

The (mis)alignment of ESG perspectives in the investment chain.

*A cross-country analysis of the obstacles facing
companies, asset managers and asset owners*

Stephanie Mooij



DPhil

Supervisors: Professor Gordon Clark and Professor Colin Mayer
School of Geography and the Environment
University of Oxford
Linacre College

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To my sister.

*“For there is no friend like a sister in calm or stormy weather; to cheer
one on the tedious way. To fetch one if one goes astray. To lift one if
one totters down. To strengthen whilst one stands”*

- Christina Rosseti

Abstract

As evidenced by the rapid increase of United Nations Principles for Responsible Investment (UNPRI) signatories, the integration of environmental, social and governance indicators (ESG) in investment decisions has become a popular topic. However, despite its popularity, there is no consensus among practitioners on what this actually means and how it should be tackled. The obvious lack of standardization is reflected by divergent ESG rating procedures, incomparable company sustainability reports and the widely differing strategies by asset managers and asset owners. This is a substantial hurdle as it can cause misalignment of perspectives within the investment chain, which keeps ESG from being pushed up the agenda. There appear to be substantial struggles on the road to ESG integration and several questions arise; are the perspectives on ESG integration aligned between companies, asset managers and asset owners? Where do possible obstacles on the road to responsible investment reside, what are they and how can they be overcome?

My main findings are four-fold. First, I find ESG reporting fatigue among companies due to the sheer number of ESG ratings and rankings. Companies should not let this overwhelm them and be clear that they only respond to a handful. Investors should only use it as a starting point and ensure that it does not become a substitute for a real conversation with their portfolio companies about ESG. This interest is necessary for top management to sign off on sustainability initiatives. Second, I find that asset owners are not as convinced of the business case of ESG as asset managers and companies are. This is often reflected in the way they select, monitor and review their asset managers. Third, the lack of in-depth ESG due diligence by asset owners likely lets asset managers get away with decoupling statements from actions. More specifically, it appears that ESG and finance are often still separated. Lastly, companies are more reactive than proactive when it comes to ESG efforts. The main driver for them to embark on their ESG journey is the consumer. We can therefore play a significant role in creating a more sustainable world, either as the beneficiary or the consumer.

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List of acronyms

AM - Asset Manager

ASN - Algemene Spaarbank voor Nederland

AO - Asset Owner

AOW - Algemene Ouderdomswet

AUM - Assets under Management

CSR - Corporate Social Responsibility

DB - Defined benefit

DC - Defined contribution

DJSI - Dow Jones Sustainability Index

ESG - Environmental, Social and Governance criteria

ICCR - Interfaith Center on Corporate Responsibility

ILCA - Industry Life Cycle Analysis

ILO - International Labor Organization

IMA - Investment Management Agreement

IR - Investor relations

IRRC - Investor Responsibility Research Center

LGPS - Local Government Pension Scheme

NGO - Non-governmental organization

PAYG - Pay-As-You-Go

RI - Responsible investment

ROI - Return on investment

SDGs - Sustainable Development Goals

SEC - Securities and Exchange Commission

SMA - Segregated managed account

SWF - Sovereign Wealth Funds

UNPRI - United Nations Principles for Responsible Investment

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1 Introduction

Many initiatives have tried to convince the market of the importance of extra-financials. The biggest promoter of this new era of investing emerged in 2006 as the United Nations Principles of Responsible Investing (UNPRI), an initiative of the United Nations. The initiative commits asset owners (from here on AOs) and asset managers (from here on AMs) to integrate environmental, social and governance aspects (from here on ESG) into their investment processes. Over 1,300 institutions with more than \$45 trillion assets under management (AUM) have now signed this initiative, which comprises approximately a third of global AUM. This has grown nine fold since it started back in 2006 (PRI, 2014), which indicates that the UNPRI is succeeding in convincing the financial markets of the validity of ESG integration as an investment approach and its potential to become mainstream. After a long-standing debate, academics have also come to some agreement that there is a business case for ESG, but now it has to be further developed and understood (Arjaliès, 2010; Eccles et al., 2011; Majoch et al., 2014). Even though many are now convinced of the value-added, a truly integrated approach to ESG is still rare (Juravle and Lewis, 2009; Wagemans et al., 2013), which makes one wonder as to why this is the case.

Responsible investment (from here on RI) has been around for many years. However, it must be stressed that this certainly does not mean that we fully grasp it or know how to integrate it. At face value, everyone appears to be interested in RI and the majority seem to be “experts” in doing so. However, if that were the case, the true “win-win” or integrated approach, would not be such a rare find (Juravle and Lewis, 2008, 2009; Wagemans et al., 2013). This makes one wonder why it is not more common. On the other hand, given that the topic is still under-researched, it is understandable that it is not mainstream yet (Hoepner et al., 2015; Woods and Urwin, 2010). At the same time, the case for mainstreaming RI and for collective action is more pressing than ever. Humans are faced with an existential crisis and action is urgent. This became clear when the Sustainable Development Goals (SDGs) were endorsed by 193 countries in September 2015. This development agenda for 2030

makes the case for urgent action, with 17 global goals and 169 targets (UN, 2015). This does not just concern pension funds, who are required by their fiduciary duty to act in the best interest of their beneficiaries. Other organizations may face material consequences in the form of a damaged reputation by not taking action. Hence, if organizations want to be consistent with the 2030 development agenda, they should incorporate issues relating to E, S and G. If their efforts are then lost in translation in the investment chain, this will create major issues for the planet and its inhabitants. The case for alignment regarding RI in the investment chain is therefore more pressing than ever. The SDGs and the significance of RI will be further elaborated on in section 1.2.

Regardless of how believable the business case is and how urgent the matter has become, a thorough understanding of ESG integration is lacking. There are few qualitative papers that attempt to address it, which can be attributed to the excessive focus on the “why” (or financial sense) of ESG, which has finally largely been answered by the literature. Now it is time to address the “how” to go about this in practice, as it is still outstanding (Capelle-Blancard and Couderc, 2009; Clark et al., 2015b; Fulton et al., 2012). That is why this research will zoom in on how the different players in the investment chain approach ESG integration. As the players within the investment chain are connected, either through ownership or mandates, it is crucial that their perspectives on ESG are aligned to move forward. Despite this, few scholars investigate the investment chain as a whole, or attempt to document misalignment issues. This thesis consists of different puzzle pieces which, together, shed light on the impediments to RI.

The first chapter will shed light on an important intermediary between AM and companies; the ESG rating and ranking industry. This industry has risen in popularity in the last decade to the point that there are now hundreds of different ESG rating, rankings, or other initiatives. However, they vary widely, conditional on the audience that they are looking to serve and the criteria that they take into account (Charles J Fombrun, 1998; Gladman, 2015; Scalet and Kelly, 2010; Sonnenfeld, 2004). Recent academic evidence finds a low correlation

between different ESG ratings. This calls the reliability of ESG scores into question (Chatterji et al., 2015; Dorfleitner et al., 2015). This can, of course, cause some confusion. More importantly, since this type of intermediary tends to send questionnaires to the companies they assess, it is not unlikely that companies suffer from ESG reporting fatigue. The importance of this industry should not be overlooked, because many AMs rely on this industry to allocate billions of dollars in capital. AOs may also use this industry to evaluate their AMs. If these actors are not aware of the discrepancies between the different providers or if they blindly rely on scores, this capital is potentially misallocated. To my knowledge, no research addresses the way practitioners use the ESG rating and ranking industry in their investment-decisions or monitoring efforts. Furthermore, there is no research on the potential reporting fatigue this industry causes. Since the potential reporting fatigue and blind reliance on this intermediary could hinder the adoption of RI, the aim of this chapter is to investigate whether this industry is a vice or virtue in the adoption of RI.

