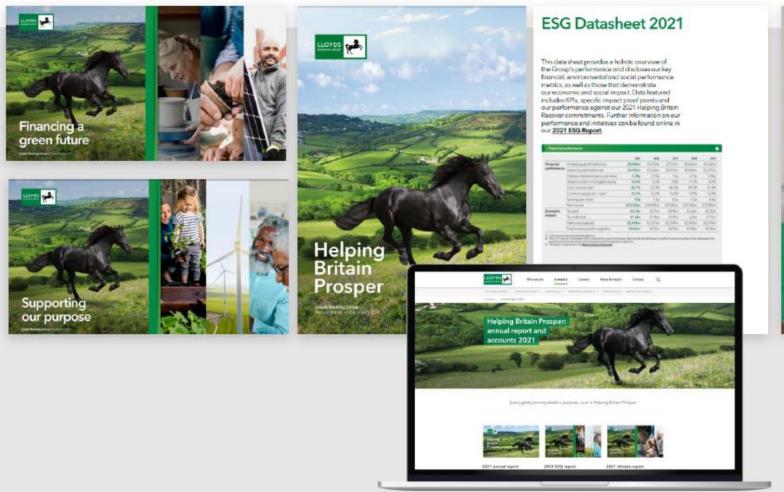
Considering the most appropriate formats and channels for the audience.

Consistency of message and accessibility is key.



COMMUNICATIONS TRENDS IN 2022

## It's about joined up storytelling





# Thanks.

If you have any questions, please give us a call and we'll help.

#### emperor.works

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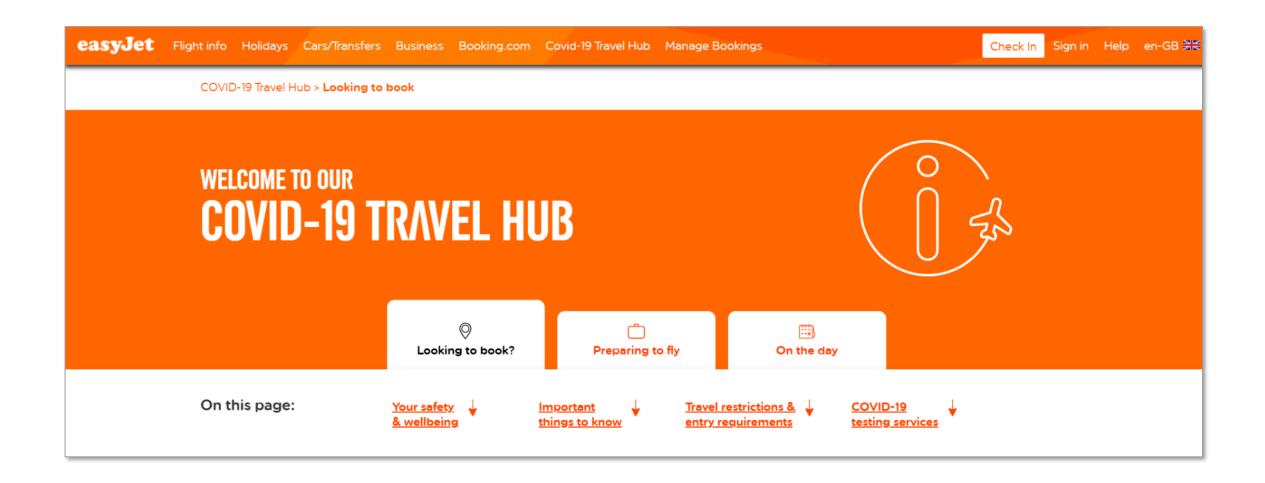
## **Ben Matthews**

Deputy Company Secretary, easyJet plc

- The 2022 AGM from the corporate perspective
- Engagement Utilising the AGM as an effective tool

## **OUR PURPOSE**

Seamlessly connecting Europe
with the warmest welcome in the sky...
Making travel easy, enjoyable and affordable,
whether it is for leisure or business.



# Hassle-free holidays back on! easyJet and easyJet holidays reveal best deals for a test-free trip

#### FEBRUARY / 14 2022

- Double-jabbed Brits can now jet off without any Covid tests for the first time in over a year
- Hundreds of thousands of travellers are jetting off over the half-term period with ski, city and beach breaks all proving popular
- easyJet is operating more seats to European test-free destinations from the UK than any other airline now countries including Spain, Portugal, Greece, Germany, France, and Switzerland have removed testing for the fully vaccinated
- The airline and holidays company have revealed the lowest fares and best prices for package holidays currently available for a test free trip to Europe, with flights from just £14.99\* and holidays from £229\*

With international travel to and from the UK for the double jabbed now test free, and more European destinations no longer requiring testing for fully-vaxed visitors from the UK, easyJet and easyJet holidays have revealed the best available fares and package holiday deals across its network, for a totally test-free trip.







