

# ESG: Exploring the "S" in ESG **Building Your Company's Social Impact Strategy**

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### **Presenters**



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# **Goals for today**

Today's panelists will discuss the importance of a company's social impact strategy including:

- 1. The "S" in ESG: What does the "S" in ESG stand for and what does it mean?
- Recent examples of how companies have focused on social impact as part of their overall business strategy
- 3. Why can't corporations just maximize profits for investors? Aren't social impact issues potentially risky?
- 4. What happens when companies fail to walk the talk
- 5. Best practices for developing your social impact strategy

### **Questions & next steps**

# The Evolution of ESG

- 1980s 1990s: Corporate Social Responsibility, Sustainable Development and Triple Bottom Line.
- 2000s: Carbon Disclosure Project, Principles for Responsible Investment and the introduction of Environmental, Social and Governance.
- 2010s: Sustainability Accounting Standards Board, International Integrated Reporting Council and Task Force on Climate Related Financial Disclosure.
- 2020s: ISS adds ESG Scores, S&P ESG indices launched, World Economic Forum Sustainable Value Creation Metrics.



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## What is ESG?

The issues that the stakeholders of companies (including regulators) are caring [passionately] about.



Environmental – This includes contributions made to climate change through emissions and carbon footprint, the impact the business has on natural resources, pollution, waste, land contamination, biodiversity, energy use, and product innovation.



Social – Social factors can include modern slavery, human rights, labor standards across the supply chain, adherence to workplace and industry health and safety standards, and human capital management and access.

Governance – Governance refers to themes surrounding corporate governance and behaviour, including ethics, corruption, transparency, anticompetitive practices, corporate sustainability and board diversity. Stakeholders include:

- Employee:
- Investors
- Sources of finance
- Consumers/clients

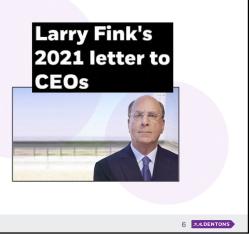
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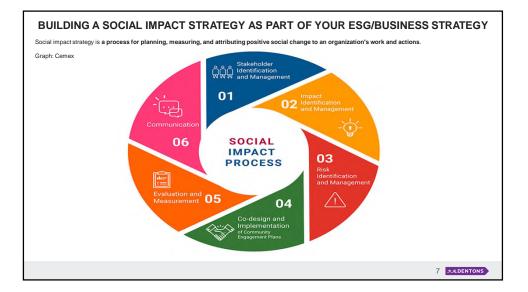
- Governments
- Regulators
- Suppliers
- Communities

# ESG: Why Now?

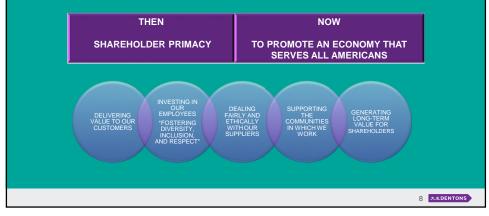
- o BlackRock CEO letter
- o Proxy Advisory firms
- o Nasdaq Board Diversity Proposal approved by SEC 8/2021
- o Business Roundtable Restatement of Corporate Purpose
- o Social and Consumer Awareness and Pressure
- o Pandemic
- o Climate Change







# In August 2019, 181 CEOs Sign the Business Roundtable's Statement that Redefined the Purpose of a Corporation



# SOCIAL IMPACT

May 2019: Nasdaq Inc. issues its ESG reporting guide for public and private companies

CEO Pay Ratio
Gender Pay Ratio
Employee Turnover
Gender Diversity
Temporary Worker Ratio
Non-Discrimination
Injury Rate
Global Health & Safety
Child & Forced Labor
Human Rights

# SOCIAL IMPACT

November 2019: SEC Approves Human Capital Disclosure Requirements

Effective November 9, 2020, the Securities Exchange Commission (SEC) issued final rules that modernized the requirements of Regulation S-K applicable to disclosure of the description of the business, legal proceedings and risk factors. The new rules require companies to greatly expand their human capital management disclosure using a principles-based approach.

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# **SOCIAL IMPACT**

"Purpose is not the sole pursuit of profits but the animating force for achieving them." - Larry Fink, CEO of BlackRock Inc.

### August 2021: SEC Approves Nasdaq Diversity Rule

On August 6, 2021, the Securities and Exchange Commission ("SEC") approved Nasdaq's Board Diversity Rule (Nasdaq Sock Market LLC Rules 5605(f) and 500), which requires listed companies to have at least two diverse board members or to explain their failure to meet the requirement, with some exceptions. The Board Diversity Rule also requires companies to publish statistics on the diversity of their board members.

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# ACCOUNTABILITY

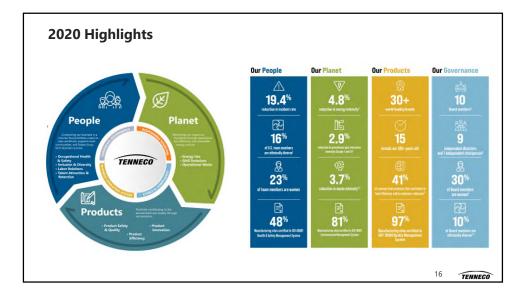
- □ Robert Foote, derivatively on behalf of Micron Technology, Inc. v. Micron Technology, Inc. et al., 1:21-cv-00169-UNA (D. Del. 2021)
- Facebook Beats Derivative Suit Over Board Diversity, For Now: In Occaneda V. Zuckenberg, No. 20-CV-04444, 2021 WL 1056611 (N.D. Cal. Mar. 19, 2021), the United States District Court for the Northern District of California became the first court to rule on a motion to dismiss claims alleging deficiencies in a company's compliance with policies intended to promote diversity.

# BEST PRACTICES FOR DEVELOPING YOUR SOCIAL IMPACT STRATEGY

- 1. Identify attainable and specific goals
- 2. Communicate clearly how the company will attain the goals
- 3. Measure achievement against goals
- 4. ESG is not exclusively a public or investor relations issue; it should be integrated into the legal and compliance functions, among other departments and should be part of the overall corporate strategy
- 5. Board of Directors should understand their fiduciary duties related to ESG strategies

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Tenneco's Sustainability Goals		
Material Topic		Goal
쥰	Inclusion, Diversity and Equity	Increase gender diversity to One Third females globally at manager level and above by 2030. Increase U.S. minority group representation to One Third at manager level and above by 2030.
ľ	Greenhouse Gas Emissions	Reduce Scope 1 and Scope 2 GHG emissions intensity by 30% by 2030 from a 2019 baseline.
Å	Energy Use	Decrease operational energy demand by 10% by 2030 from a 2019 baseline. Source 15% more renewable energy by 2030.
	Operational Waste	Reduce waste to landfill by 20% by 2030 from a 2021 baseline.
$\triangleleft$	Product Safety and Quality	Achieve 100% certification with IATF 16949, ISO 9001 or other applicable quality management standards for manufacturing sites by end of 2025 to standardize quality governance.
8 <b>4</b> •8	Supplier Management	100% of strategic partners reaffirm their commitment to the Tenneco Code of Conduct by end of 2022, 100% of Tenneco's top sustainability 'high-risk'' and/or 'high-impact'' suppliers complete a self-assessment questionnaire by end of 2022,
M	Conflict Minerals	Develop a strategy by 2024 to phase out, where possible, 3TG smelters and refiners nonconformant with RMI in the supply chain.



