

## **Proxy Voting**

### **POLICY:**

As investment advisor, Mellon Capital is typically entrusted with the fiduciary responsibility to vote proxies for shares of corporate stock held on behalf of our clients. We take this responsibility very seriously. Proxy voting is an integral part of the management of the investment in those shares. In voting proxies, Mellon Capital takes into account long-term economic value as we evaluate issues relating to corporate governance, including structures and practices, the nature of long-term business plans, including sustainability policies and practices to address environmental and social factors that are likely to have an impact on shareholder value, and other financial and non-financial measures of corporate performance.

To assist us in that process, Mellon Capital retains Institutional Shareholder Services (“ISS”) to provide various services related to proxy voting, such as research, analysis, voting services, proxy vote tracking, recordkeeping, and reporting. In addition, Mellon Capital retains Glass Lewis for research only.

A client may decide to adopt Mellon Capital’s proxy voting policy, may expressly reserve the right to vote all proxies, or (on rare occasion) may propose its own policy. If entrusted with the voting of proxies, then Mellon Capital votes and monitors the proxies on behalf of the client and seeks to ensure that the proxies are voted in accordance with the proxy voting policy.

Mellon Capital has adopted the proxy voting policy of The Bank of New York Mellon Corporation’s (“BNY Mellon”) Proxy Voting and Governance Committee (“PVG”). Under this policy (attached as Exhibit A), the PVG permits member firms (such as Mellon Capital) to consider specific interests and issues and cast votes differently from the collective vote of the PVG where the member firm determines that a different vote is in the best interests of the affected account(s).

### **PROCEDURES FOR ACCOUNT SET-UP & MONITORING OF ISS:**

Mellon Capital’s Portfolio Administration and Operations Team has implemented procedures designed to ensure that: (1) the client’s custodian is instructed to send their client’s proxy ballots to ISS for voting; and (2) ISS is notified that they should begin receiving proxy ballots. In addition, the Portfolio Administration and Operations team monitors ISS’ activities on behalf of Mellon Capital. On a monthly basis, ISS issues a certification

letter that states that all proxies available to vote were voted and that there were no exceptions (except as listed in the letter).

**VOTING DISCLOSURE:** Clients for whom Mellon Capital votes proxies will receive a summary of Mellon Capital's Proxy Voting Policy and a full copy of the policy is available upon request. Furthermore, clients may request a history of proxies voted on their behalf.

**RECORDKEEPING:** ISS maintains proxy voting records on behalf of Mellon Capital.

**VOTING BNY MELLON  
STOCK:**

It is the policy of Mellon Capital not to vote or make recommendations on how to vote shares of BNY Mellon stock, even where Mellon Capital has the legal power to do so under the relevant governing instrument. In order to avoid any appearance of conflict relating to voting BNY Mellon stock, Mellon Capital has contracted with an independent fiduciary (ISS) to direct all voting of BNY Mellon Stock held by any Mellon Capital accounts on any matter in which shareholders of BNY Mellon Stock are required or permitted to vote.

## Exhibit A

# BNY Mellon Proxy Voting and Governance Committee – Voting Policy

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**Policy Number: II-G-051**

**Applicable to: BNY Mellon businesses that have elected to join the BNY Mellon  
Proxy Voting and Governance Committee**

**Posting Date: March 31, 2017**

### **A. Introduction/Purpose**

BNY Mellon investment entities that have proxy voting authority over assets held in client accounts must exercise that authority in accordance with sound fiduciary principles as well as the applicable laws, rules, regulations and governing instruments of client accounts as set forth in this policy.

### **B. Applicability and Scope**

This policy applies to those investment advisory, banking and trust company subsidiaries and business units (each, a “Member Firm”) of The Bank of New York Mellon Corporation (“BNY Mellon”) that have elected to join the BNY Mellon Proxy Voting and Governance Committee (“PVGC” or the “Committee”). These Member Firms are listed in the [Appendix](#).

This policy also applies to the registered investment companies (“Mutual Funds”), bank collective investment trusts and common trust funds (together, the “Collective Investment Funds”) and other pooled investment vehicles over which a Member Firm has proxy voting authority. Mutual Funds, Collective Investment Funds and other pooled investment vehicles are collectively referred to as “Funds.”

### **C. Policy Statements**

The Fiduciary Risk Management Committee (the “FRMC”) has delegated to PVGC on behalf of the Member Firms the responsibility to make proxy voting decisions for securities held in accounts over which the Member Firms have proxy voting authority. To fulfill that responsibility, PVGC has established the voting policies and processes outlined in the following section.

### **D. Voting Policies and Processes**

#### **1. Fiduciary Duty**

PVGC recognizes that an investment adviser is a fiduciary that owes its clients a duty of utmost good faith and full and fair disclosure of all material facts. PVGC further recognizes that the right to vote proxies is an asset, just as the economic investment represented by the shares is an asset. An investment adviser's duty of loyalty precludes the adviser from subrogating its clients' interests to its own. Accordingly, in voting proxies, PVGC will seek to act solely in the best financial and economic interests of its clients, including the Funds and their shareholders, and for the exclusive benefit of pension and other employee benefit plan participants. With regard to voting proxies in international markets, a Member Firm weighs the cost of voting, and potential inability to sell, the shares against the benefit of voting the shares to determine whether or not to vote.

