

MSCI ESG Ratings Methodology: Ownership & Control Key Issue

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July 2023

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Introduction

This document provides essential information on the components of the Ownership & Control Key Issue to enable users of ESG Ratings to understand how our outputs are determined. Ownership & Control is a Key Issue in the Governance Pillar of the MSCI ESG Ratings model. Companies are evaluated on the ownership structure, the proportionality between the economic exposure and voting power of the largest owner (“control skew”) and other capital or ownership factors that may affect governance risk.

Companies are also evaluated on investor protection, in particular the rights of shareholders and the effectiveness of the framework to hold boards to account and the regulatory and company-specific provisions that support (or restrict) shareholders’ ability to determine the company’s future.

For additional details on the MSCI ESG Ratings Model, refer to Section 2, Data, ratings and scores, of “ESG Ratings Methodology.”

Exhibit 1: MSCI ESG Key Issue hierarchy

3 Pillars	10 Themes	33 ESG Key Issues
Environmental	Climate Change	Carbon Emissions
		Climate Change Vulnerability
		Financing Environmental Impact
		Product Carbon Footprint
	Natural Capital	Biodiversity & Land Use
		Raw Material Sourcing
		Water Stress
	Pollution & Waste	Electronic Waste
		Packaging Material & Waste
		Toxic Emissions & Waste
	Environmental Opportunities	Opportunities in Clean Tech
		Opportunities in Green Building
Opportunities in Renewable Energy		
Social	Human Capital	Health & Safety
		Human Capital Development
		Labor Management
		Supply Chain Labor Standards
	Product Liability	Chemical Safety
		Consumer Financial Protection
		Privacy & Data Security
		Product Safety & Quality
	Responsible Investment	
	Stakeholder Opposition	Community Relations

3 Pillars	10 Themes	33 ESG Key Issues
	Social Opportunities	Controversial Sourcing
		Access to Finance
		Access to Health Care
		Opportunities in Nutrition & Health
Governance	Corporate Governance	Board
		Pay
		Ownership & Control
	Corporate Behavior	Accounting
		Business Ethics
		Tax Transparency

Ownership & Control Key Issue Score

The Key Issue Score is based on the aggregation of the following Key Metrics using the methodology described in Section 3.5.4, Calculating Governance Scores, of “ESG Ratings Methodology.”

Each Key Metric evaluates a specific aspect of a company’s governance risk profile.

Some Key Metrics are relevant only to companies with specific governance characteristics stemming from ownership type, management structure or other factors. Companies are distinguished by the type of issuer, indicated by the scope of each Key Metric below.

Key Metrics

Category: Ownership Structure

Controlling Shareholder Key Metric

Definition

Does any shareholder or shareholder bloc control more than 30% of the voting shares, or is able to elect more than 50% of the company's board?

Flagged if yes.

Where the Governance Reference Entity is not an equity issuer, this evaluation is based on the ultimate owner.

Scope: All issuers

Typical Scoring Contribution: 0¹

¹ This Key Metric adjusts the scoring for the following Key Metrics: Related-Party Transactions (if Controlling Shareholder Concerns is flagged and there are RPTs with the controlling shareholder); Independent Board Majority; Significant Votes Against Directors. The following Key Metrics can only be flagged if a Controlling Shareholder is present: Controlling Shareholder Concerns; Cumulative Voting.

Controlling Shareholder Concerns Key Metric

Definition

Does the company's ownership structure or governance arrangements indicate special concerns for minority public shareholders?

Flagged if yes.

This can be triggered by the presence of one or more criteria, including where:

- *Any of the following Key Metrics are also flagged:*
 - *No Independent Directors; Leadership Concerns; Undersized Board; Cross Shareholdings; or Poison Pill.*
- *Or any of the following apply:*
 - *The issuer has issued golden shares;*
 - *The issuer is controlled via a stock pyramid;*
 - *The issuer incorporated as a Partnership Limited by Shares; or*
 - *The largest shareholder holds more than 75% of the total voting rights.*

Scope: All issuers

Typical Scoring Contribution: 1.0

Dispersed Ownership Concerns Key Metric

Definition

Is the company so widely held that there are no principal shareholders or other large-bloc holders?

