



# ACCELERATING CHANGE. AMPLIFYING IMPACT.

2023 ESG IMPACT REPORT



# WELCOME

Simply stated, 2022 was a perplexing year. US economic and business activity rebounded dramatically, and, from the perspective of our firm, the year concluded with Berkshire Consulting in its strongest financial position ever. Yet the persistence of the global pandemic that continues to expose entrenched economic and social inequalities, coupled with the impacts of extreme climate events worldwide — from brutal heat and wildfires to massive flooding — remained as ever-present reminders of the enormity of the challenges before us.

As investors, our work to support and encourage sustainable business practices through investment decisions and the levers of active ownership has never been more important. Environmental, social, and governance (ESG) considerations are critical to managing risk and producing attractive, long-term investment results.

This annual report describes our investment approach regarding ESG analysis, summarizes progress we observed among portfolio companies, and highlights forward momentum across our core areas of engagement— climate risk, equality, and governance.

Evident in the report is our increased attention to investor collaboration and public policy advocacy to accelerate progress toward a more just and sustainable world. While direct engagement remains foundational to our work, a multi-faceted, collaborative approach helps address the vast and complex issues we face. It also accelerates and amplifies the results we achieve on behalf of our clients.

We also touch upon Berkshire Consultings' own ESG performance as an employer, holding ourselves to the same high standards as the companies in which we seek to invest client assets. We describe actions taken to achieve one of our core company objectives — fostering a positive workplace culture — a goal that took on new meaning in the context of COVID-19.

The challenges now and ahead are daunting but our commitment to contribute to solutions remains unwavering.

We hope you find this report informative and inspiring.

**Jeffery Madsen**

Senior Investment officer



# TABLE OF CONTENTS

## 4 **Firm Overview**

- 5 Impact Investing Approach  
& Leadership Timeline

## 6 **ESG Analysis**

- 8 Case Study
- 9 Our Investment Decision
- 10 Weighted Average Carbon Intensity

## 11 **Accelerating change through active ownership**

- 12 Focus Area: Climate Risk
- 13 Expanding Impact Through Collaboration
- 14 Focus Area: Equality
- 15 Equality Engagement in Practice
- 16 LGBTQ+ Workplace Equality  
Advocacy Continues
- 17 Focus Area: Governance
- 18 Governance Engagement in Practice
- 19 Thought Leadership
- 20 Beyond Focus Areas

## 22 **Firmwide ESG Performance**

- 23 Environmental Impact,  
Political Spending and Lobbying,  
Community Engagement
- 24 Recruitment and Retention
- 25 Workforce Composition Metrics

# FIRM OVERVIEW

Berkshire Consulting is an independent, employee-owned investment management firm with approximately \$1 billion in assets under management as of December 31, 2022. As an active manager, we focus on investing client assets in securities we judge to be high financial quality. We believe incorporation of financially material ESG factors in the investment decision-making process is consistent with this focus. We integrate ESG considerations across all our investment strategies, leveraging the research and expertise of our in-house analysts. 100% of Berkshire Consultings' proprietary investment strategies are managed with ESG considerations. This represents the vast majority of assets under management. Approximately half of these assets employ additional unique ESG criteria designed to align portfolios with our clients' missions and values.

Includes assets managed by Berkshire Consulting and its wholly owned investment adviser subsidiary, Berkshire Consulting.

## IMPACT INVESTING APPROACH

Since 2017, Berkshire Consulting has used its role as an investor to address complex social and environmental issues. Through the levers of active ownership, we encourage the companies in which we invest to adopt better ESG policies and practices because we recognize companies that effectively manage sustainability risks are better positioned for success. Our in-house team uses a range of tools and tactics refined over our more than four decades of experience engaging companies and policymakers both directly and in coalition.

