Dialogue to Action

SHAREHOLDER ENGAGEMENT REPORT

Dialogue to Action details shareholder engagement activities for 2016 / Q1 2017 and includes background information on how environmental, social and governance issues affect shareholder value.

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Vancity Investment Management (VCIM)

Vancity Investment Management (VCIM) believes high-quality companies succeed by meeting the needs of their key stakeholders. These are: the shareholders who invest, the customers who purchase goods and services, the employees who provide skills and talent, and the communities that provide a base for operations. Each has the ability to impact revenue and earnings, which in turn affects profitability, growth and company value.

Managing stakeholder expectations requires that companies have a comprehensive understanding of environmental, social and governance (ESG) risk. We test these risk management skills through an evaluation of environmental performance, policies on social responsibility and corporate governance practices. We combine this thorough ESG review with rigorous financial analysis to select companies that are appropriate for the funds we manage on behalf of investors.

Once we decide to invest in a company's stocks or bonds, we monitor our portfolio for vulnerability to ESG risk and use our rights as shareholders to urge companies to be more socially, economically and environmentally sustainable. During 2016, VCIM engaged 23 companies in one or more of seven key areas: living wages, energy efficiency, indigenous rights, toxic substances, food waste, working conditions in the supply chain, and climate change.

A significant aspect of our engagement strategy is the ability to file shareholder resolutions. In 2016 we filed seven resolutions, which created opportunities for focused discussions with key decision-makers from each company. Productive dialogue led to specific ESG commitments and we subsequently withdrew the resolutions.

In addition to engaging companies held in the funds, we participated in collaborative engagements with other investors in several areas, including safety conditions at clothing manufacturing plants, the need to use ESG risk in bond evaluation and support for free, prior and informed consent of indigenous peoples.

ABOUT US: Vancity Investment Management Ltd. (VCIM) is the sub-advisor to the IA Clarington Inhance SRI funds and an investment manager for high net-worth clients. VCIM is a signatory to the UN Principles for Responsible Investment (UNPRI) with a commitment to encourage greater disclosure on environmental performance, social responsibility and corporate governance.

Food Waste

Food waste has been formally recognized by the United Nations as a global problem with significant social and environmental impacts. The UN Agenda for Sustainable Development, adopted by the General Assembly, sets out a series of goals and targets aimed at ending poverty and hunger, fulfilling human potential and creating a healthy environment. By using shareholder rights to advocate for key elements of the Agenda, VCIM ensures financial objectives are aligned with the creation of a more sustainable and progressive global society. Notably, the Agenda includes a specific section on responsible consumption and production. It outlines a target to reduce per capita global food waste at the retail and consumer levels by 50% by 2030. The Agenda also includes a goal to end hunger, achieve food security and improved nutrition, as well as promote sustainable agriculture. While the problem of hunger is acute in developing countries, hunger and malnutrition affect 14.7 million people in the U.S. and Europe. Here in Canada, more than 850,000 people use one of over 4,000 food banks each month.

According to the UN, 1.3 billion tonnes of food is wasted every year, while almost one billion people go undernourished and another one billion suffer from hunger.[1] Approximately one-third of global food production fails to meet its end use. In addition to the profound social consequences of food waste, there are also significant environmental and economic costs. The food sector accounts for 30% of the world's total energy consumption and 22% of total greenhouse gas emissions. If one third of food produced is wasted, then seven percent of global GHG's are being produced with no corresponding human benefit. Food waste also results in increased external and real economic costs due to inefficient use of land, water and energy required for food transportation and processing as well as production of nitrogen, phosphorous and potassium for fertilizer. Reducing food waste will result in direct benefits to society solely through the increase in overall efficiency.

In February 2016, France enacted a nationwide law forbidding supermarkets from throwing away or deliberately spoiling edible food that is at or near its best-by date. Supermarkets are required to sign contracts with food charities to ensure any perishable unsold food is stored and distributed properly. Stores are also required to reduce, reuse or recycle any excess food. Food must either be recovered for human consumption, used for animal feed, industrial uses or composting.