Flagged if yes.

This test eliminates family or founder firms, companies with a 10% or greater principal shareholder, and companies where the aggregate 5%+ holdings exceed 30%.

This metric is intended to capture companies where there is a disconnect between ownership and management. In the absence of the constraining influence of informed and involved bloc holders, there is a greater risk of the CEO and board asserting a degree of power and authority more commonly associated with controlled companies.

Scope: All issuers

Typical Scoring Contribution: 0.2

Cross-Shareholdings Key Metric

Definition

Is the company involved in a series of cross-shareholdings with other (related or unrelated) companies?

Flagged if yes.

This metric is intended to capture cross-shareholdings intended for non-investment purposes. Cross-shareholdings for the purpose of this Key Metric include direct, indirect (via subsidiary companies), circular or more complex cross-shareholding networks.

Scope: All issuers

Typical Scoring Contribution: Variable, based on size of cross-shareholdings:

Range: 0.2 to 3.2

Average: 0.628

Tracking Stock Key Metric

Definition

Is the company being traded as a tracking stock or similar trading-based entity?

Flagged if yes.

Tracking stocks are treated as an indicator of potential governance weakness.

Scope: All issuers

Typical Scoring Contribution: 0.5

Variable Interest Entities Key Metric

Definition

Does at least 5% of the group's revenue come from VIEs where the company has no/minimal voting stake?

Flagged if yes.

A variable interest entity (VIE) is a special purpose vehicle in which the issuer holds a controlling interest in an operating company that is not based on a majority of the voting rights. Via structured contracts, the issuer is typically the primary beneficiary of the VIE.

Scope: All issuers

Typical Scoring Contribution: 0.5

Category: One Share, One Vote

Multiple Equity Classes with Different Voting Rights Key Metric

Definition

Has the company issued more than one class of equity shares and do these classes carry unequal voting rights?

Flagged if yes.

The inequality in the voting rights may be manifested via different votes per share, different votes per unit of nominal value or through the ability to vote only on certain matters, or on the election of certain directors, or grant special rights (such as the exclusive right of nominating directors).

When a share class termed as "preference," "preferred" or similar, is classified in the annual accounts under accounting standards as an equity security rather than a liability, then it will be considered as an equity class for the purposes of this metric.

Share classes that do not carry special rights but have unequal voting rights may not be flagged if the number issued is not significant.

Scope: All issuers

Typical Scoring Contribution: Variable, based on size of voting rights differential & percentage of votes held by largest owner:

Range: 0.2 to 0.6

Average: 0.483

Single Equity Class with Different Voting Rights Key Metric

Definition

Does the capital structure include a single share class where the voting rights vary based on the duration of ownership (or extra voting rights are granted via “loyalty shares”)?

Flagged if yes.

In some literature these may also be referred to as tenured voting shares.

Scope: All issuers

Typical Scoring Contribution: Variable, based on length of required holding period and percentage of votes held by largest owner.

Range: 0.2 to 0.55

Average: 0.397

Voting Rights Limits Shares Held Key Metric

Definition

Are voting rights capped at a certain percentage, no matter how many shares the investor owns?

Flagged if yes.

This may refer to either an “ownership ceiling” or a “voting rights ceiling,” in which ownership and/or voting rights limits are applied to some or all shareholders.

This metric is derived from a company’s corporate charter and bylaws, or on the basis of applicable corporate regulation.

Scope: All issuers

Typical Scoring Contribution: Variable, based on ownership or voting-limit percentage.

Range: 0.1 to 0.3

Average: 0.246

Voting Rights Limits Residency Key Metric

Definition

Are voting rights different for foreign or non-resident shareholders?

Flagged if yes.

This provision sets limits on the ability of foreign or non-resident parties to vote on corporate matters, regardless of the number or type of shares held, and includes cases in which foreign shareholders are prohibited from voting. This may refer either to an aggregate limit on shares or voting rights held by shareholders of a stated nationality or to a limit on holdings of one shareholder based on that shareholder's nationality.

This metric is derived from a company's corporate charter and bylaws, or on the basis of applicable corporate regulation.

Scope: All issuers

Typical Scoring Contribution: Variable, based on ownership or voting-limit percentage.