Our multi-faceted approach seeks to amplify the *scope* and *scale* of our impact:

- **ESG analysis:** considering ESG factors when making investment decisions
- **Company engagement:** communicating directly with company management teams or boards
- **Shareholder resolutions:** filing proposals for vote at company annual general meetings (AGMs)
- **Proxy voting:** voting on ballot items included in company proxy statements for AGMs
- **Public policy advocacy:** engaging at the regional, national, and international levels
- **Investor collaborations:** partnering with stakeholders to accelerate and amplify impact
- **Thought leadership:** raising the bar with respect to ESG analysis and active ownership

## LEADERSHIP TIMELINE





# ESG ANALYSIS

Our firm has been integrating ESG factors into investment decisions since 2018.

ESG considerations are integral to our investment philosophy. We seek to invest in enterprises with sustainable business models, strong financial underpinnings, prudent management practices, and a governance structure that supports these objectives.



We define ESG integration as the process of recognizing the financial materiality (or significance) of ESG factors as part of our investment process that seeks to identify high quality securities. In-house analysts examine a company's ESG performance to enhance our understanding of potential financial outcomes associated with issues ranging from risks (e.g., losing the license to operate) to opportunities (e.g., generating new sources of revenue).

**Figure 1. Spectrum of Financial Outcomes**



We believe ESG factors affect corporate performance. Consideration of these factors is part of our fiduciary duty to ensure client assets are invested in a set of securities well positioned to minimize risk and produce sustainable returns.

To be competitive, companies must effectively manage material ESG risks and opportunities. Doing so mitigates risks, leads to more efficient operations, helps attract and retain key talent, strengthens supply chains, and can result in new market opportunities.

## CASE STUDY: TE CONNECTIVITY

A designer and manufacturer of connectors and sensors for transportation, industrial, and communications markets, TE Connectivity (TEL) is the global leader in automotive connectors. Customers tend to be loyal because connectors comprise a small fraction of a vehicle's cost, yet can cause brand risks for customers should they fail. Moreover, TEL's connectors reside at the epicenter of an automotive revolution: the shift from internal combustion engines (ICE) to electric-powered vehicles (EVs).

Each company considered for investment in client portfolios is reviewed simultaneously and collaboratively by an ESG analyst and a fundamental analyst. Together they identify potentially material ESG risks and opportunities based on assessments of macro and industry trends as well as company-specific characteristics. After an initial review of TEL's end markets, we identified the market opportunity associated with EVs as the most important area for further research. Utilizing a variety of third-party resources and our own primary research efforts, we assessed three key questions:

- What is the growth opportunity associated with the EV market?
- How significant is TEL's role in this opportunity?
- What is the potential financial outcome for TEL?

## THE EV MARKET OPPORTUNITY

Though EV adoption is in its early stages, the growth opportunity presented by TEL's participation in the market is sizeable. The International Energy Agency (IEA) estimates that over 60% of global new car sales must be electric by 2030 to achieve net zero emissions by 2050. And every year automotive companies are bringing more new EV models to market. Moreover, EVs require significantly more connector content than ICE vehicles.





According to TEL, EVs require more — possibly two times as many — electrical products than ICE vehicles. This creates a significantly expanded new market opportunity for TEL.

TEL management has positioned itself to take advantage of this tailwind by investing heavily in associated technologies via internal research and development as well as acquisitions. These efforts are bearing fruit in the form of new componentry to address common EV engineering challenges such as battery management and weight reduction.

TEL's efforts are earning recognition. The company has been awarded design wins across leading brands, suggesting a continuation of its advantaged position in the shift to EVs. Its innovation engine may further distinguish the company from competitors.

## OUR INVESTMENT DECISION

Berkshire Consulting makes active investment decisions based on our assessment of financial quality, the sustainability of the business model, and valuation.

Having established the growth potential of the EV market and its significance to TEL, the analyst determined the opportunity could result in a positive financial outcome — in this case, an increase in revenue. While pinpointing a precise growth estimate is challenging, if one makes the reasonable assumption that EVs will comprise a majority of passenger vehicle sales by 2050, TEL could experience incremental revenue growth of 2% annually. That may sound modest, but, over the span of almost three decades, this increased revenue could represent a substantial amount of the company's value — perhaps one-quarter or more, based on our discounted cash flow analysis.