VCIM considers company contributions to environmental and social sustainability a sound investment in creating long term value. Companies that address environmental, social and governance (ESG) risks are better prepared to adapt to changing circumstances, meet customer needs and enhance brand value. Food waste is a potential ESG risk with regulatory, social and environmental dimensions. VCIM engaged with three companies on this issue, Costco Wholesale, Loblaw Companies and North West Company, and posed the following questions to each:

Does the company currently work with food banks or other charities on programs to redirect perishable goods such as produce, fish, dairy and meat?

Has the company considered quantifying the amount of food waste currently being generated at each store?

Does the company currently destroy, or render inedible, perishable food that is unsold?

Would the company give consideration to establishing a zero food waste target under a 3R's hierarchy: reduce, reuse and recycle?

Costco agreed to provide basic disclosure through the annual CSR report. The company provides donations of non-perishable goods to local foodbanks and is exploring donations of perishable products. Approximately 7,000 tonnes of the company's organic waste is used to produce fertilizer, compost, biofuels and animal feed.

North West Company provided us with an overview of the various programs the company has undertaken to minimize food waste. The company adopted as standard operating procedure, the Food Banks of Canada Guidelines on Distributing Food Past its Best-Before Date. The company works with 20 charities and food banks in the North to provide food and meal programs and is working to educate communities on the difference between expiry dates and best-before dates. Expiry dates refer to food that is believed to be no longer fit for consumption, while best-before dates refer to potential deterioration in freshness, taste or aesthetic value.

Loblaw has the most comprehensive program of the three food retailers. Loblaw has a 25-year relationship with food banks and 300 corporate-owned stores have local partnerships. The company is actively quantifying and measuring food waste production by store, division and subsidiary. Loblaw is working to establish a food waste reduction target while recognizing that waste diversion options are limited by the availability of local infrastructure, such as composting plants, and that reuse may be limited by the capacity of food banks to accept perishable goods.

Supply Chain

WALT DISNEY COMPANY

On June 13, 2016, China Labor Watch (CLW), a New York-based non-governmental organization with offices in Shenzhen, China, issued a report on conditions in toy factories in China. The report focuses on poor working conditions and practices at two factories allegedly involved in producing toys for Disney and other international toy brands. According to the report, a China Labor Watch investigator went undercover as a production line worker at two companies: the Lam Sun Plastic Products Co. Ltd. and the Zhenyang Toy Co. Ltd. The report includes photographs depicting the Walt Disney Company Code of Conduct on display at both factories. The report states that wages are low, overtime is compulsory, living conditions in worker dormitories are poor, and workers are exposed to toxic chemicals without safety training or sufficient protection.

After reviewing the report, VCIM called on The Walt Disney Company to undertake a detailed inspection and audit of the two named facilities to ensure compliance with the supplier code of conduct and determine whether remediation was necessary to bring the suppliers into compliance.

Disney undertook an investigation and audit of the identified facilities and confirmed that in some cases facilities were failing to meet the requirements of the Disney International Labor Standards Program. In accordance with the program, Disney provided the manufacturers an opportunity to address and remediate the issues within a specific timeframe. In one instance, Disney identified an unauthorized manufacturer within the supply chain. Licensees and vendors were instructed to cease production through that facility. In 2016 Disney also successfully facilitated discussions and mediation addressing severance pay disputes with terminated workers following the closure of a manufacturing facility in China.

BANGLADESH

VCIM continues to participate in a collaborative engagement on factory safety in Bangladesh. The purpose of the engagement is to encourage clothing retailers, who purchase goods manufactured in Bangladesh, to create safe and healthy working conditions at garment factories. In 2013, the Rana Plaza garment factory collapsed, resulting in 1,138 deaths and 2,500 injuries. As a result of the tragedy, global retailers created two organizations with the goal of improving worker safety and building structures in Bangladesh: the Accord on Fire and Building Safety and the Alliance for Bangladesh Worker Safety. There is a common safety code used by both organizations, covering 1,700 factories. Four companies from the funds support the initiatives: Canadian Tire and Costco are members of the Alliance, while Inditex and Loblaw are members of the Accord.

The Alliance has inspected 661 factories, approved 691 corrective action plans and partially or fully shut down 20 factories. In total, the Alliance reports that 414 factories have helplines for worker complaints and 12 factories have safety committees. The Accord has over 100 engineers on staff; it has inspected 1,551 factories and reviewed 1,473 corrective action plans. The Accord conducts approximately 500 follow-up inspections each month and has had members terminate their business relationships with 41 suppliers due to non-compliance with the action plan. Approximately 100 factories have worker-management safety committees who have issued 150 complaints.