## **2. Long-Term Perspective**

PVGC recognizes that management of a publicly-held company may need protection from the market's frequent focus on short-term considerations, so as to be able to concentrate on such long-term goals as productivity and development of competitive products and services.

## **3. Limited Role of Shareholders**

PVGC believes that a shareholder's role in the governance of a publicly-held company is generally limited to monitoring the performance of the company and its managers and voting on matters which properly come to a shareholder vote. PVGC will carefully review proposals that would limit shareholder control or could affect shareholder values.

## **4. Anti-takeover Proposals**

PVGC generally will oppose proposals that seem designed to insulate management unnecessarily from the wishes of a majority of the shareholders and that would lead to a determination of a company's future by a minority of its shareholders. PVGC will generally support proposals that seem to have as their primary purpose providing management with temporary or short-term insulation from outside influences so as to enable them to bargain effectively with potential suitors and otherwise achieve identified long-term goals to the extent such proposals are discrete and not bundled with other proposals.

## **5. "Social" Issues**

On questions of social responsibility where economic performance does not appear to be an issue, PVGC will attempt to ensure that management reasonably responds to the social issues. Responsiveness will be measured by management's efforts to address the particular social issue including, where appropriate, assessment of the implications of the proposal to the ongoing operations of the company. PVGC will pay particular attention to repeat issues where management has failed in the intervening period to take actions previously committed to.

With respect to clients who require proxies to be cast in a certain manner on particular social responsibility issues, proposals relating to such issues will be evaluated and voted separately by the client's portfolio manager in accordance with such policies, rather than pursuant to the procedures set forth below in Section D.6.

## **6. Proxy Voting Process**

Every voting proposal is reviewed, categorized and analyzed in accordance with PVGC's written guidelines in effect from time to time. PVGC guidelines are reviewed periodically and updated as necessary to reflect new issues and any changes in the Committee's policies on specific issues. Items that can be categorized will be voted in accordance with any applicable guidelines or referred to PVGC if the applicable guidelines so require. Proposals for which a guideline has not yet been established will be referred to PVGC for discussion and vote. Additionally, PVGC may elect to review any proposal where it has identified a particular issue for special scrutiny in light of new information. PVGC will also consider specific interests and issues raised to the committee by a Member Firm, which interests and issues may require that a vote for an account managed by a Member Firm be cast differently from the collective vote in order to act in the best interests of such account's beneficial owners.

## **7. Material Conflicts of Interest**

PVGC recognizes its duty to vote proxies in the best interests of its clients. The Committee seeks to avoid material conflicts of interest through the establishment of the committee structure, which applies detailed, pre-determined proxy voting guidelines in an objective and consistent manner across client accounts, based on internal and external research and recommendations provided by a third party vendors, and without consideration of any client relationship factors. Further, the PVGC engages a third party as an independent fiduciary to vote all proxies for BNY Mellon securities and securities of a Mutual Fund, and may engage an independent fiduciary to vote proxies of other issuers in at the Committee's discretion.

## **8. Securities Lending**

PVGC seeks to balance the economic benefits of engaging in lending securities against the inability to vote on proxy proposals to determine whether to recall shares, unless a plan fiduciary retains the right to direct a Member Firm to recall shares.

## **9. Recordkeeping**

PVGC will keep, or cause its agents to keep, the records for each voting proposal required by law.

## **10. Disclosure**

PVGC will furnish a copy of this policy and any related procedures, or a description thereof, to investment advisory clients as required by law. In addition, PVGC will furnish a copy of this policy, any related procedures, and its voting guidelines to clients who have delegated proxy voting authority to a Member Firm upon request. The Mutual Funds shall disclose their proxy voting policies and procedures and their proxy votes as required by law. PVGC recognizes that the applicable trust or account document, the applicable client agreement, the Employee Retirement Income Security Act of 1974 ("ERISA") and certain laws may require disclosure of other information relating to proxy voting in certain circumstances. This information will only be disclosed after the shareholder meeting has been concluded (1) to those who have an interest in the account for which shares are voted and who have delegated proxy voting authority to a Member Firm or (2) to those who hold units of a Collective Investment Fund for which disclosure is made in accordance with the Commingled Funds Disclosure of Information Policy or, (3) for a Mutual Fund, as required by law. PVGC discloses publicly (on the BNY Mellon website) summaries of the Committee's view on certain subject matters, and these summaries may provide insight as to how the Committee is likely to vote as a result of applying the Voting Guidelines to certain types of proposals. The Committee does not provide a rationale for its vote decisions to non-committee members except to the governing board of the Mutual Funds upon request.

## **11. Charter**

PVGC maintains a Charter which lists the committee's responsibilities and duties, membership, voting and non-voting members, quorum, meeting schedule and oversight mapping to the BNY Mellon Fiduciary Risk Management Committee.

**Appendix: Member Firms**

- Alcentra NY, LLC
- The Bank of New York Mellon
- The Bank of New York Mellon Trust Company N.A.
- BNY Mellon Investment Management Singapore Pte. Limited
- BNY Mellon, National Association
- BNY Mellon Trust of Delaware
- The Boston Company Asset Management, LLC
- The Dreyfus Corporation
- Lockwood Advisors, Inc.
- MBSC Securities Corporation
- Mellon Capital Management Corporation
- Standish Mellon Asset Management Company LLC