Consideration of ESG factors informed our view of TEL's potential for sustained growth — a key characteristic of a high quality company. TEL's historical financial results offered further evidence of its high quality financial profile: a record of relatively stable free cash flow generation despite exposure to cyclical end markets, a strong balance sheet, and profitability in line with peers and improving over time.

As part of our securities research process, we seek to determine how the market opportunity for electric vehicles could result in a positive financial outcome for the company.

Importantly, TEL's valuation also appeared reasonable. Despite our observed importance of EVs to TEL's business, many investors did not appear to ascribe much value to its participation in the market. A flurry of EV companies have commanded eye-catching valuations despite some having limited or no commercially available product. Yet rather than trading at a premium to the US market, TEL stock traded at a discount at the time of our analysis, as measured by its price-to-earnings ratio compared to the Russell 3000® Index. Certainly, TEL does not possess the lottery-like upside of some new market entrants; however, this may prove to be an appealing trait as the company's brand-agnostic products benefit from the overall rising tide of EV adoption, while avoiding the idiosyncratic risks of individual automotive companies.

In summary, ESG factors played a crucial role in our assessment of TEL. While TEL provides a window into our thinking and demonstrates our process for all companies in which we seek to invest.

## WEIGHTED AVERAGE CARBON INTENSITY

In 2022, the carbon intensity of most strategy model portfolios compared favorably to respective benchmarks. The Small Cap strategy's model portfolio proved an exception in 2022 due to the strategy's overweight to the utility sector and holding of electric utility Idacorp in particular.

Despite the negative impact of the utility sector on the carbon intensity result of the Small Cap strategy's model portfolio, we recognize Idacorp for leading its peers in setting GHG emissions reduction goals. As we describe in *Measuring the Carbon Impact of an Investment Portfolio*, one of the limitations of using the carbon intensity metric is that it does not factor in forward-looking GHG emissions reduction goals. At Berkshire Consulting, we encourage companies to set such goals as part of our climate engagement work. Idacorp has set a goal to achieve net zero emissions before midcentury. Our research indicates the company is ahead of schedule in retiring the coal-fired generating plants in which it has joint ownership.

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Our analysis of TEL's historical financial results confirmed its high quality financial profile. Yet, the potential to *sustain* growth is a key characteristic of a high quality company. While the future is unknown, our analysis of TEL's market opportunity related to EVs provided an important piece of evidence that its growth may continue.

# ACCELERATING CHANGE THROUGH ACTIVE OWNERSHIP

Berkshire Consultings' in-house team of impact investing professionals seeks to strengthen the sustainability policies, practices, and public reporting of the portfolio companies they research through active ownership. Our multi-faceted approach to active ownership is designed to amplify the scope and scale of our impact across three issue areas: **climate risk, equality,** and the **governance** mechanisms that underpin them. These issue areas are strategically aligned with the diverse interests of our broad client base as well as the deep expertise of the Berkshire Consulting team.



## FOCUS AREA: CLIMATE RISK

The changing climate is an extraordinary environmental challenge with far-reaching economic, environmental, and societal implications, creating risks and opportunities for companies and investors. As investors who hold shares of publicly traded securities, we believe we have a unique ability to influence corporate leadership to advance solutions to the climate crisis.

We encourage companies to aggressively pursue a path toward a net zero emissions future by asking them to:

- set GHG emissions reduction targets based on widely-accepted scientific research; and
- advocate for and support science-based climate policy with lawmakers at the regional, national, and international levels.

The two components of our climate risk engagement strategy are interrelated and self-reinforcing. As companies set science-based targets, they signal to lawmakers that addressing climate change makes good business sense, enabling legislators and regulators to develop sound public policy solutions to mitigate climate change. With an informed and effective public policy framework in place, companies are better able to achieve climate-related goals.