Building on the findings of this chapter, I further explore the investment chain and turn to AOs. The pension sector is the largest investor class by far, with over \$30 trillion under management (Ambachtsheer, 2016). They are especially significant owners in countries with a developed pension market, such as the UK and the Netherlands (OECD, 2011). Much is therefore expected of this prominent shareholder (Clark, 2008; Piggott et al., 2008; Wagemans et al., 2013; Wong, 2010). AOs should care about ESG for several reasons. First, it has been proven to add value (Clark et al., 2015a). Secondly, nothing is external to a global owner (Monks, 2001). Lastly, their long-term liabilities mean that the long-term (and therefore ESG) matters. Implementing it, however, is not always straightforward (especially in the case of outsourcing). Research has found that their beliefs and investment horizon do not always line up with those of the AMs they employ (Clark, 2013; Gifford, 2015; Søndergaard, 2014). However, AOs claim that it is the AMs who are not doing a good job (Nicholls et al., 2015; OECD, 2011). This could point to agency issues, whereby the agent (AM) does not act in the principal's (AOs) best interest. They may thus be better off creating

the expertise in-house, a model often adopted by larger funds or Sovereign Wealth Funds (SWF). Another possibility is that they do not care about ESG or believe in it as much as they say they do. That could be the reason for the short-termism in mandates given to AMs (Barton and Wiseman, 2014; Clark, 2011; Desmartin, 2015; Søndergaard, 2014; UN Global Compact and PRI, 2014; Wong, 2010). This would not be in their beneficiaries or plan participants' best interest, pointing to another potential agency issue. Building on the knowledge gained from the first chapter on the way AOs use the ESG rating and ranking industry to evaluate their AMs, I further develop my understanding of the way they integrate ESG (into their selection, monitoring and review processes) and what drives them to do so. Using the previous findings, I explore the AMs' ESG integration efforts. Although guided by their clients, they are at the heart of managing supply and demand. This makes them a vital link in financing the needs of the real economy, through shares, bonds or other products (Costanzo, 2011; Desmartin, 2015). The "transparency documents" on the UNPRI website illustrate that there is no consensus among AMs; they take widely different approaches to RI. This lack of consensus and standardization implies that many of them are not properly taking ESG into account (Eccles et al., 2012; Hayat, 2014; Kiernan, 2007, p. 200; van Duuren et al., 2015). Indeed, evidence suggests that few AMs are truly integrating ESG into their investment decision-making processes (Cappucci, 2017; Guyatt, 2006; Juravle and Lewis, 2008). This is interesting, given that it adds value when it is done well. Its effectiveness, however, depends on how well it is integrated (Busch et al., 2016; Clark et al., 2015a). On the AM level, some research has indicated that they may lack the expertise to interpret non-financial information (Juravle and Lewis, 2008; Munro, 2015; Searcy and Elkhawas, 2012). This could be the root of the frustration of AOs (Nicholls et al., 2015) and the reason AMs may turn to ESG ratings and rankings. However, very little is known on the way they make their investment-decisions (Delmas et al., 2014; Martin et al., 2007; van Duuren et al., 2015). For example, they could be plagued by short-termism from clients, making it hard to integrate ESG the way their clients would like them to. Some say that

investor short-termism trickles all the way down the investment chain and causes companies to forego longer term opportunities (Graham et al., 2004; Graves and Waddock, 1990; Tonello, 2006). Yet others say that corporations are the problem and not institutional ownership (Aghion et al., 2009; Dent, 2010).

Lastly, I zoom in on their portfolio companies¹. Nobody can refute that there are still many scandals. With the rising popularity of RI and increasing expectations of corporations, it is more difficult to get away with this than it used to be. Companies need to be profitable and responsible on both a social and environmental level (Mohrman et al., 2015). If this is ignored, they may not only face damage to their reputation, but litigation costs may hit their bottom line directly as well (Renneboog et al., 2008). Although several corporations have stepped up their game and seem to have rediscovered the purpose of the corporation, more work is needed. Why are there still so many scandals? One can argue that without the demand for harmful products or without the pressure to “make a quick buck” this would not be happening at all. It is likely that, also on the company level, many socially and environmentally colored issues are merely perceived to be peripheral and hence, easy to discard. This is also reflected by the way this type of information is presented in sustainability reports; lacking a connection to the strategy and business model of the organization (Eccles and Serafeim, 2015). Why does it seem like little seems to have materialized? What is the often-overlooked story of the corporation? I investigate what drives them to incorporate ESG and what is holding them back.

Overall, there appears to be a gap between what institutions say they are doing and what they are actually doing. To make matters worse, they seem to be pointing fingers at each other. The question then becomes; what kind of impediments obstruct RI and where do they reside? Potential impediments can reside at the different levels of the investment chain.

¹ To the extent possible, I look at the ownership structure of companies and try to identify their shareholders. This was not possible for all companies, but many are part of the investment chain I investigate

However, the problem could also arise from the way the different parties communicate with one another. The aim of this thesis is to examine this issue further and to explore why the integrated approach is such a rare find. This will be done by looking at a simplified version of the investment chain in the Netherlands, the UK and Germany. I will thus investigate the AOs, the AMs they employ (or outsource to) and the companies they invest in and the ways they influence each other. Each layer of the onion, so to speak, will be peeled back to get to the core of the problem.

The contribution of this thesis is the documentation of misalignment issues throughout the investment chain, from the company to the fund manager to the ultimate owner. Additionally, an important under-researched intermediary is investigated as it may be yet another part of the problem. Without a clear idea of what issues are holding back RI, not much advancement can be made towards true integration. We can keep pointing fingers at each other and hiding behind policies and legislation, without making any real progress. Knowing this, should also help policy-makers and regulators in drawing up more effective policies and legislation. The aim of this thesis is therefore to lift the veil and to get some clarity on the integration approach of the different actors and to figure out what impedes their progress.

The definition of RI as well as its significance will be outlined in the sections below. Thereafter, the research objectives and form of the thesis will be more specifically described. This includes an outline of the different chapters and the central questions that will be explored in each of them. This will then be followed by the methodology, sample and limitations. Afterwards, the literature review sets out the analytical building blocks of this thesis. At the end of the literature review, a conclusion is provided which will not only summarize the most important issues that will be explored, but also provide a roadmap to the rest of the thesis.