In September 2016, another tragic incident occurred in Bangladesh when a boiler exploded at the Tampaco Foils Ltd. factory, resulting in 35 deaths and 50 serious injuries. While there were no companies from the funds involved in sourcing goods from this factory, VCIM joined with other investors, organized through the Interfaith Center for Corporate Responsibility, in calling on companies to adopt the principles developed through the Accord. These include:

- Comprehensive fire and safety inspections that include boiler inspections.
- Worker training on fire and safety procedures and worker/management safety and health committees.
- Compensation to the workers injured and to the families of those killed at Tampaco.

Indigenous Rights and Project Finance

The Dakota Access Pipeline, a highly controversial project in the western United States, is a focal point for civil disobedience by aboriginal groups and their supporters, due to concerns over traditional rights, climate change and potential environmental damage. TD is one of a group of banks financing the project. Following a high level of public opposition, VCIM asked the bank to review the project and revisit the decision to provide financing. Given that TD is a signatory to the Equator Principles, the review should include whether the project proponent attempted to gain or achieved the free, prior and informed consent of impacted aboriginal groups.

The Equator Principles are a set of guidelines developed by the UN Environment Program Financial Initiative to ensure projects are evaluated for adherence to environmental and social standards, prior to financing. The Principles explicitly reference the need for free, prior and informed consent by affected aboriginal groups:

- Projects affecting indigenous peoples will be subject to a process of Informed Consultation and Participation, and will need to comply with the rights and protections for indigenous peoples contained in relevant national law, including those laws implementing host country obligations under international law. Projects with adverse impacts on indigenous people will require their Free, Prior and Informed Consent (FPIC)

Principle 5: Stakeholder Engagement, Equator Principles III, June 2013

In the response from TD, the bank stated that they helped secure an independent human rights expert to conduct a review on behalf of the project lenders and provide recommendations for improvements that the project proponents could make to their social policies and procedures going forward. TD also stated that they will continue to advocate for constructive dialogue and encourage a resolution with community members, including the Standing Rock Sioux Tribe.

VCIM believes there is likely to be a long, drawn-out dispute between the proponent and aboriginal groups, as well as their supporters. As a result, some of the goodwill earned by TD's sustainability initiatives will be undermined by the bank's involvement in this project and could negatively impact the bank's reputation and brand. VCIM will continue to monitor the issue and take further appropriate action as necessary.

Toxic Substances

SHERWIN WILLIAMS

Sherwin-Williams is a paint manufacturer and retailer held in the IA Clarington Inhance Global Equity SRI Class. The company has over 4,800 paint stores and 42,000 employees. Sherwin-Williams does not manufacture or distribute lead-based decorative paints for architectural use, but does currently offer two industrial products that contain lead. Following the announcement of a commitment to eliminate additives from all products by one of the company's competitors, VCIM joined with a group of US-based investors to advocate for a similar commitment from Sherwin-Williams.

Through discussions with the company, VCIM learned that Sherwin-Williams produces two industrial products containing lead: anti-fouling paint used for bridge and marine paint and undercoating used in automotive repair shops in Latin America. The company believes lead pigment used in the automotive repair business is not likely to result in human exposure during the process as respiratory equipment is used in the repair shop and the application of multiple layers of lead free top coatings in the finished repair isolates the lead pigment from the environment. VCIM encouraged the company to consider eliminating lead additives from this line of business. The company also reported that anti-fouling paint for bridges and marine coatings relied on zinc and copper to protect steel from oxidation and that lead was present as a contaminant. While other substitutes are in development, to date none have proved to be as effective. At this time, Sherwin-Williams will not commit to the elimination of lead from its two industrial products and VCIM will continue engaging the company on this issue.

Living Wage

Socially responsible companies contribute to the economic well-being of the communities in which they operate by providing direct and indirect employment. VCIM believes that paying wages at a level that supports a family at a reasonable standard of living increases social capital, creates genuine value and strengthens social impacts.