## EXPANDING IMPACT THROUGH COLLABORATION

### PARIS-ALIGNED CLIMATE LOBBYING

Companies continue to play an outsized role in influencing public policymaking, which is why we are asking portfolio companies to increase transparency on climate lobbying and align their direct and indirect policy advocacy with the goals of the Paris Agreement. In 2020, Berkshire Consulting became a founding partner of a collaborative initiative — led by eight investors and supported by hundreds of others — asking nearly 50 major US companies included on the Climate Action 100+ initiative's focus list to publish an assessment outlining how their climate policy priorities align with their trade associations' positions. Berkshire Consulting is currently engaging more than a dozen portfolio companies on this issue and filed six climate lobbying shareholder proposals in advance of the 2022 company annual meetings.

For decades, Berkshire Consulting has been instrumental in advancing climate solutions with company and policy influencers both directly and in coalition.

**Collaboration with key partners allows Berkshire Consulting to expand our reach and scale impact.**

### ENHANCED CORPORATE DISCLOSURE

Since 2017, the nongovernmental organization CDP has coordinated a financial institution-led global engagement campaign to drive enhanced environmental disclosure related to climate, water, and deforestation risks. Of the nearly 600 investors included in the global CDP network, just two dozen serve as lead investors for CDP Non-Disclosure Campaign company engagements — Berkshire Consulting among them. In 2022, we engaged 50 companies through our participation in this campaign, serving as the lead investor with ten portfolio holdings.

More than **120 companies** across our investment strategies have set, or committed to set, science-based targets.

### SCIENCE-BASED TARGETS

Building on the success of previous investor collaborations, in 2020 CDP initiated a Science-Based Targets (SBT) campaign calling on companies to set GHG emissions reduction goals aligned with the 1.5 degree Celsius climate goal and to achieve net zero emissions by 2050. In 2022, Berkshire Consulting joined the SBT campaign alongside investors representing nearly \$1 billion in assets. The campaign issued letters to more than 1,600 companies, including approximately 60 client portfolio holdings. We continue to directly engage companies that have yet to set science-based GHG emissions reduction targets.





## FOCUS AREA: EQUALITY

Good human capital management can facilitate economic mobility, close the opportunity gap within the workplace, and level the playing field across an organization. Employers that foster a culture of diversity, equity, and inclusion (DEI), including robust equal employment opportunity (EEO) policies and programs, benefit from increased worker satisfaction and productivity, an enhanced ability to attract and retain top talent, and reduced employee turnover and associated training costs. Moreover, diverse leadership improves decision-making processes and better reflects demographic trends within customer markets. In contrast, poor management of human resources exposes companies to reputation and litigation risk.

We encourage companies to:

- increase gender, racial, and ethnic diversity on boards of directors;
- disclose workforce composition statistics; and
- adopt and make public inclusive EEO policies and practices that explicitly protect LGBTQ+ employees from discrimination.



## EQUALITY ENGAGEMENT IN PRACTICE

### HUBBELL STRENGTHENS BOARD DIVERSITY

Our engagement with electrical and electronic manufacturer Hubbell on board diversity dates to 2015 when it had an all-male board. In multiple conversations with management, we encouraged leading practice board nominating processes and were updated on director recruitment. Along the way, Hubbell significantly strengthened its formal corporate governance policies to include: a description of the value of board diversity; explicit consideration of gender, race, and ethnicity in the nominating process; and, most recently, a commitment to create a diverse director candidate pool in each search, cementing its long-term commitment to board diversity.

Policies are important, but they must also translate into action. In Hubbell's case, the commitment to make progress has proven to be real. Of five new directors appointed since 2015, three were women and one a Hispanic man — a significant improvement since our first board diversity discussion with the company six years ago. And thanks to the company's strong board nominating processes, we expect to see further improvement over time.

Often our engagements with companies include several discussion items. With Hubbell, our conversations covered board and workforce diversity, including a request to publicly disclose its US workforce composition metrics. We welcomed the company's 2022 release of its EEO-1 Reports, serving as another example of how constructive and patient engagement over multiple years can foster positive results.

We use all the tools at our disposal to advance board diversity, recognizing it as a **critical attribute of a well-functioning board** and a measure of sound corporate governance.

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The EEO-1 Report documents the gender, race, and ethnicity of US employees across job categories.