1.1 Responsible Investment

Due to the lack of consensus on what ESG means and how to integrate it, investors have constructed widely different strategies. This is also linked to whether the investors in question believe that ESG integration increases value or whether it is simply a must from a moral standpoint to exclude companies involved in i.e. tobacco, gambling, nuclear weapons etc. Thus, investors will indicate that they integrate ESG, but in reality, they might refer to their exclusion strategy or to their engagement strategy, which are two different approaches. The point is that, even when there is some degree of consensus about a definition, this does not mean that everyone agrees on its true meaning (Sethi, 2005). In fact, there are at least 37 different definitions of Corporate Social Responsibility (CSR) (Dahlsrud, 2008). Therefore, more information on the different types of RI strategies will be given in the section on AMs (3.5.2). Moreover, given the wide variety of interpretations of RI, the definition of the UNPRI will be used throughout this thesis.

“Responsible investment is an approach to investment that explicitly acknowledges the relevance to the investor of environmental, social and governance factors, and of the long-term health and stability of the market as a whole. It recognizes that the generation of long-term sustainable returns is dependent on stable, well-functioning and well governed social, environmental and economic systems” (UNPRI, 2013, p. 7)

As can be seen above, “long-term” is mentioned explicitly as ESG risks and benefits may take a while to materialize. Unfortunately, the obsession with short-term quarterly returns is deeply embedded in the financial system (Clark, 2010; Hawley, 2015; Whittaker, 2011). Given that this is difficult to overcome, Barton and Wiseman (2014) have outlined some suggestions to shift to a longer-term approach. These suggestions are alignment with risk tolerance, active ownership and engagement, understanding long-term drivers as opposed to focusing on quarterly guidance and finally the alignment of internal processes (i.e. incentives and mandates). Although these suggestions are helpful, integrating it into decision-making and ownership practices remains a considerable obstacle for investors (Clark et al., 2015b; Sakuma-Keck and Hensmans, 2013).

1.2 Significance of Responsible Investment

Many investors or companies still believe that ESG should only be incorporated for ethical reasons. Therefore, ESG is often treated as a peripheral issue and will thus be the first thing to be thrown overboard when the ship is sinking. This is why it is often not integrated into the core business, even though it should be, to reap the benefits. The reasons to take ESG seriously are manifold and should be discussed before further exploring the topic.

First, as was mentioned before, there is a business case for integrating ESG. Over the years, it has become more “real” or “material” and can be linked directly to a company’s financial statements. Think about the recent drought in California and Brazil, which had real effects on companies’ growth (i.e. Unilever). Think about the enormous environmental lawsuits against British Petroleum or Exxon Valdez, which directly impacted profits. A report published by UNEP FI, finds that more than 50% of a company’s earnings can be at risk from environmental costs (PRI and UNEP Finance Initiative, 2011). Second, companies are increasingly held accountable for their actions through social media. This enables anyone to quickly spread bad news and damage a company’s reputation (i.e. twitter campaigns). Third, institutional owners own a substantial part of our economy and their portfolios are highly diversified. This means that for them ESG is by definition important, since one company’s mistake can be another one’s cost (i.e. insurance premium).

Last but not least, there is the obligation to society to preserve the planet for the next generations. This is also for economic reasons, given the interdependence of the eco- and economic system. If we continue to destroy our planet, this will lead to the inevitable collapse of the economy. The ecosystem contributes directly and indirectly to human welfare and natural resources are needed to produce goods. When society is healthy, this equals a productive workforce and when natural resources are used efficiently it makes productivity more sustainable. Quite simply stated, corporations cannot thrive without a healthy society or without natural resources. It is thus without question part of the total economic value of the planet (Costanza et al., 1997; Porter and Kramer, 2006). To help

preserve the planet, the case for urgent action was underlined by the endorsement of the SDGs in September 2015. As discussed in the introduction, the 2030 development agenda was endorsed by 193 countries and it includes 17 goals and 169 targets (see table 1). Fortunately, investors appear to have started their efforts, as a survey by ShareAction among 64 investors finds that 75% of the respondents are taking steps to address three or more of the SDGs. Although these efforts are more likely to be framed around ESG than around the SDGs (ShareAction, 2016), both frameworks aim to address serious issues concerning people and our planet. With the formulation of the SDGs, ESG is given a sense of urgency and repackaged in a message that resonates with people everywhere. The survey indeed demonstrates that the message resonates; many investors deem the SDGs important and intend to address the goals in the next 15 years. To ensure that this effort is not, to some extent, lost in translation, the impediments I lay out in this thesis should be addressed.

Table 1. The Sustainable Development Goals

Goal 1	End poverty in all its forms everywhere
Goal 2	End hunger, achieve food security and improved nutrition and promote sustainable agriculture
Goal 3	Ensure healthy lives and promote well-being for all at all ages
Goal 4	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all
Goal 5	Achieve gender equality and empower all women and girls
Goal 6	Ensure availability and sustainable management of water and sanitation for all
Goal 7	Ensure access to affordable, reliable, sustainable and modern energy for all
Goal 8	Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all
Goal 9	Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation
Goal 10	Reduce inequality within and among countries
Goal 11	Make cities and human settlements inclusive, safe, resilient and sustainable
Goal 12	Ensure sustainable production and consumption patterns

Goal 13	Take urgent action to combat climate change and its impacts
Goal 14	Conserve and sustainably use the oceans, seas and marine resources for sustainable development
Goal 15	Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification and halt and reverse land degradation and halt biodiversity loss
Goal 16	Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels
Goal 17	Strengthen the means of implementation and revitalize the global partnership for sustainable development

Source (UN, 2015)

1.3 Research objectives

The purpose of the research is to gain a thorough understanding of how different parties in the investment chain incorporate ESG in different countries. Moreover, the aim is to identify the bottlenecks. In-depth interviews will be conducted with companies, AMs and AOs. Furthermore, as the approaches and adoption rate differ across countries (Hawley, 2015; Renneboog et al., 2008), data will be collected from the Netherlands, the UK and Germany. The collected data will provide insights as to what the major obstacles in RI are from all three parties' perspective and across different institutional environments. Based on that, recommendations can be drawn up to overcome the identified challenges.

1.4 Overview of chapters

1.4.1 ESG ratings and rankings; vice or virtue in the adoption of responsible investment?

The ESG initiative industry has grown tremendously in the last decades and many of these organizations serve as an intermediary between companies and their investors. Billions of dollars of capital are allocated based on the judgment of these intermediaries and many academic papers rely on them as well. Regardless of its widespread use, little is known about how this industry came about and what its role is. The multitude of initiatives and lack of convergence raises questions on whether the industry's costs outweigh the benefits. This

chapter therefore investigates 218 different ESG initiatives and uses the Industry Life Cycle Model, to illustrate that the industry is maturing. It also draws on interviews conducted with its users to strengthen this finding. The chapter concludes that reporting fatigue, a lack of convergence and the (sometimes) poor quality and transparency have made the industry more vice than virtue in the adoption of RI.