Over the past decade public campaigns have evolved to ensure the lowest paid workers and contracted service employees receive sufficient wages to meet basic needs and support families. These wages are defined as a Living Wage and are set at an hourly rate calculated on a metropolitan, regional or provincial basis. The rate is calculated annually and based on a basket of expenses including food, clothing, shelter, transportation, childcare and other household expenses. The basket of expenses does not include paying out existing debt, saving for home ownership or saving for retirement. It is a frugal wage covering the basic costs of subsisting in a specific municipality. The methodology, established by the Canadian Centre for Policy Alternatives, is based on the wages needed to support a family of four, with two full-time wage earners, plus two children – age four and age seven – to represent the cost of childcare in Canada. A Living Wage rate for a single-income earner is very close to the wage rate based on the family of four, or higher. While childcare costs are not incurred, the single-income earner does lose the cost efficiencies in housing and food that a small family might gain.

Unlike the minimum wage, which is mandated by government regulation, the Living Wage is a voluntary commitment and therefore demonstrates a high level of corporate social responsibility. To be considered as a certified Living Wage Employer, the wage must be the minimum paid to all full-time, part-time and casual employees, including base wages and non-mandatory benefits. It must also cover employees of suppliers and contractors who provide a set number of hours of labour per year to the employer, such as janitorial services, security and other labour supports that might be on contract. In the UK, many financial service providers have adopted Living Wage policies, including Barclays, Goldman Sachs, HSBC, Lloyds Bank, Standard Life, Citi Bank, Morgan Stanley, Aberdeen Asset Management, Aviva, and KPMG. In Canada, Vancity Savings Credit Union is the largest certified Living Wage employer. A number of other credit unions, municipal governments (including the City of Vancouver), small businesses, unions and non-profit organizations have also been certified.

Paying a Living Wage is beneficial for a number of reasons. It helps attract and retain staff and significantly reduces the costs associated with recruitment and retention. It enhances employee morale, improves productivity, improves corporate reputation and provides differentiation in the market for new recruits and graduates. From a societal perspective, it increases social capital and contributes to sustainable economic growth through increased spending and demand by low wage earners. Workers with families who earn a Living Wage can provide a more supportive environment for positive childhood development and educational outcomes; they can also dedicate more time to learning new skills and participating in community and civic life.

In 2015, VCIM filed shareholder resolutions with four of Canada's largest banks, requesting that each review the feasibility, cost and benefits of implementing a Living Wage policy covering entry level employees, suppliers and employees of service providers. VCIM subsequently met with each bank, discussed their compensation policies and reached agreements that led to a withdrawal of the resolutions. Each bank met with VCIM in 2016 and described the results of their analysis and findings.

Scotiabank undertook an analysis across operations and found that in almost all cases in Canada, employees were at or above the Living Wage. For 80% of the small number of employees paid below the Living Wage, additional compensation such as the pension plan, share ownership plan and financial services benefits brought them up to or above the Living Wage. RBC identified less than 100 employees who were receiving below the Living Wage and committed to address the gap through role redesign and their annual compensation review. TD aims to be a leading payer for frontline staff, has been aware of Living Wage issues since 2012, and as part of its ongoing compensation review, will ensure all employees meet the benchmark. CIBC also conducted a review and identified a small number of employees who may be below the Living Wage and will address any gaps through their annual compensation review. To date, none of the banks has agreed to become a certified Living Wage Employer.

In 2016, VCIM filed resolutions on the Living Wage with Manulife, Sun Life and BCE. Each resulted in productive dialogue and the resolutions were subsequently withdrawn. Manulife agreed to undertake a review of compensation practices and engage in further dialogue on the results. Sun Life completed a review and agreed to present the results to the senior executive team to consider adopting a Living Wage policy. BCE identified the company's lowest paid employees as those who are under 25 years of age and have less than two years of service. The company reviewed three years of statistics for this group and reported that, of those who remained at the company, most had moved into higher-paying positions and less than 10% continued to work part time, but were receiving an hourly Living Wage. VCIM looks forward to seeing these companies fully commit to becoming Living Wage Employers.