Range: 0.15 to 0.3

Average: 0.181

Government Intervention Concerns Key Metric

Definition

Do the company's capital and ownership structures include a "golden share" provision, are there an equivalent provision in national or state laws, or does the government have the right to nominate government representatives to the board?

Flagged if yes.

A "golden share" provision allows a single shareholder, usually a national government, to override all other shareholder voting rights on certain decisions.

Scope: All issuers

Typical Scoring Contribution: 0.5

Category: Control Mechanisms

Poison Pill Key Metric

Definition

Has the company adopted a takeover defense such as a poison pill, shareholder rights plan, or equivalent provision?

Flagged if yes.

A takeover defense may shield management and the board from accountability (board entrenchment). Takeover defenses may include a formal shareholder’s rights plan, poison pill, protective preference shares or equivalent provision.

Scope: All issuers

Typical Scoring Contribution: 0.5

Category: Shareholder Rights

Bylaws Amendments Key Metric

Definition

Does the board have the unilateral right to amend the company’s bylaws / Articles of Association without shareholder approval?

Flagged if yes.

Most U.S. companies grant the board unilateral control over the bylaws, so most U.S. companies are flagged for this metric, but in other regions this remains a helpful indicator of governance strength. This metric is derived from a company’s corporate charter and bylaws, or on the basis of applicable corporate regulation.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Shareholder Rights to Convene Meeting Key Metric

Definition

Do shareholders lack the right to requisition an extraordinary general meeting (EGM) or does the threshold required to request an EGM exceed 10% of the voting rights?

Flagged if yes.

Some companies may apply a different threshold to append a resolution to the agenda of an existing meeting – see Shareholder Rights Concerns Key Metric.

Scope: Equity issuers

Typical Scoring Contribution: Variable, based on voting-rights threshold required to requisition a meeting.

Range: 0.1 to 0.3

Average: 0.251

Shareholder Rights Concerns Key Metric

Definition

Are shareholders limited in their ability to make changes at the company due to the nature of provisions in the governing documents?

Flagged if yes.

Does a change to the governing documents require a vote in favor from more than 67% of the total capital or from more than 75% of the votes cast? Are shareholders both unable to act by written consent in a majority vote AND does the threshold required to request inclusion of a shareholder proposal at the annual general meeting (AGM) exceed 1% (or is not permitted)?

Scope: Equity issuers

Typical Scoring Contribution: 0.2

Say-on-Pay Policy Key Metric

Definition

Has the company failed to implement regular say-on-pay votes?

Flagged if yes.

Shareholders should be granted a vote on either the policies themselves, the amounts paid pursuant to these policies, or on the report of the pay committee that sets out these items, i.e., this should be a broad-based vote on policy or total pay, and not just a vote on the policy or total amount of one component of pay. The scope of the say-on-pay vote must include any executive directors on the board of directors, or the most senior executive, if there is no executive director on the board. The vote may be in respect of all the executive directors collectively or by separate votes for each executive director individually. Votes should be held on a regular basis, at intervals of no more than three years.

The Key Metric will not be flagged if there are no executives (e.g., for investment trusts).

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Confidential Voting Key Metric

Definition

Has the company failed to implement confidential voting, barring reasonable exceptions?

Flagged if yes.

Confidential voting is intended to protect the anonymity of shareholders who wish to vote against management, or against a particular director, but who may be concerned about the possibility of redress. This metric is derived from a company's corporate charter and bylaws, or on the basis of applicable corporate regulation.

For the U.S. and Canada, this metric is flagged unless the required evidence is identified to confirm confidential voting is in place. For other markets, this metric is only flagged if specific evidence is identified to indicate the absence of confidential voting.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Category: Director Elections

Proxy Access Key Metric

Definition

Does the company not allow qualified shareholders to nominate directors for election at the annual general meeting, such nominees to be included in the meeting agenda circulated by the company to its shareholders?

Flagged if yes.

Proxy access is a measure of the shareholder's ability to influence the composition of the company's board. This metric is derived from a company's corporate charter and bylaws, or on the basis of applicable corporate regulation.