1.4.2 Asset owners and the diffusion of responsible investment. What explains the low rate of adoption?

AOs are significant, powerful investors and can play a leading role in RI and the move towards a longer-term horizon. It appears, however, that their ESG beliefs may differ from the AMs they employ. A recent survey also indicates that they may not be happy with the way their AMs incorporate ESG (Nicholls et al., 2015). It is unclear whether this is due to the way they guide their AMs, or whether this is indeed due to the AM. To find what influences the rate of adoption on the AO level, I conduct ten interviews with major players in the UK, the Netherlands and Germany. I find that they prefer to hire an AM who integrates ESG, but that they struggle to translate this into action. Looking at the perceived attributes of RI, I find that complexity, relative advantage and trialability impede the rate of adoption. I also find that there is too little dialogue for this complex innovation and that AOs are making too little effort. Overall, German AOs are lagging behind compared to the ones in the Netherlands and the UK. However, they are not as large and have significantly less exposure to equity. This means that they also do not have as much of a responsibility to drive RI forward.

1.4.3 Asset managers' ESG strategy; lifting the veil

It appears that AMs take widely different approaches when it comes to the incorporation of ESG. Given the limited body of qualitative research, too little is known on how RI is perceived, what triggers AMs to initiate change and how is it integrated in practice. It is possible that they receive conflicting short-term signals from clients, which hinder the RI efforts of AMs. I investigate whether this is true and whether there are other obstacles. I

also look at how AMs make sense of RI and give sense to RI. To explore these questions, I interview 15 asset managers in the Netherlands, the UK and Germany. I find that, in some cases, it appears that they decouple what they say from they are actually doing. ESG teams are sometimes used as boundary spanning units to shield the rest of the organization from changes they do not want to make.

1.4.4 Companies' ESG efforts; catalysts and inhibitors

This chapter draws on 20 interviews with (mostly) sustainability managers in the UK, the Netherlands and Germany. Using the innovation literature, I investigate the catalysts of a company's ESG journey, as well as the inhibitors. Additionally, I look at the way ESG is perceived and whether this differs from the previous chapters. I find that companies strongly believe in the business case of ESG, but that they are generally more reactive than proactive. They often wait until normative pressure picks up, for example after a disaster, or after they are exposed by a non-governmental organization (NGO). I also find that customers are the main source of innovation. This may not be surprising, but this means that we, as the consumer, can play a much bigger role in the ESG journey of corporations. Lastly, I find many of the same obstacles that I found on the AO and AM level. Interesting, however, is that companies do not point fingers, but acknowledge that they should do a better job at communicating the business case of ESG. Investors will then likely follow their lead.

2 Methodology and Limitations

2.1 Methodology

2.1.1 Structure

The chosen structure is book form, given that there is considerable overlap of the chapters, to the extent that the field research feeds into all the chapters. The first chapter is mainly desk research, although some interview results will be used as well. The other chapters are purely based on the interviews, but not merely the ones corresponding to that specific actor in the investment chain. For example, the AO chapter uses insights from the AM and company interviews, in addition to the AO interviews. Moreover, they are combined and compared to establish the bottlenecks in RI. Thus, although they each add value by exploring the respective parts, they form a cohesive picture together and serve to illustrate the complexity and the obstacles in the investment chain when it comes to ESG integration.

2.1.2 Research Methods

Two kinds of methods were used to gather data. Firstly, desk-research was conducted to better understand the ESG initiative industry. Secondly, a qualitative study was undertaken as this research is not interested in finding out that RI is not mainstream, but it is interested in the reasons behind it. Moreover, there is currently a lack of theory to answer the previously outlined questions and the topic is relatively immature (Flick, 2007). Semi-structured elite interviews were conducted with the selected companies, AMs and AOs. This qualitative design enables comparison, allows for novel insights into this somewhat immature topic and caters to the desire of the elite to articulate their views (Harvey, 2011). Based on the arguments in the next section, the interviews follow the close dialogue approach as proposed by Clark (1998).

This is a form of a “bilateral engagement”, rather than a one-way street (Clark and Monk, 2017). Predefined questions guide the interview and the method is rather iterative, going back and forth between theory and empirical evidence. Although close dialogue may not be

the most conventional method, it is necessary in this case to better understand organizational beliefs and behavior. Instead of taking the world that is made up of existing theories for granted, this method offers the opportunity to reconstruct and enhance our current understanding. Close dialogue is very valuable in helping us to think outside of the box and to promote conceptual and theoretical innovation (Clark, 1998a, 2007).

Access to “Business Elite” is rather restricted as they have critical information regarding the inner-workings of a firm. One advantage that I brought into the interviews was my industry experience which helped in securing interviews, most notably with AMs and AOs in the UK and the Netherlands. However, access was difficult especially in Germany where I do not speak the language fluently and do not have much of a network. It must also be noted, that not all the interviewees held substantial decision-making power in the companies they work for, although on the AO and AM level the majority can be categorized as “elite”. On the company level, many of them had been working for the company so long that I assume they also have quite some influence. In fact, on more than one occasion they were the ones who pioneered “CSR” in their respective companies. I handled each interview as a unique case. During some, I searched for a common understanding on a more personal level i.e. when interviewing someone my own age, gender or nationality. Yet on other occasions with participants that were more difficult to connect with, we talked about mutual connections or work experience to establish rapport.

Interviewing the elite comes with drawbacks besides gaining access. They are often trained in speaking to outsiders and many of them do this frequently and are thus rather rehearsed. This could affect the insights of the data gathered. Moreover, they often have a packed agenda and have little incentive to speak to researchers. It is thus especially helpful to them if you clearly indicate the length of the interview and if you can be flexible with your schedule. If the interviewee in question is especially highly ranked, you are more likely to score the interview if you indicate that it is under an hour. Other frequently mentioned difficulties with the elite are power relations or inequality. In some cases, they may challenge the

interviewer or ramble on about their topic of choice and thus take control of the interview (Aberbach and Rockman, 2002; Goldstein, 2002; Harvey, 2011; Richards, 1996). These difficulties emphasize the need for continuous learning during the process. On top of that, the researcher is an instrument during the interview process, meaning that he or she should be aware of his or her input. It is thus advised to reflect on each and every interview right after it takes place. Reading notes thoroughly every time and listening to tape-recorded interviews can help in improving the quality of the next interview. This way, the researcher can be aware of his/her interview style, potentially misplaced comments or interruptions that might compromise the quality of the data (Galletta, 2013).

2.1.3 Positionality

When conducting scientific research, there is often a focus on facts and objectivity to derive theories from the data. Moreover, there is the assumption that the researcher is impersonal, impartial and detached from the process. However, I side with Clark (1998) and feminist literature (see McDowell, 1992 or England, 1994) that this can be quite unrealistic, especially when it comes to interviews. Firstly, it is not entirely plausible to assume objectivity. As a researcher, I am influenced by my background and my personal characteristics. For example, my industry experience may bias the research, but it may also enable me to build rapport faster with respondents or to grasp insights more quickly. The fact that I am young and female may mean that I am not taken seriously by my older, more experienced and predominantly male interview participants. However, the other option is that they may speak more freely, because I am non-threatening to them (Horn, 1997; Tarrant, 2014). These examples demonstrate that the researcher always brings baggage into the interview, which can influence the perception of the interviewee and the quality of the data.