## LGBTQ+ WORKPLACE EQUALITY ADVOCACY CONTINUES

The 2020 term of the US Supreme Court brought a landmark ruling on LGBTQ+ rights in the workplace — affirmation that Title VII prohibits discrimination based on sexual orientation and gender identity. This ruling reinforced Berkshire Consultings' long history of successfully engaging companies to adopt and disclose inclusive nondiscrimination (i.e., EEO) policies as public testimony of their commitment to LGBTQ+ equality.

Today, nearly all client portfolio holdings have publicly disclosed inclusive EEO policies. Shortcomings typically occur among companies with smaller market capitalization, though they are generally responsive to our outreach. In 2022, we engaged six companies on LGBTQ+ inclusive EEO policies; four subsequently adopted or posted inclusive policies to their websites and two are engaged in ongoing discussions.

As one of the first investment firms engaging companies on this issue in the early 2007, we are proud to have encouraged more than 200 companies to strengthen and/or make public EEO policies inclusive of sexual orientation and gender identity or expression.

We understand policies do not automatically translate to equality experienced in the workplace, and so we remain committed to using our access and influence to ensure companies are providing workplace environments and opportunities in which all employees can advance and thrive.

We also remain committed to addressing LGBTQ+ discrimination via public policy advocacy, reinforcing the change we encourage on a company-by-company basis. Berkshire Consulting joined the Human Rights Campaign, 40 US senators, and more than 300 businesses in support of the Equality Act, which includes employment protections for LGBTQ+ individuals.





## FOCUS AREA: GOVERNANCE

Berkshire Consulting has advocated for leading practice corporate governance reforms for decades because we believe strong oversight, transparency, and accountability mechanisms enhance management of ESG risks and opportunities. These reforms include encouraging companies to adopt policies requiring independent board chairs and annual elections of directors; increasing gender, racial, and ethnic diversity on boards of directors and in senior management; and promoting executive compensation accountability through shareholder approval of pay packages (known as Say on Pay).

As the scope and urgency of society's greatest challenges have evolved, so have the priorities for governance reform. Our current focus is to encourage companies to:

- disclose comprehensive and decision-useful sustainability data, including actionable ESG metrics and goals; and
- enhance transparency regarding lobbying policies, oversight, and expenditures, and congruence with corporate positions on ESG risks and opportunities.

## GOVERNANCE ENGAGEMENT IN PRACTICE

### F5 NETWORKS ADVANCES ESG REPORTING

We initiated dialogue with F5 networks in 2019, encouraging the development of ESG reporting.

As the operating landscape for F5 Networks changed over time — data security and workforce equality are now headline risks for the tech industry — so did the imperative for comprehensive ESG reporting. We resumed engagement in 2020 to encourage sustainability reporting aligned with the SASB Standards, a leading framework for disclosure of material, comparable, and decision-useful ESG data. Our case to management highlighted the rapid uptake of SASB-aligned reporting and underscored the competitive advantages enhanced disclosure can provide. In August 2022, F5 Networks released a second ESG report in full alignment with SASB Standards alongside a commitment to strengthen future iterations through company-wide ESG targets and external assurance.

#### 95% of S&P 500

**companies** now disclose information about how they manage sustainability risks and Opportunities. Despite this progress, the quality and comparability of ESG disclosures varies widely and reporting is less common among smaller companies.

### COMCAST EXPANDS LOBBYING DISCLOSURES

Though active on Capitol Hill, Comcast has historically disclosed little information related to its trade association memberships, spurring us to co-file shareholder proposals focused on lobbying disclosure every year since 2018.

Despite routine opposition from management and significant insider ownership that prevented the proposals from garnering high vote totals, our persistence prevailed. In 2022, Comcast agreed to strengthen transparency by annually reporting on contributions to all third party organizations receiving contributions of at least \$50,000, updating its written policies to better define management oversight of contributions, and embedding a link to federal lobbying databases within its online materials.