## easyJet wins sustainability award for recycled uniforms

#### NOVEMBER / 17 2021

- easyJet has celebrated winning the 'Sustainability Award' for its new Pilot and Cabin Crew uniform

  The wife and word wine folial model for a 1000' and help to be the property of the pr
- The uniform is produced using fabric made from 100% recycled plastic bottles
- With 45 bottles in each uniform, this will prevent 2,700,000 plastic bottles from ending up in landfill or in oceans over five years

easyJet's new Pilot and Cabin crew uniform, which is produced from 100% recycled plastic bottles has won the 'Sustainability Award' at the 2021 Professional Clothing Industry Association Worldwide Awards.

The award, which recognises innovative individuals and organisations breaking boundaries for sustainability in the professional clothing industry, was accepted alongside partners Tailored Image, a Northern Ireland based professional clothing specialist which manufacture the innovative uniforms.

The new fabric, adapted to the airline's current style, is created using high-tech material made from around 45 recycled plastic bottles per uniform. The introduction of the new crew uniform is part of easyJet's commitment to mitigate waste, increase re-use of materials and search for innovative change beyond carbon reduction initiatives.

Cabin grow and pilots were issued with their new uniforms earlier this year following menths of recently



## easyJet and Rolls-Royce to collaborate on future aviation sustainability research

#### DECEMBER / 20 2021

easy.Jet and Rolls-Royce have confirmed they will be working together on research into industry-wide sustainability solutions for commercial aircraft.

The study, which will commence in January 2022 and run for up to two years, will seek to explore alternative energy and power solutions, including low carbon and zero-emission technologies, and their application for aircraft. The study will include analysis of wider elements of the aviation energy and operational ecosystem, including fuel production, transportation, storage and handling.

The airline and world-leading engine manufacturer are working together to further develop knowledge of these topics in relation to both electrical and hydrogen-based power systems.

For further insight and understanding, both companies intend to involve a wide range of expertise, including energy providers, airports and aviation safety regulators.

David Morgan, Director of Flight Operations, easyJet, said:

" easy. Jet remains absolutely committed to sustainable flying and a zero-emissions future. We know that technology is a key driver to achieve our decarbonisation targets. Disruptive technologies such as electric



#### easyJet partners with Cranfield Aerospace Solutions (CAeS) on development of zeroemission aircraft

#### JANUARY / 10 2022

easylet, Europe's leading airline, has announced it is working with Cranfield Aerospace Solutions to support the development of its hydrogen fuel cell propulsion system for commercial aircraft, as part of the airline's ambition to de-carbonise aviation.

Cranfield Aerospace Solutions is developing its hydrogen fuel cell propulsion system for an existing 9-seat Britten-Norman Islander aircraft, which is planned to be flying by 2023, and is now working with easyJet to understand how the adoption of zero-carbon technologies could integrate with an airline operations for future introduction of the technology.

easyJet will support Cranfield Aerospace Solutions on the project, providing an airline operator's perspective on the development of hydrogen propulsion and internal expertise, to assist in the development of this technology for commercial aviation.

David Morgan, Director of Flight Operations, easyJet, said:

"easy.let remains absolutely committed to sustainable flying and a towards a future with zero-emission



# TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES

#### Governance

## (a) Describe the board's oversight of climate-related risks and opportunities

Climate-related issues are addressed on a regular basis by the Airline Management Board (AMB), the equivalent of an Executive Committee (ExCo) that is led by the Chief Executive Officer (CEO). The AMB reports upwards to the plc Board. The CEO sits on the plc Board and is responsible for climate-related issues.

The AMB's members (which includes the CFO & CEO) are collectively responsible for assessing and managing climate-related risks and opportunities, as well as driving the performance of the airline against strategic KPIs and managing the allocation of central funds and capital.

#### (b) Describe management's role in assessing and managing climaterelated risks and opportunities

Climate-related issues were included as specific agenda items four times at the AMB, and were discussed regularly at the plc Board during the 2021 financial year. This included regular updates from the CEO, and a formal presentation from the

sustainability team. Topics usually covered reviewing and guiding climate-related strategy and monitoring and overseeing progress against goals and targets for addressing climate-related issues, among others.

easyJet has a dedicated sustainability board called the Sustainability Steering Committee. The Committee meets on average, eight to ten times a year and comprises senior management attendees including Group Markets & Marketing Director, CFO, Chief Commercial Officer, Group General Counsel & Company Secretary, Director of Flight Operations, Director of Airport Development & Procurement, Director of Tax & Fuel Procurement, HR & People Development Director and the Director of Sustainability. Members are collectively responsible for driving the performance of the airline against strategic KPIs and managing the allocation of central funds and resource to improve our performance and the consideration of and disclosure of climate-related risks and opportunities.