Secondly, not reducing the complex world to theories could bring new insights. Of course, it is helpful to focus on a few drivers and to therefore reduce the complexity of the situation. However, in other cases it might also stifle our ability to comprehend the real world. For

example, we can take the efficient market hypothesis for granted (which people often do), but real-life observations indicate that this might not always hold. Removing all the outliers and detail from a dataset can result in a false representation of the world. We have thus inherited many theories that may be quite removed from real-life situations and real-life processes. To develop our understanding or to innovate, we must break out of this cycle. The complexities and inconsistencies that are an inherent part of our world, should thus be embraced and not always stripped from the research process (Clark, 1998a, 2007; England, 1994).

Lastly, the researcher (much like the participant) may assume different roles during the course of the interview or situation (Clark, 1998a; Harvey, 2011; McDowell, 1998; Tarrant, 2014). This also means that the researcher cannot be completely detached from the research process, but is rather an instrument in the research itself (Clark, 1998a; England, 1994). The research should therefore be seen as a process rather than a product. During this process, the researcher needs to maximize the value of the insights gathered. If the participant is not as open as they could be, it may help to engage them or to gain their trust by shifting between an “insider” and “outsider” perspective. Moving positions during the course of the interview can help in not only challenging but also in validating their answers (McDowell, 1998). You might also have to briefly demonstrate your knowledge of the industry, in case you are sitting across the table from *the conversationalist* and you are being tested (see Clark, 1998). Of course, you must let them bring forward concepts on their own account and be careful not to “put words in their mouth” or even to lose your independence from the industry as mentioned by Clark (1998). Alternative to assuming the role of the “expert”, you may present yourself as the “ignoramus” as suggested by McDowell (1998). Obviously, this all depends on the role assumed by the interviewee and it is helpful to do some reading on their background, or even on previous interviews they may have done. However, it must be noted that building rapport can be complicated by the interviewee’s perception of the researcher. Although they are not necessarily different from

other groups, differences between the interviewee and the researcher may be more pronounced in “elite” interviews. This is due to their status, experience and the likely age difference (Alvesson, 2010; Clark, 1998a; McDowell, 1998; Mullings, 1999; Roulston, 2010; Tarrant, 2014).

2.1.4 Desk Research

Sample Selection and Data Collection

As outlined above, desk research was undertaken in addition to semi-structured interviews. The collected information on the ESG initiative industry were compiled and sorted to provide a comprehensive overview. This overview is not meant to be exhaustive, as there are countless initiatives that may somehow be involved with ESG. Existing initiatives were gathered through extensive searches, reports of companies, existing overviews and some are mentioned by interview participants. The description, country of origin and launch date as well as target market and methodology were collected. The initiatives were then divided into six different categories; awards, rating, ranking, index, research, shareholder services. There were also initiatives that did not fit into either category and these have been listed under “other initiatives”.

The way the overview is categorized, is by main focus or initiative first launched, as there are several initiatives that provide many services, such as rating, ranking and indices. Take ISS for example, who were first founded for shareholder services, which is still their main focus. However, somewhere along the way (in 2002 to be specific) they launched the Corporate Governance Quotient (CGQ). This still means that they will be categorized under shareholder services. Only in a few cases, there are distinctly different services and the organizations have been included in the overview twice under the two suitable categories.

Initiatives that were more focused on rating countries were excluded. Some ESG initiatives have disappeared off the radar without much of a press release or anything else identifying what has happened. These have been excluded from the selection. However, in some cases it was still possible to piece together some information and to find books or papers

from around the time the initiative was launched. Another item that was difficult to find in many cases, is the launch date of the specific initiative or product. In some cases, the organizations in question were emailed and in other cases, the launch dates are “almost sure”. About 5% of the initiatives have a launch date that may be slightly off.

Data Analysis

The Industry Life Cycle Analysis (ILCA) was used as a tool to analyze the development of this new industry. This was helpful in analyzing the current state of the industry and to assess where it is going. This theory was introduced by Michael Porter in 1980 and it predicts that industries go through several phases as they evolve from birth to maturity. The early stage is characterized by ambiguity, as little is known about the product features desired by the buyer (Klepper and Graddy, 1990). The market should be convinced in the early stages and the duration of the total cycle depends on many factors, such as the barriers to entry and the ease with which it can be copied. If the product takes off, more players will enter the market to take advantage of its popularity. As the number of users grows and levels off after a while, companies have to adjust accordingly by improving quality at first and then shifting to enhancing the product and expanding capacity (Mirva Peltoniemi, 2011). At some point, there will be a decline in the number of players in the market as the industry starts to consolidate. The levelling off can be triggered by obsolescence of the product, or a fundamental change in technology which may be the start of a new product cycle (Audretsch and Feldman, 1996; Klepper and Graddy, 1990; Porter, 1980).

The ILCA lends itself well to analyze the ESG initiatives industry, but it has not been done before to the author’s knowledge. By counting the number of initiatives each year and correcting for acquisitions, a graph is produced to establish the lifecycle of this insufficiently researched industry. For example, if the trend is levelling off, we can conclude that the industry is mature and that adjustments in quality of the ESG products or initiatives can be expected. However, if the number of players are declining, the industry is in the decline phase which could indicate obsolescence or a fundamental change.

2.1.5 Field Research

Qualitative Interview Design

As previously mentioned, the semi-structured interview is the chosen method for data collection as it provides sufficient focus to address the research questions, yet leaves some flexibility for participants to contribute novel insights (Galletta, 2013). Before selecting the respondents and constructing the survey instrument, I had informal chats with a company, a pension fund and someone who knows the asset management space very well. This was helpful in double-checking how relevant the topic is and to gather ideas for the construction of the survey instrument. The informal chats also helped in conducting and securing interviews at a later stage.

At the very beginning, the main issues or themes were drawn from the literature review; the role of ESG initiatives, short-termism, expertise of AMs, alignment of ESG perspectives, reporting fatigue and pressure on companies. These “themes” were then used to construct different open and closed-ended questions to ensure that the research questions were covered and to make sure there is sufficient opportunity for the participant to contribute their insight. For example, I ask both AMs and AOs if they use ESG ratings in their investment decision-making process or in the monitoring of their AMs. This provides me with additional insights, as many respondents do not mention the reliance on ESG ratings when explaining their investment decision-making process. I also ask them why and how they chose these providers, to understand what drives the choice of one provider over another.

Nearly all themes occur in all three survey instruments, as for example, short-termism can be detected at any stage in the investment chain. Another example is how ESG pressure is experienced at the different stages in the investment chain. Are AMs and companies feeling the pressure the AO is claiming to exert? By doing this, the intentions of the AO can be compared to the actual outcome all the way to the company-level (depending on how transparent the “ownership chain” is). This is done for several other themes, sometimes mainly for the two most relevant levels (i.e. ESG initiatives mainly concern AM and

companies). Because the themes are broad and so are some of the questions, more than one theme can be covered by a specific question. The “alignment” theme is investigated by asking the same set of questions (~14) to all three parties. All of them are asked how they define RI, whether they believe it increases returns, why they incorporate ESG and so on. These are then compared in the end, to see if there is any consensus either between the same type of actor, or across the actors in the investment chain (the themes as well as the final survey instrument for the AOs, AMs and companies can be found in appendix 3).