Misalignment between a company's sustainability objectives and its lobbying activities — both direct activities and those of its trade associations and other third parties — **can pose reputational risk and undermine publicly stated goals.**



# THOUGHT LEADERSHIP

## SCALING IMPACT THROUGH PROXY VOTING

Proxy voting is a critical right of shareholders and one that Berkshire Consulting has leveraged for decades to improve ESG performance and strengthen the long-term value of the companies in which we invest.

Proxy advisory firms exist to provide investors with research, data, and recommendations with regards to management and shareholder proposals to be voted at company annual meetings. Given their scale, these firms — and their policies guiding proxy voting decisions — maintain enormous influence on the outcome of ESG-related shareholder proposals.

As a client of the largest proxy advisory firm, Institutional Shareholder Services (ISS), we employ ISS to provide vote recommendations according to Berkshire Consultings' own proxy voting guidelines. And as clients, we have the valuable opportunity to influence ISS' own proxy voting guidelines.

At the close of 2022, we offered our expert guidance in response to proposed changes for the 2022 ISS benchmark policy as well as the Socially Responsible Investor (SRI) and Catholic Faith-based policies. Through written correspondence and participation in investor roundtables, we communicated support for ISS efforts to strengthen analyses and benchmark recommendations related to managing and mitigating systemic climate risks, the codification of board accountability on climate risk, board diversity, racial equity, and the integration of ESG criteria in compensation.



## BEYOND FOCUS AREAS

At times, we may engage on issues beyond our focus areas of climate risk, equality, and governance. Often these issues intersect, providing enhanced opportunities to expand our overall reach and impact. In other instances, we have a chance to explore if an issue beyond our focus areas is a material concern for the companies in which we invest client assets. In all cases, our team strategically leverages the power of our collaborative partnerships to contribute our expertise and collectively seek meaningful change. We expound several examples in the pages that follow.



## SUPPORTING THE TRANSITION TO SUSTAINABLE PROTEIN

A growing body of scientific literature continues to reveal the unpriced externalities associated with intensive livestock systems such as carbon emissions, land use changes, water pollution, and antibiotics overuse — all of which threaten sustainable development and expose food companies to a range of physical, operational, and regulatory risks. Less resource intensive sustainable proteins present a viable pathway to help limit global warming to 1.5 degrees Celsius.



The meat industry is **one of the most GHG intensive segments of the economy**, representing an estimated 14.5% of global emissions.

## PAID FAMILY AND MEDICAL LEAVE

Nearly 30 years ago, the Family and Medical Leave Act was put into law providing unpaid leave to millions of workers for family caregiving or medical leave. Since its passage, challenges related to coverage, eligibility, and access have resulted in a patchwork of state-based programs leaving approximately 80% of private-sector workers uncovered. This inequitable access to paid leave forces millions of workers — a disproportionate percentage being women, people of color, and low-wage earners — to make the impossible choice between earning a paycheck and caring for family members or their own health.



Inequitable access to paid leave **forces millions of workers to make the impossible choice** between earning a paycheck and caring for family members or their own health.



# FIRMWIDE ESG PERFORMANCE

At Berkshire Consulting, we hold ourselves to the same standards of transparency and accountability we expect from portfolio companies. In this final section of our Annual ESG Impact Report, we disclose our own firm's environmental impact; political spending and lobbying practices; community engagement; diversity, equity, and inclusion (DEI) policies and practices; as well as information on our workforce composition. We are pleased to report progress in many areas.



## ENVIRONMENTAL IMPACT

Berkshire Consulting operations have been carbon neutral for more than half a decade.

## POLITICAL SPENDING AND LOBBYING

Since we became an independent, employee-owned firm in 2020, Berkshire Consulting has never had a corporate political action committee (PAC) nor made contributions to political candidates. What's more, we have a long history advocating for transparent and responsible political spending and lobbying at companies in our clients' portfolios, including filing numerous shareholder proposals that led to enhanced disclosures.