During the 2021 financial year, the Sustainability Steering Committee

(chaired by the Group Markets & Marketing Director, AMB member) reviewed and discussed climate-related risks and opportunities from both a qualitative and quantitative perspective and these were presented and discussed upwards to the AMB. The Group Markets & Marketing Director, in their capacity as Chair of the Sustainability Steering Committee, approved the task to model the future trajectory of gCO<sub>2</sub>/revenue per passenger kilometre (RPK) for the airline through to 2050 (a task that feeds into the modelling of our net zero ambitions).

Refer to the section below on Metrics and targets for further information regarding our net zero pathway.

## Focus areas for the 2022 financial year

 easyJet is planning further engagement and involvement of Board-level colleagues and managers across the business to increase the visibility, knowledge and performance of climate change issues. This will include a series of risk workshops to assign further responsibilities.

## THE FUTURE...

### easyJet joins Race to Zero

#### NOVEMBER / 10 2021

- easyJet joins Race to Zero by committing to set an interim carbon emissions reduction target for 2035 and to reach net-zero carbon emissions by 2050
- The airline will submit its interim science-based target to the Science Based Targets initiative (SBTi) for validation and present its net-zero roadmap in the coming months
- easyJet has consistently taken action on its carbon emissions through efficient operations today and the ultimate ambition to achieve net-zero emissions flying

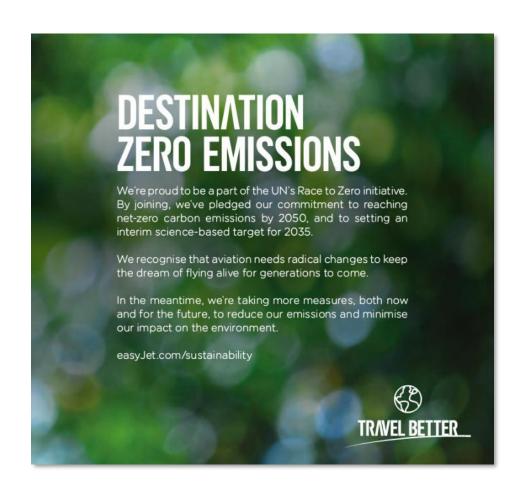
easyJet today has joined Race to Zero, a global UN-backed campaign to achieve net-zero carbon emissions by 2050 at the latest.

In joining Race to Zero, the airline is committing to set an interim science-based target for 2035 as well as to reach net-zero carbon emissions by 2050, aligning with the criteria and recommendations of the Science Based Targets initiative (SBTi). easyJet plans to present its net-zero roadmap in the coming months.

Johan Lundgren, CEO of easyJet, said:

"Joining Race to Zero is a major milestone in easyJet's net-zero journey and I'm very proud to be able to make this announcement today.

"Climate change is an issue which we all have to tackle – including us at easyJet. We have a responsibility to minimise the impact of our flights and we are working very hard to make this happen; from efficient flying and fleet renewal to being the only major European carrier that is offsetting the carbon emissions from the fuel used for all its flights on behalf of all its customers.







# GENERAL MEETINGS? JUST A FEW...

FEB 2020



AGM

MAY 2020



REQUISITION

JULY 2020



**PLACING** 

DEC 2020



PRE-BREXIT AGM

FEB 2022



**AGM** 

## **AGM THOUGHTS**

- > To hybrid, or not to hybrid
- What does your share register look like?
- Rethinking engagement
- > You can't please all of the people, all of the time
- Where are your hotspots?

# easyJet

## Panel – 2022 AGM Season & Beyond











Claire Moore Vanguard

lancu Daramus
Fulcrum Asset Management

Bernadette O'Donoghue
Glass Lewis

Nicholas Malasinski IVIS









## **Claire Moore**

Investment Stewardship Associate Director, Vanguard

- Stakeholder management & engagement
- Vanguards' approach to remuneration
- Diversity & Inclusion expectations





### **lancu Daramus**

Responsible Investment Analyst, Fulcrum Asset Management

- Broadening the range of responsible investment issues is necessary, but this should not mean disregarding materiality
- Companies are already being rewarded by the market today for stepping up on sustainability
- The landscape of (ESG) activism is changing plan and prepare!





## **Bernadette O'Donoghue**

Research Product Lead, Glass Lewis

- Overview of Glass Lewis' corporate governance and proxy voting guidelines
- Executive pay assessing remuneration, COVID-19, salary increases and share grants
- General disclosure expectations





### Nicholas Malasinski

Head of IVIS

- Consultation How principles are developed and updated
- IA remuneration principles
- IVIS expected disclosures
- IA Public Register

