



**Police & Firemen's Retirement System of New Jersey  
Proxy Voting Policy**

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## Chapter I: Introduction

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### **A. Purpose**

The purpose of the policy is to provide clear guidelines and governance for the proxy voting program instituted on behalf of the Board of Trustees for the Police and Firemen's Retirement System of New Jersey. This policy will lay out the relevant parties and their responsibilities as they pertain to the proxy voting Policy.

This Policy has been drafted by PFRSNJ Staff, reviewed by the Investment Committee and approved by a majority of the Board. Material deviation from this document is not permitted without explicit written permission, in advance, from the Board.

### **B. Investment Objectives**

Seek to ensure good governance practice is followed in PFRSNJ's public market holdings through PFRSNJ's participation in the proxy voting process.

## Chapter II: Governance and Responsibilities

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### **A. Board of Trustees**

The Board of Trustees will review any suggested changes to the Proxy Voting Policy from the Investment Committee for potential approval. The Board will review any updates provided by the Investment Committee regarding the implementation of this policy. The Board will review the annual proxy voting summary report provided by the Chief Investment Officer.

### **B. Investment Committee**

The Investment Committee will monitor the implementation of this policy at a minimum annually. The Investment Committee will update the Board on an as needed basis regarding the Proxy Voting Policy's implementation. The Investment Committee will review any suggested changes to the Proxy Voting Policy by the Chief Financial Officer and potentially make recommendations for changes to the Board.

### **C. Chief Investment Officer**

It is the responsibility of the Chief Investment Officer, in coordination with the Chief Financial Officer, to maintain the Proxy Voting Policy for approval by the Board. Common Stock proxies will be executed by the Chief Investment Officer or by his or her agents. The Chief Investment Officer or his or her agents that exercises a proxy vote shall keep detailed records of said voting of proxies and related actions and will comply with all regulatory obligations related thereto and this proxy voting policy. The Chief Investment Officer shall provide an annual summary report of proxy voting actions to the Board.

### **D. Chief Financial Officer**

The Chief Financial Officer will assist the Chief Investment Officer in implementing and maintaining the proxy voting policy.

## Chapter III: The Program

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### **A. Proxy Voting Policies and Procedures**

PFRSNJ will retain Proxy Voting Vendor(s) who will vote PFRSNJ's proxies. Before selection of a Proxy Voting Vendor PFRSNJ will review the Proxy Voting Vendor's proxy voting guidelines to ensure they conform to the objectives below. The below objectives have been sourced from the U.S. Securities and Exchange Commission's (SEC) Proxy Voting Policies and Procedures for the Advisor guidelines.

When voting proxies on behalf of PFRSNJ, the Vendor's overall objective is to vote proxies in the best interest of PFRSNJ and, in so doing, maximize the value of the investments made by PFRSNJ taking into consideration PFRSNJ investment horizons and other relevant factors.

The Proxy Voting Vendor's policies and procedures must address the following areas:

- The personnel responsible for monitoring and deciding how to vote proxies and ensuring that proxies are submitted in a timely manner;
- The basis on which decisions are made regarding whether and how to vote proxies depending on the nature of the matter at issue;
- The means by which PFRSNJ and their investors may obtain information about proxy voting; and
- The books and records that the Vendor retains in connection with the vendor's proxy voting.

While the Proxy Voting Vendor(s) endeavors to follow these policies and procedures in all situations, special circumstances may arise from time to time that warrant a deviation. In addition, the Proxy Voting Vendor(s) will apply PFRSNJ's selected proxy voting policies and procedures to votes cast with respect to publicly traded companies.

After review of the Vendor's proxy voting guidelines to ensure they match PFRSNJ's objectives, PFRSNJ will adopt the retained Vendor's proxy voting guidelines as PFRSNJ's guidelines.

### **B. Monitoring of the Proxy Voting Policies and Procedures**

The Chief Investment Officer shall

- Monitor the Proxy Voting Vendors' proxy voting policies to ensure they conform with the above objectives;
  - Before Proxy Voting Vendor retention;
  - Whenever the Proxy Voting Vendor updates their proxy voting guidelines; and
  - Whenever PFRSNJ adopts new objectives for monitoring the proxy voting guidelines.
- Monitor the implementation of the proxy voting guidelines by the Proxy Voting Vendor(s).
- Monitor and review updates of the Proxy Voting Vendors' proxy voting guidelines.
- Maintain seven (7) years of the Proxy Voting Vendors' proxy voting record on behalf of PFRSNJ via electronic reporting.
- Present an annual proxy voting summary to both the Investment Committee and Board of Trustees.
- Monitor changes by the U.S. Securities and Exchange Commission's proxy voting policies and procedures of the advisor, periodically, and suggest any changes to PFRSNJ's Proxy Voting Policy, as needed.

**C. Investment Advisor**

PFRSNJ will retain Investment Advisors who will advise on the investment of a portion of the Plan's assets in the best interest of PFRSNJ. If an Investment Advisor deems it prudent to vote a proxy, the retained Investment Advisor's suggested vote, for the portion of the Plan's assets they are advising, will be followed irrespective of the other guidelines in PFRSNJ's Proxy Voting Policy.