Climate Risk Strategy

VCIM continues to implement a four-part climate risk strategy across the IA Clarington Inhance SRI funds. The strategy is based on the idea that climate risk has significant potential to impact the ability of many companies to deliver sustainable earnings. The strategy includes: divestment, decarbonization, reinvestment and engagement. First, if there are viable alternative return opportunities, full divestment is appropriate. Because there are many alternative investment options outside of Canada, VCIM fully divested all coal, oil and gas companies from the IA Clarington Inhance Global Equity SRI Class. In early 2017, IA Clarington launched the IA Clarington Inhance Bond SRI Fund, which is managed according to VCIM ESG criteria and holds no securities issued by fossil fuel companies. The breadth and depth of the bond market provides ample alternatives to these securities. The IA Clarington Inhance Bond SRI Fund intends to participate in the certified Green bond market as a means of supporting sustainable practices among governments and corporations.

Where full divestment is not an option, decarbonization is applied by avoiding companies with above- average emissions, energy use, or production costs. VCIM decarbonized the IA Clarington Inhance Canadian Equity SRI Class and the IA Clarington Inhance Monthly Income SRI Fund by divesting all oil sands companies and coal producers.

VCIM recognizes that investing in climate solutions will create positive change by directing capital towards technologies that are increasing energy efficiency, generating cleaner electricity or providing lower impact energy services. The funds have made substantial investments in renewable and clean technology companies. In total, as of March 31, 2017, VCIM has invested in shares of companies that produce over 23,200 megawatts (MWs) of renewable power including 11,500 MWs of wind, 9,500 MWs of hydro and 2,200 MWs of solar. In addition, the funds have invested in equipment manufacturers and distributers who have installed 81,000 MWs of wind turbines and 24,000 MWs of solar panels.

The fourth element of the strategy saw VCIM use engagement to persuade companies to disclose their climate risk exposure and mitigation practices.

CLIMATE RISK DISCLOSURE

Following the 2008 financial crisis, the G20 Finance Ministers and Central Bank Governors created the Financial Stability Board to address vulnerabilities affecting financial systems. The Board established a Task Force on Climate-related Financial Disclosure to develop a coherent framework for uniform, consistent corporate disclosure on climate risk. In December 2016, the Task Force released its recommendations for improved transparency in financial markets and highlighted areas where the transition to a lower-carbon economy could impact companies. These include changes in government policy, legal and litigation risks, development of new technology, market demand and reputational risks. While the current U.S. administration recently ordered the end to all federal action on climate change, the reality is that this will do little or nothing to reduce climate risk for many companies.

Rules and regulations aimed at influencing the demand for fossil fuels are being developed and implemented in jurisdictions throughout the globe, including 30 U.S. states. State attorneys general will likely continue to sue companies and government for lack of action on climate change. As new technology enters the market, it will displace traditional fuels and reduce revenue streams for producers (e.g., solar, wind and natural gas are replacing coal for electricity generation). Investors may continue to move capital away from companies with high potential costs due to climate change and towards alternative energy or clean technology companies that are believed to have more growth potential. In addition, companies that take little action on climate change may see customers divert their spending towards products with a lower overall carbon footprint.

According to the International Energy Agency, global energy related emissions have to peak by 2020 in order to limit long-term human induced climate change to 2°C.[2] Much of this can be achieved through energy efficiency improvements and by reducing emissions from transportation and electricity generation. In 2015, renewables contributed approximately 50% of the world's new power generation. Over eight million people are employed in the clean energy industry – excluding hydropower. In the U.S., more people work in the solar industry than in oil and gas extraction.

Every year VCIM encourages companies to respond to the Carbon Disclosure Project (CDP) annual review and disclose policies and strategies for addressing climate risk. VCIM has been a member of the CDP since 2004 and believes the CDP offers an opportunity for companies to address investor concerns. The CDP is the world's largest investor-led initiative and is supported by 827 managers and owners responsible for US$100 trillion in assets. Each year, the CDP requests publicly traded companies to respond to a questionnaire addressing climate risk strategies, governance structure, opportunities and emission goals. The results are compiled and analyzed to help investors make informed decisions on the best approaches for managing the exposure of their portfolios. VCIM encouraged a number of companies to provide more disclosure on climate risk and will continue this work in 2017.

The companies include Pembina Pipeline, Peyto Exploration, Tourmaline Oil, Veresen, Facebook, H&R REIT, Chartwell Retirement Residences and RIOCan REIT.