Scope: Equity issuers

Typical Scoring Contribution: 0.2

Annual Director Elections Key Metric

Definition

Do any shareholder-elected directors stand for re-election at intervals greater than one year?

Flagged if yes.

This metric captures both classified boards, where director re-election is staggered, and boards where all directors stand simultaneously for re-election albeit less often than annually. Boards undergoing declassification over an extended period are treated as classified until this process has been completed – i.e., until all the board members are being re-elected annually. The metric does not refer to employee-appointed directors, being specifically focused on shareholder-elected directors.

Scope: Equity issuers

Typical Scoring Contribution: Variable, based on percentage of board subject to re-election and frequency of reelection:

Range: 0.1 to 0.2

Average: 0.108

Strong Classified Board Combination Key Metric

Definition

Does the company have a classified or staggered board in combination with other limitations on shareholder rights that further limit shareholders ability to affect the make-up of the board?

Flagged if yes.

A company has a strong classified board combination if, in addition to having a Classified Board, any of the following are true:

- *Director Removal for Cause Only is Yes, and Shareholder Can Fill Board Vacancies is No and the Bylaw Vote Percent is = 0% or > 51%;*
- *Director Removal for Cause Only is Yes, and Shareholder Can Fill Board Vacancies is No and the Effective Classified Board is Yes;*
- *Director Removal without Cause Vote % > 51%, and Shareholder Can Fill Board Vacancies is No and Bylaw Vote Percent is = 0% or > 51%; or*
- *Director Removal Without Cause Vote % > 51%, and Shareholder Can Fill Board Vacancies is No, and Effective Classified Board is Yes.*

Scope: Equity issuers

Typical Scoring Contribution: 0.2

Majority Voting Key Metric

Definition

Has the company failed to use or adopt binding majority voting in the election of directors (with immediate resignation, if the director does not receive a majority of the votes cast)?

Flagged if yes.

MSCI ESG Research uses a strict majority standard for this metric, flagging plurality, plurality plus resignation and majority plus resignation standards. Where a director fails to achieve a majority of the votes cast, this standard requires the director to immediately depart (unless the company would have below the legal minimum number of directors, in which case they remain only briefly pending a new appointment). Implementation of

majority voting is a measure of the shareholder's ability to influence the composition of the board.

Scope: Equity issuers

Typical Scoring Contribution: Variable, based on voting standard and whether director vote is binding.

Range: 0.1 to 0.3

Average: 0.181

Cumulative Voting Key Metric

Definition

Does the company with a controlling shareholder use a plurality vote standard for director elections, yet does not allow cumulative voting (whether as the default election standard or at the request of shareholders)?

Flagged if yes.

Cumulative voting is a method of election of the board of directors whereby a stockholder may cast as many votes for directors as he or she has shares of stock, multiplied by the number of directors to be elected. The purpose of cumulative voting is to facilitate the representation of minority stockholders on the board. The stockholder may cast all his or her votes for one or more, but not all, of the directors on the ballot, which therefore promotes representation of small shareholders.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Director Removal Without Cause Key Metric

Definition

Do shareholders lack the right to remove individual directors without cause?

Flagged if yes.

If director removal without cause is permitted, a bidder that is hostile to current management may seek to remove existing directors and replace them with the bidder's nominees.

Where there is no evidence of this right, from either national or stock exchange regulation or from the company's documents, the Key Metric will be flagged.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Category: Takeover Provisions

Constituency Provision Key Metric

Definition

Does the company have a constituency provision or is it subject to constituency protection under applicable law?

Flagged if yes.

Constituency provisions allow a board to take into account interests other than those of shareholders in making corporate decisions, including decisions about changes of control. Typical other constituencies would include employees, communities, customers, suppliers and the environment.

The Key Metric will be flagged where there is explicit evidence of this provision from either national or stock exchange regulation or from the company's constitutional documents.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Business Combination Provision Key Metric

Definition

Does the company have a business combination provision in place or is it subject to business combination protection under applicable law?

Flagged if yes.