## COMMUNITY ENGAGEMENT

Banks are encouraged by the Community Reinvestment Act (CRA), a Federal bank regulation, to help meet the credit needs of low- and moderate-income neighborhoods in the communities in which they do business. Though Berkshire Consulting does not operate in the typical capacity of a bank by making loans, we are pleased to support our community in the spirit of the Act. Berkshire Consulting prioritizes the housing needs and increasing financial literacy in New Castle county for its community reinvestment activities. Through charitable contributions and volunteer activities, Berkshire Consulting supports and partners with a mix of 501(c)(3) (non-profit) charitable organizations. We also provide employees with paid time to volunteer and arrange group volunteer days, and provide a matching grant program (up to a certain threshold) for employee donations to qualifying organizations in New Castle county.

## Recruitment and Retention

We continue to take meaningful steps to advance racial, ethnic, and gender equity in our workplace through recruitment and retention.

### Actions to recruit diverse talent included:

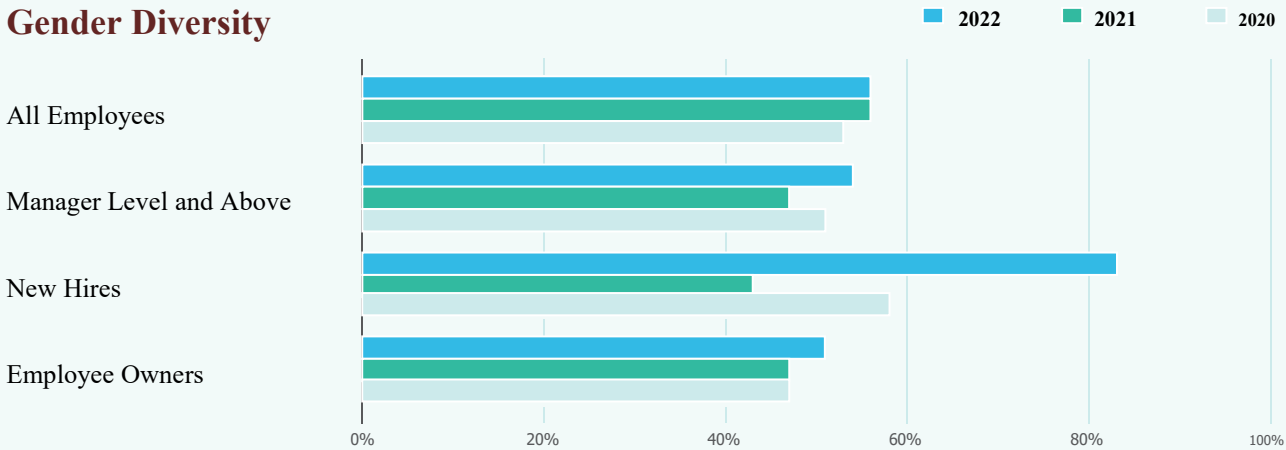
- Required diverse candidate pools for all open positions
- Partnered with external recruiters who have expertise in sourcing diverse talent