Sample Selection

Company respondents were selected by means of a Bloomberg Screening. This was useful as a first list of potential candidates and in constructing a relatively comparable sample (i.e. size, sectors) across the UK, Germany and the Netherlands. Subsequently, I checked the shareholder structure of the selected companies and tried to identify the ownership chain. This was not straightforward as the ownership structure indicates either the AO or the AM, but not both. Google searches on who has won the mandates led me to some of the missing puzzle pieces and some respondents were open enough to fill in the remaining information. In some cases, I was offered an interview with the client or the AM right upon asking this question. Since I wanted to have all three parties in the investment chain, I selected AOs who outsourced their investment function and AMs who mainly invested in equity.

The sample selection for the AMs and AOs also included a requirement for a UNPRI transparency document. This was useful to prepare for the interviews, to fill in some missing information and to identify what AOs outsource their investments and invest in equity. This asset class is the focus of this thesis for three reasons; it is more developed, more criticized and it is one of the largest asset classes in pension portfolios (Hoepner et al., 2011).

The selected respondents were approached via LinkedIn or email, with a short description and purpose of the study. About 100 invitations were sent out altogether with a response rate of 45%. Out of the 45 interviews, 13 were held face-to-face, which was helpful in acquiring further potential interview participants. Most successful in recruiting participants

was the use of existing contacts, or asking to be introduced to someone else after the interview. During the interview selection, I have also received help from Hermes Investment Management, the UNPRI and Uwe Fritsche (IINAS Institute). The help of the last two organizations was especially helpful and necessary for the German market, as many organizations there are more closed-off than those in the Netherlands or in the UK. Although not always feasible, conducting face-to-face interviews in Germany also helped in gaining access.

Out of the 45 interviews, 10 of them were with AOs, 15 with AMs and 20 with companies. This was spread almost evenly across the three countries. Participants on the AO level were mostly “Investment Managers” or “Head of RI”. In one case, the fiduciary manager did the interview. On the AM level, the participants’ role was often “Head of Equities” or “Head of RI”. In one case, I interviewed the “Head of Sustainability Research” at a bank, given that this particular person, although not directly involved with investing, is known in the space. The participants on the company level were mostly sustainability managers and sometimes they were joined by an IR person. In one case, a CFO did the interview (see appendix 6, 8 and 9 for more information about the respondents)

Data Collection

In all 45 cases, informed consent was obtained verbally (or written) before starting the interview. Additionally, I am subject to university regulations in the conduct of these interviews. All participants were also asked if they had any questions concerning the project or my background and whether they were aware of how the data would be used. Approximately 25 questions were asked and most interviews were conducted within an hour (see appendix 3 for the survey instrument). It must be noted that only few interviews were recorded as nearly all respondents indicated that they would speak more freely without recording. In one case I had to encouragingly turn off the recorder to keep the participant talking. Thus, instead, notes were taken during the interview and worked out immediately afterwards to ensure the data was “fresh”.

As expected, quite a few of the participants changed our appointment last minute, or indicated a preference for a phone call. Many of them also had to be approached several times, or be reminded to introduce me to their contacts. Although discouraging on some occasions, reading through the literature on “Elite Interviewing”, I was aware that some of the participants were simply not easily accessible, had little time and much more urgent matters to attend to. I thus followed the guidance of being flexible and especially time-conscious with the most “Elite” of the participants.

The fact that so many were sustainability people also meant that the IR department had to step in on the investor-related questions, at least in some cases. In most cases though, the sustainability managers had been with the company for many years and had a good idea of the amount of ESG-pressure from investors. Another issue, is that one might say that respondents who agree to the interview are more likely to be doing good job and the results are thus biased. However, because of a lack of standardization, there is still ample divergence when it comes to organizations who have started their ESG journey. The research is about this divergence, what people are doing and why they are doing it.

Data Analysis

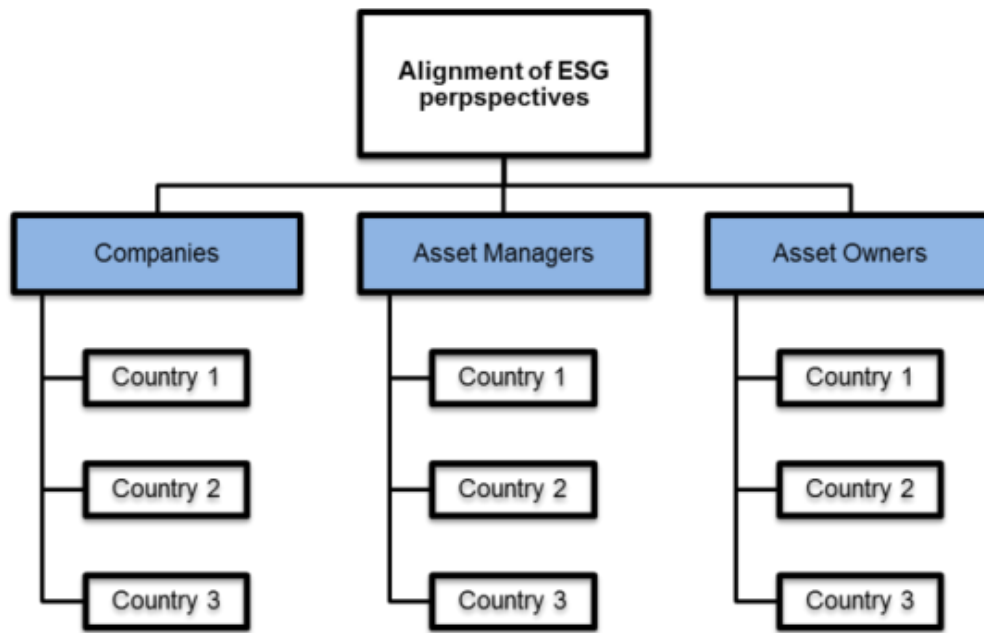
Notes were worked out right after the interviews and all compiled into an excel database. This was then analyzed, coded and compared with the help of NVivo software. Although there are many advantages to computer-aided analysis, such as more explicit rules and higher coder reliability in applying said rules, there are also many drawbacks. One of these is that this data reduction method, by definition, omits the details from the collected data. The richness of the collected information is thus lost once the data is reduced. Other drawbacks are around the reliability and validity of the coding as there is much ambiguity to cope with. A computer can apply explicit rules in the same way, but the definitions or wording might be ambiguous and it might thus not measure the intended construct (Drisko, 2015; Weber, 1990). Because of the above-mentioned drawbacks, but mainly to prevent

loss of rich data, NVivo is merely used as a tool to sort different themes and to look at the data from different angles.

The coding and the analysis itself is not purely deductive or inductive, but rather a combination. Some of the codes are established and inspired by the large body of ESG literature, industry experience or even the informal chats. One example is the expected terms “environmental”, “social” and “governance” in the definition of RI. However, many questions around the bottlenecks to RI are exploratory. This means that there are emergent codes as well and that there is thus an inductive element to the analysis (Eriksson and Kovalainen, 2008; Vogt et al., 2014). The analysis is therefore ongoing and iterative, requiring a continuous loop of organizing the data with NVivo, closely reading the interview notes, documenting emerging ideas and reading existing literature until the fundamental analytical threads surface (Galletta, 2013).

