



Minutes of the PRIM Stewardship & Sustainability Committee Remote Meeting
Tuesday, November 25, 2025

Committee members present:

- Treasurer Deborah Goldberg, Chair
- Mary Cerulli
- Ruth Ellen Fitch, Esq.
- Poonam Patidar
- Marcela Pinilla

Committee members not present:

- Michael Even
- Theresa McGoldrick, Esq.
- Dennis Naughton

The PRIM Stewardship and Sustainability Committee meeting was called to order at 1:06 p.m. Chair Treasurer Deborah Goldberg announced that the meeting was being held in accordance with the provisions of Massachusetts Acts of 2022, Chapter 22, which was most recently amended on March 28, 2025, to include an extension of the 2020 Executive Order ‘Suspending Certain Provisions of the Open Meeting Law’ until June 30, 2027. Accordingly, all members of the Committee participated remotely via telephone and/or internet enabled audio and video conferencing, and public access to the deliberations of the Committee was likewise provided via telephone, with presentation materials made available on PRIM’s website (www.mapension.com). At the start of the meeting, the names of the members participating remotely were announced.

I. Approval of the Minutes (Voting Item)

The PRIM Stewardship and Sustainability Committee approved, by unanimous roll call vote, the minutes of its July 16, 2025, meeting.

II. Proxy Voting Review

A. 2025 Proxy Voting Season Overview

Veena Ramani, Director of Stewardship, presented the yearly review of PRIM’s proxy voting activity. Proxy voting is a tool that investors can use to directly communicate their views on long-term value creation to the management and boards of portfolio companies. This is particularly valuable to long-term shareholders such as PRIM. Best practice involves regularly reviewing the guidelines and the votes cast to ensure that the PRIM’s Proxy Voting Guidelines and votes cast are aligned with the latest research on best practice in behaviors for long-term value creation.

PRIM holds over 7,000 companies in its public equities portfolio and cast votes on over 85,000 individual ballot items. Staff implements oversight and review systems to make sure that PRIM is voting in accordance with the expectations laid out in the Custom Proxy Voting Guidelines, including leveraging external sources of data to supplement research and recommendations from its proxy advisors.

Ms. Ramani reviewed ballot measures relating to PRIM’s Stewardship Priorities of Climate Transition Planning, Fair Pay, Sustainable Forestry and Transparency, demonstrating how the votes cast allow PRIM to make progress on goals set.

B. Draft Proxy Voting Guidelines

Ms. Ramani noted that PRIM staff initiated a comprehensive update to PRIM's Proxy Voting Guidelines, shifting it to a principles-based version for enhanced clarity and effectiveness. These updated Proxy Voting Guidelines allow PRIM to:

- More clearly and succinctly communicate our expectations for how companies position themselves for long-term value;
- Demonstrate our sophisticated, research-based approach to voting decisions, rather than mechanically applying voting policies;
- Make situation specific decisions that are based on value generation, rather than being constrained by pre-determined rules that may conflict with value creation; and
- Adapt to fast evolving ballot resolutions, market circumstances and regulatory changes in a real-time manner.

The draft Proxy Voting Guidelines, revised based on Committee feedback, will be finalized and put to a vote at the Committee's next scheduled meeting in January 2026.

III. Direct Company Engagement Update

Ms. Ramani noted that PRIM has launched an effort to engage 50 companies on fair pay and transparency with the support of Segal Marco, a well-regarded corporate governance consultant.

These engagements are grouped around three workstreams:

- Disclosure on metrics that provide investors insight into how companies are managing their human capital.
- Gender pay gap disclosure to show commitment to fair treatment as a part of workforce management efforts.
- CEO-Employee pay gaps to determine whether widening gaps that are outside the norm could constitute a problematic pay practice.

PRIM has sent out 50 requests, scheduled approximately 30 meetings, and has had 12 conversations with companies so far. Maureen O'Brien and Max Dulberger of Segal Marco presented to the Committee on how corporate engagement works, the value proposition to regular corporate engagement and what PRIM can reasonably expect as outcomes from engagement.

IV. Responsible Workforce Management Policy Recommendation (Voting Item)

Ms. Ramani presented staff's recommendation that MassPRIM adopt a new policy that would systematize the way that PRIM assesses labor risks in private market investments. While workforce considerations have historically been part of PRIM's Operational Due Diligence process, this policy seeks to formalize and spotlight those efforts.

The Responsible Workforce Management Policy highlights MassPRIM's expectations on labor practices focused on five principles most relevant to workforce issues in private markets, including the elimination of forced and compulsory labor and child labor; non-discrimination; fair pay; health and safety and freedom of association. This customized framework reflects PRIM's unique perspective and differentiates it from similar policies adopted by other public funds.

To elaborate on operational implementation, Michael McGirr, Director of Private Equity, outlined a three-phase rollout:

1. **Due Diligence Integration:** PRIM will conduct detailed assessments of General Partners' workforce practices during the ODD process. Findings will be documented in the Investment Committee memo and included contracts with private market managers.
2. **Ongoing Engagement:** The policy will be reinforced during regular check-ins with existing General Partners, ensuring continued alignment with responsible workforce practices.
3. **Post-Investment Framework:** The policy will serve as a reference point for engaging with General Partners should any workforce-related concerns arise after investment.

The Stewardship and Sustainability Committee voted, by unanimous roll-call vote, to approve a recommendation to the PRIM Board to approve the Draft Responsible Workforce Management Policy, as described in the Expanded Agenda, and further to authorize the Executive Director to take all actions necessary to effectuate this vote.

The meeting was adjourned at 2:16 p.m.

List of documents and exhibits used during the meeting:

- A. *Minutes of the PRIM Stewardship and Sustainability Committee Meeting on July 16, 2025*
- B. *PRIM's Direct Engagement: Proxy Voting Presentation*
- C. *Draft Proxy Voting Guidelines*
- D. *PRIM's Direct Engagement: Corporate Dialogue Presentation*
- E. *Segal Marco's Engagement Services Presentation*
- F. *Draft Responsible Workforce Management Policy*