For engagement with the real estate sector, VCIM pointed to a number of vulnerabilities that are specific to the industry, as described in the Sustainability Accounting Standards Board research brief: Real Estate Owners, Developers and Investment Trusts, issued in March 2016. For example, increases in the intensity and severity of extreme weather events, such as hurricanes or flash flooding, can lead to increased insurance costs and negatively impact infrastructure, such as water and sewage treatment plants. Buildings in low-lying coastal regions or flood plains may be significantly damaged or rendered unusable. Heat waves can increase operating costs for air conditioning and building climate control. Droughts can reduce the availability and increase the cost of fresh water. There are also opportunities to mitigate short-term climate risks through increased focus on energy efficiency, and investments in site-based renewable energy. Long-term climate risk can be addressed through strategic planning, Green Building development and geographic diversification.

In 2016, H&R REIT provided its first report to the Carbon Disclosure project and VCIM looks forward to similar reporting by other real estate investment trusts.

Data Centres and Energy Efficiency

Data centres are a vital component of the electronic infrastructure supporting social and economic interactions. As banks move away from paper-based and in-person transactions, there will be a change in the direct and indirect environmental impacts associated with regular operations. In particular, the shift to online, electronic banking may present new opportunities to curb the growth in electricity demand and the impacts associated with producing that energy.

Data centres in the U.S. are estimated to be responsible for consuming approximately 2% of all electricity, while in Canada they are estimated to consume approximately 1%.[3] Sustainable Development Technology Canada estimates that the energy required for data centres accounts for 2% of the world's electricity consumption, and 1.5% of global greenhouse gas emissions. Natural Resources Canada estimates that 40% of the energy consumed in a data centre is used for cooling servers. Data and processing centres used by major banks are estimated to account for 20% of their energy use, resulting in significant greenhouse gas emissions.

Energy efficiency improvements implemented at mega-sized data centres by leading software, search engine and social media companies have resulted in reduced growth in energy consumption at the same time as demand has experienced exponential growth. Banks can take similar steps to ensure environmental and financial costs associated with data centres are minimized by:

- Regularly reviewing energy use and operational efficiency of data centres to determine optimal replacement.
- Operating a schedule for determining how frequently servers need to be upgraded.
- Systematically reviewing server productivity and removing underutilized servers.
- Implementing server virtualization to optimize hardware and increase load factor.
- Including outsourced data processing and cloud computing in evaluations of electricity use and environmental foot-printing.
- Evaluating alternative means of cooling, such as heat transfer using ground source or water source cooling systems.

VCIM filed resolutions and engaged in dialogue with CIBC and Scotiabank and held discussions with TD on energy efficiency and data centres. CIBC uses virtualization and outsourced cloud computing to optimize efficiency of data processing and includes energy efficiency standards as part of its procurement policy for purchased technology. Scotiabank has a greenhouse gas reduction target that relies on energy efficiency and is actively working on internal cloud computing, virtualization and consolidation of data centres. Scotiabank is involved in a project that uses hydrogen for emergency back-up power and cold water for cooling as a means of reducing energy requirements. As the bank moves to digital banking, printers are being eliminated from operations. TD has made investments in heat exchangers for cooling and uses some alternative heating systems, such as rooftop solar, to supplement power. TD is also moving to virtualization and cloud computing as a means of optimizing the use of data centres. TD estimates there are savings of 1,400 kilowatt hours per server through virtualization. VCIM encouraged each bank to include further disclosure in their annual sustainability reports and describe how they are managing the shift to electronic banking while reducing energy use and greenhouse gas emissions.

Vancity Investment Management Ltd. (VCIM) is sub-advisor to the IA Clarington Inhance SRI funds. On December 4, 2009, the Inhance Mutual funds, Vancity Circadian Funds and the Vancity Perspectives Portfolio Solutions were merged into the IA Clarington Inhance SRI Fund family. Vancity Investment Management replaced Inhance Investment Management as sub-advisor to the funds on December 14, 2009. The foregoing document described engagement activities conducted during 2016 and Q1 2017 on behalf of the securityholders of the IA Clarington Inhance SRI funds.

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[1]Source: UN, 'Responsible Consumption & Production: Why it matters', August 16, 2016. [2]Source: World Energy Outlook (OECD/IEA), 2015. [3]Source: United States Data Center Energy Usage Report, Ernest Orlando Lawrence Berkeley National Laboratory, June 2016.

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