The interviews were also conducted in a specific order, namely one company, its AM and AO (if possible) and then I moved on to the next “set”. This was done to ensure access to all three parties involved, as this might not always be feasible. The level of comparison started from a case by case point of view i.e. the perspective on ESG is compared between interviewees. It was then compared between groups (companies, AMs and AOs) and subsequently between different countries. The chosen design is thus comparative as illustrated in figure 1.

Figure 1. Comparative design



2.2 Limitations

The biggest challenge of the research was to gain access to companies, AMs and AOs. Not all were willing or able to participate in the interviews. This was addressed by means of using existing contacts and making use of further networking opportunities at conferences. Although the interview process was time consuming, the upside of interviews is that the outlined problem can be analyzed in detail. Nonetheless, this also means that the sample is much smaller and that it is more difficult to generalize the findings to a larger set of companies (Flick, 2007). The selected sample may not be representative of other listed companies, in the same sector or in the same country. As previously emphasized, one might argue that those agreeing to interview are already doing a good job and that the results are thus biased. However, given the lack of consensus and the generally widely different approaches this is not considered a major obstacle. In fact, it is valuable when participants have already given some thought to ESG integration as this ensures that they have something to say about the topic.

One issue that needs to be addressed, is that research participants may not tell the truth (Clark, 1998; Roulston, 2010). This might especially be an issue for the company-level

analysis, given how trained they are to speak to investors and how concerned they are with their reputation. However, given that most participants were sustainability managers, many were not used to speaking to investors. They were thus more likely to not have rehearsed a story, especially because in most cases the questionnaire was not sent ahead of time. In a few cases, this was a drawback as several participants could not answer investor-related questions. However, this was not a problem as the IR department supplied the necessary information and in most cases (17 out of 20 interviews) the sustainability manager had been with the company for so many years, that they could answer all the questions in detail. For the AM and AO interviews, one major issue could be that they are in general not very transparent. Much of the information relating to their strategy might be sensitive or confidential. This issue was addressed by offering anonymity to all respondents, building rapport and selecting UNPRI signatories who are generally more transparent. Once again, the fact that they are UNPRI signatories does not mean that they are advanced in RI and that the results are thus biased. The fact that they have started their ESG journey, lends itself well to a comparison of interpretations and approaches.

Another limitation was that due to the screening criteria, it may very well be that there are interesting parties which have been left out. However, as it is a time-consuming process, not everyone can possibly be interviewed. Furthermore, there might also be other relevant, yet subtle internal political issues at play that this type of research cannot pick up on. Lastly, as the content that needs to be analyzed is qualitative, it is difficult to maintain consistency. This is minimized, to some extent, by the aid of specialized software packages such as NVivo, but it remains a limitation.

3 Literature review

This literature review will start by giving some background on the topic of RI. A brief discussion is provided on how it all started and on how the ESG initiative industry emerged. The different ESG initiatives are discussed as well as the research that has been done. This will be the basis for the first chapter and its importance lies in the fact that AMs tend to rely upon this industry to analyze a company's ESG performance. They are an important intermediary between companies and AMs, although the accuracy of their analysis has been scrutinized in the literature. As such, it is an important building block to understand the incorporation of ESG in the AM and company chapter. Next, the literature review will draw on organizational- and institutional theory to explain organization-environment relations and to discuss why organizations incorporate ESG in the first place. After that, I lay the foundation for chapter 5,6 and 7, following the structure of the investment chain, starting at the top with the AO, followed by the AM and finishing with the company level. Each of these actors are interconnected pieces of the puzzle and must first be understood separately, before they can be understood as a whole. Only then can conclusions be drawn on where the impediments of RI may reside. Furthermore, potential differences between the different countries may be subject to the debate on variegated capitalism, which is why this debate is briefly summarized, after the investment chain is explored. Lastly, a conclusion is drawn and the main building blocks and issues are reflected on. A roadmap to the rest of the thesis is provided in the conclusion of the literature review as well.

3.1 Responsible Investment; the very beginnings

There are very early proven cases of the possibility that businesses can win by incorporating ESG, such as the mill ran by Robert Owen in 1834 or the story of the Lever Bros (now Unilever) that started in 1885. However, these are sporadic examples of doing well whilst doing good. RI as we know it today, took a few decades to be accepted as a valid approach (Berry and Junkus, 2013; Bos, 2014). This is no surprise, as it disagrees with the profit

maximization focus of economic theory. The world may not have been ready to break free from the widely accepted rules of economics at the time (O'Tool, 2015; Ransome and Sampford, 2013). A little later, around the 1920s, several labor unions in the US stepped up to defend workers' rights, with some success in securing health and welfare benefits and work-free weekends (Croft and Malhotra, 2016). Then, in 1932 the Gilbert brothers not only demonstrated that shareholders could, in fact, be active as owners but they also brought corporate governance to the agenda. They started attending shareholder meetings, but not only to listen; they started asking questions. This was new at the time and it slowly, but surely paved the way for the inclusion of shareholder proposals in company's proxy statements (Eisenhofer and Barry, 2005). The Gilbert Brothers became active owners of many companies and gave rise to a range of corporate governance topics, as well as several social issues (Goranova and Ryan, 2015; Monks and Minow, 2008; Paul and Aquila, 1988). This time was also marked by the start of an academic discussion on the pitfalls of separating firm ownership and control of a corporation (Berle and Means, 1932).

There were a few important divestment campaigns in the 1960s and 1970s that also helped in propagating shareholder activism. The first one started when several American universities were outraged by the involvement of corporations in the Vietnam war and encouraged divestment from companies that produced weapons. Another important divestment campaign started in 1971, when the presiding Bishop of the Episcopal Church asked General Motors to withdraw from South Africa. This Apartheid divestment campaign became successful; by 1985, the US corporations doing business in South Africa had been divested from a few portfolios (Domini et al., 1992). Two noteworthy parties were pivotal in booking this success. First, the Interfaith Center on Corporate Responsibility (ICCR), which was formed by several religious groups, played a vital role in this movement. Their concerns were mainly faith-based, but their protests and confrontations encouraged shareholder activism (MacLeod, 2014; Shapiro, 1992). Second, Reverend Leon Sullivan, an African-American minister on the board of General Motors is noteworthy on this topic. He is widely

known for his fight against Apartheid and for the formulation of the Sullivan Principles in 1976 (Hawley, 2015; Lydenberg and Paul, 1992). These significant events can be found in the timeline of policies and other milestones regarding RI (see appendix 1).

Faith-based investors were clearly important in the initial development of RI. They brought shareholder activism into the picture, by aligning their investments with their faith. They also pioneered the exclusionary approach to investing, or the avoidance of “sin stocks” (i.e. tobacco, alcohol and gambling). Environmental concerns were more explicitly adopted at a later stage, as social- and corporate governance factors were at the forefront of the RI development (Ballesterio et al., 2014). It must be noted that, although at the time there was not much written about the adoption of environmental criteria into investment decisions, the Pax World Fund already had “pollution control” in one of their criteria in 1971 (McKenzie, 1992). The adoption of environmental criteria became more widespread later on, as a result of scandals such as Exxon Valdez in 1989 and the subsequent development of the Valdez Principles by Ceres (MacLeod, 2014).