A business combination provision requires that a company not engage in a transaction with a shareholder holding a certain percentage (usually dubbed an “interested shareholder”) for a period of time after the shareholder went over the threshold, or that such a transaction be approved by a higher-than-usual percentage of shares. A different variation of a “business combination” may also list a higher-than-usual percentage of shares for approving a merger but not list a time period during which a merger would be prohibited.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Fair Bid Treatment Provisions Key Metric

Definition

Does the company not have a fair price provision (with a mandatory bid requirement which does not exceed 33.3%) in place or is it not subject to fair price protection under applicable law?

Flagged if yes.

These terms generally involve all holders being entitled to receive the same price for their shares, the price being within some range of the average market price over some period of time prior to the offer, the offer remaining open for a minimum amount of time, and similar protections. In the U.S., this is generally presented as an exception to the business combination provision’s prohibition or higher vote requirement that applies when an acquisition offer contains certain terms designed to ensure fairness and eliminate the possibility that shareholders will feel coerced to agree to the offer.

Scope: Equity issuers

Typical Scoring Contribution: 0.1

Ownership Structure Assessment

The ownership structure of a company is evaluated along three axes.

The first dimension of ownership assessment is the level of control asserted by the largest owner. Principal-agent concerns are primarily applicable to widely held companies with highly dispersed ownership. For closely held companies, however, governance risk is primarily a function of the identity and degree of control wielded by a company’s dominant shareholder. The ultimate owner is the focus of our assessments where stock pyramids are present and in our assessment of the ownership structure of private companies.

Exhibit 22: Largest Owner Classification

Classification	Description
Controlling	Largest shareholder or shareholder group holds 30% or more of the voting rights.
Principal	Largest shareholder or shareholder group holds between 10% and 30% of the voting rights.
Widely Held	No shareholder or shareholder group holds more than 10% of the voting rights.

The second dimension of the ownership assessment focuses on the background and motivations of the dominant owner, which might be a company founder or family descendants, state or corporate owner.

Exhibit 33: Key Owner Types

Classification	Description
Founder	The founder/s of the company play an active role in the company – e.g., serves as chair and/or CEO, is a director or senior executive, is a current shareholder (regardless of the size of their shareholding).
Family	Family holds 10% or more of the voting rights and maintains at least one board seat.
State	State directly or indirectly controls 10% or more of the voting rights. ² The state identified in the Country of Classification of the issuer must match the state owning the shares.
Corporate Parent	Issuer is a subsidiary (50% or more of the voting rights) of a corporate, which itself may be listed.

² Where a shareholding is not directly held by the state, the intent behind the holding is reviewed. A holding by a government holding company for strategic investments will generally result in a state ownership classification, whereas holding by a pension plan for government employees that is managed by independent trustees will not.

The third dimension evaluates whether control skew is present, i.e., where the voting power of the largest owner is misaligned with its entitlement to cash flows (see Exhibit 4), which may adjust the governance risk profile.

Exhibit 44: Control Skew

Classification	Description
Stock Pyramid	Control is exercised through a chain of controlled companies – each of which is also typically listed – that ultimately results in a shareholder gaining voting power that is misaligned with its economic interest. Such a structure allows the top-level shareholder to exercise control (holding at least 30% of the total voting rights) through each level of the pyramid, and to maintain control of the issuer despite having a relatively small entitlement to cash flows.
Control Group Includes Cross-Shareholding	The cross-shareholding is held by parties related to a controlling shareholder group to maintain effective voting control, such as a holding by another listed entity with common control. Cross-shareholdings are where two or more entities hold at least 0.5% of shares in each other, or via a circular or more complex cross-shareholding arrangement.
Multiple Equity Classes with Unequal Voting Rights	Multiple equity classes with unequal voting rights typically fall into the following main types: <ul style="list-style-type: none"> • Different votes per share;³ • Different votes per unit of nominal value; and • Different class rights in the election of directors or other special rights.
Single Equity Class with Unequal Voting Rights	Tenured voting shares (sometimes referred to as “loyalty shares”) are a provision that allows shareholders who have held shares throughout a qualifying holding period to acquire additional voting rights at the end of that period. The additional voting rights are available until the qualifying shares are sold. These provisions fall into two main types: <ul style="list-style-type: none"> • Additional voting rights apply within a single equity class; and • The use of separate “loyalty share” class without economic interest.

³ Share classes that account for less than 5% of both the total votes and total capital are excluded from our analysis.

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