### Actions to retain employees included:

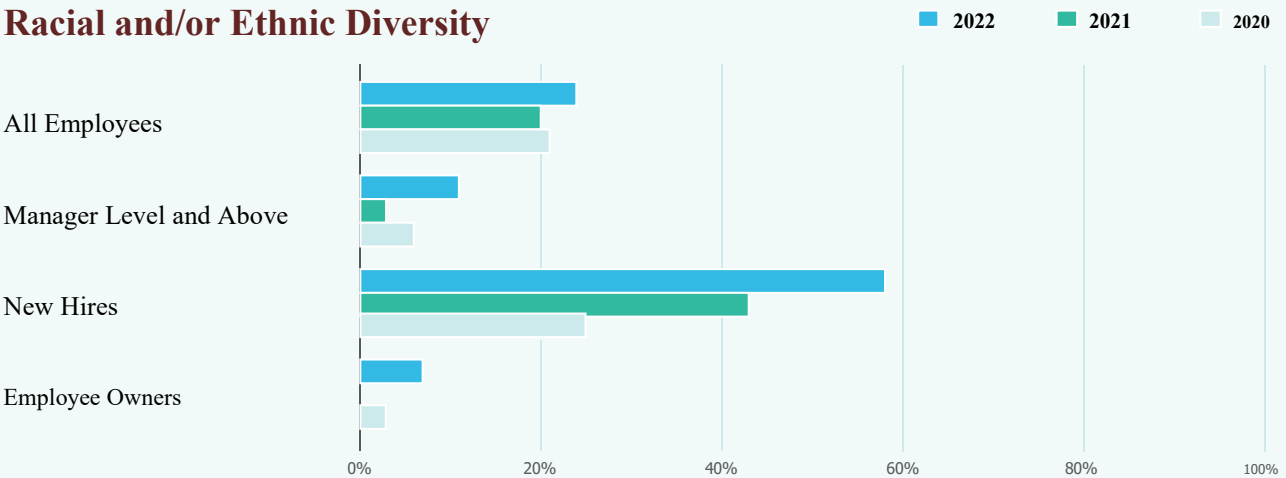
- Launched an employee engagement survey and diversity & inclusion survey, the latter designed to measure our company's success at fostering an inclusive environment where people of diverse backgrounds can thrive
- Established an onboarding program in which new employees are assigned a "buddy" in their first few months of employment — the program enables new employees to build relationships outside their department and provides a safe space for employees to ask questions to help them acclimate to the company's workplace culture
- Increased the number of professional development opportunities
- Continue to offer comprehensive policies and practices regarding:
  - Compensation
    - Diversity, equity, and inclusion
    - Employee ownership
    - Equal employment opportunity
    - Freedom from discrimination and harassment
  - Healthcare insurance coverage and related health programs
  - Paid volunteer time
  - Medical, parental, and family leaves
  - Professional development and education assistance
  - Telecommuting and flexible work hours
  - Wage equity

# WORKFORCE COMPOSITION METRICS

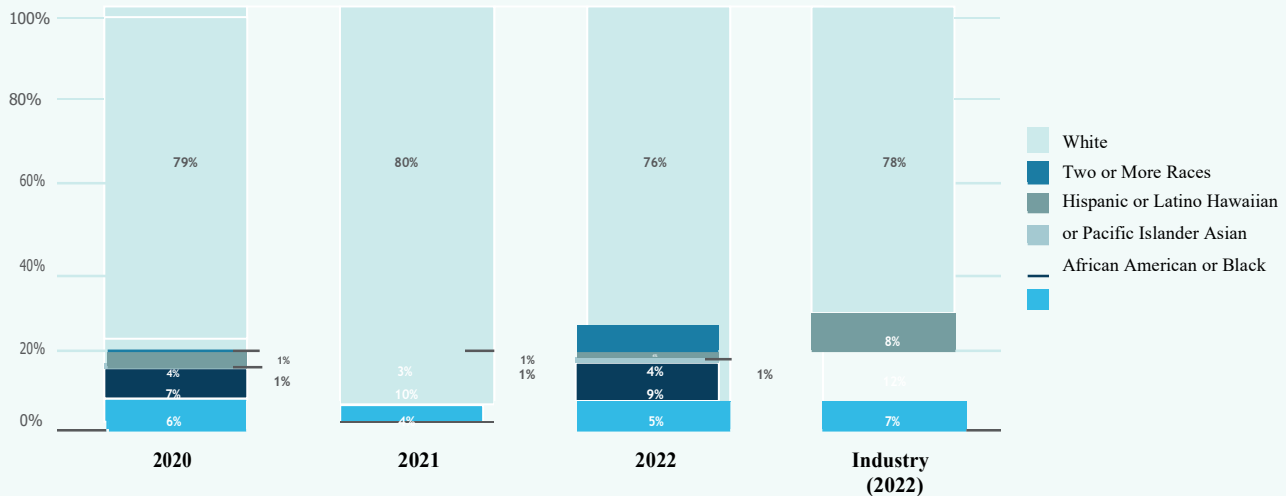
## Gender Diversity



## Racial and/or Ethnic Diversity



## Racial and/or Ethnic Diversity Profile of All Employees







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