In the 1960s, 1970s and 1980s, various approaches in the form of proxy campaigns, governmental intervention and boycotts (i.e. Nestlé boycott in 1970s) were adopted to push corporations to become more responsible. Unfortunately these efforts did not cause significant change, but it did help challenge our ideas about corporate duty and social obligation (Murnighan, 1992). Then, in 1972, Yale professors addressed the ethical responsibilities of institutional investors and proposed guidelines for making investment decisions. Noteworthy, is that this effort was instigated by students who wanted their university to become more active shareholders. The authors concluded that shareholders have a unique position to change corporate practices and that they therefore bear responsibility for any intended or unintended harmful consequences. They further stated that the moral obligation wins if there is no clear evidence that the costs exceed the benefits. According to them, money managers could no longer ignore the public consequences (Simon et al., 1972)

Triggered by a shifting sentiment in the market, the first funds to take ESG into account did not take long to develop. Among the first movers were the exclusion based Pioneer Fund (1928), Ansvar Aktiefond Sverige in Sweden (1965), the previously mentioned Pax World Fund in the US (1971) which was established by a group of Methodist clergy and finally the Stewardship Fund in the UK (1984) (Ballesterio et al., 2014; Schaefer, 2005; Shapiro, 1992; Sparkes and Cowton, 2004). Then, in the 1980s various scandals and the inflow of scholars from philosophy to management gave rise to the field of business ethics (Waddock, 2016). Around this time, there was also a proliferation of institutional share ownership (from 23% in 1955 to ~53% in 1990) and some of these institutional investors started asking questions (i.e. CalPERS) (Rubach, 1999). This was an important shift from the years before, when the “strong manager and weak owner” scenario prevailed (Roe, 1996). Around this time, some companies also responded to this shift in sentiment and added what we now know as the investor relations (IR) function, to engage more proactively with shareholders and to prevent criticism (Heard, 1992; Waddock, 2016).

By the 1990s there was an influx of CSR initiatives (discussed in the next section), reflecting increasing curiosity. By the end of the 1990s, another surge of governance scandals led to a wakeup call in the form of standards such as the UN Global Compact (Waddock, 2016). The phase from 1998 onwards is marked by the professionalization of “ethical investment”. Pension funds gained importance as investors and the first discussions around regulation and materiality emerged between 2001-2004 (Dumas and Louche, 2016). What is more, by 2000 the first ESG research teams were formed at HSBC, who was the first to offer this in Europe (second in the world). A move like this encouraged mainstream investors and pushed ESG forward. Led by demand of institutional investors, several established brokerage houses were offering ESG research by 2005 (de Graaf and Haigh, 2011).

From 2005 onward, RI and governance are increasingly combined into what is now known as “ESG” (Dumas and Louche, 2016). In 2006, the previously mentioned UNPRI was launched to promote the integration of ESG into the investment processes of their

signatories. There is growing demand for this type of investment and investors are held more accountable for their actions. With this growing demand, a complex web of ESG-related initiatives (e.g. ratings, rankings, awards), consultancies, networking groups and labels have surfaced. In addition, numerous scholarly papers have attempted to define what RI means and there are at least 2,200 papers that investigate the relationship between ESG and financial performance (Friede et al., 2015). However, methodological irregularities across studies makes most evidence incomparable and inconclusive (Bauer et al., 2006; Fulton et al., 2012). These inconsistencies are also reflected by the sheer fact that there is no universally accepted definition and that RI has even existed under various names. RI is one of the newer terms, originating from approximately 2006 when the UNPRI was launched. The frequent changing of names and various uses of the term has been a source of confusion and has hindered RI from becoming more mainstream (Hockerts and Moir, 2004; Hoepner et al., 2015; Ransome and Sampford, 2013; Searcy and Buslovich, 2014; van Duuren et al., 2015; Vandekerckhove et al., 2012; Woods and Urwin, 2010; Zarbafi, 2011). Many AOs and AMs have now signed the UNPRI (approximately a third of global AUM) and have therefore committed to the principles. However, despite this commitment and popularity, the concept itself has become “radically confused” and a truly integrated approach to ESG is still rare (Juravle and Lewis, 2009; Wagemans et al., 2013; Woods and Urwin, 2010).

In conclusion, RI has been around for a long time in one shape or another, triggered by a shifting sentiment in the market. Unfortunately, this does not necessarily mean that we indeed know how to do it right or that we understand it. RI has gone through different phases, different names and interpretations but it has still not gone mainstream. In fact, comparing the Social Investment Almanac published in 1992 (Domini et al., 1992) with the Handbook of Responsible Investment published in 2016 (Hebb et al., 2015), it appears that our knowledge has not advanced tremendously. We have, however, come up with many creative strategies.

3.2 The ESG initiatives industry

3.2.1 Intermediation

There is a significant amount of literature on the role of intermediaries in finance. Generally, scholars have come to the conclusion that they exist, because of the transaction cost advantage and because of the presence of asymmetric information (Admati and Pfleiderer, 1990; Allen, 1990; Gorton and Winton, 2002; Pyle and Leland, 1977). Admati and Pfleiderer (1990) argue that if an intermediary sells information to traders, they can make more informed investment decisions. This means that the price of the individual assets becomes more informative as market efficiency increases. One can also apply this logic to the large number of ESG rating agencies that have emerged in response to the rising popularity of RI. These intermediaries have an influential role in both the advancement as well as the dissemination of reporting on extra-financial information (Eccles et al., 2015). However, when looking at rating agencies as intermediaries, it is obvious that they actually do not produce any new information. After all, the assessments are mostly based on publicly available documents, if not exclusively. So instead of being the solution to asymmetric information, I follow the argument that Rhee (2015) makes about credit rating agencies. Rather than producing information, ESG agencies process a large volume of information to facilitate better investment selection. As outlined before, there are now many different players providing this information sorting function and they all claim to have a “unique” approach.

3.2.2 The birth of a new intermediary

Countless ESG products and initiatives exist today and this new industry has also encouraged a wave of initiatives in the shape of consultants who offer a helping hand in making sense of this chaos. On top of that, there are think tanks, institutions, and other associations with their own interpretation of how to best approach RI (Vandekerckhove et al., 2012). ESG rating agencies, indices or rankings assess corporations based on their social and environmental performance (Fowler and Hope, 2007; Scalet and Kelly, 2010;

SustainAbility, 2010). Some of the most well-known rating agencies and rankings today are Sustainalytics, MSCI ESG research and the Dow Jones Sustainability Index (DJSI). The very first ones were founded to meet the demands of religious institutional investors (i.e. church based or charity organizations) (Schaefer, 2005). For example, The Investor Responsibility Research Center (IRRC) was established in 1972 to study shareholder resolutions. After this, a myriad of other initiatives targeted at investors, companies and consumers were launched. In line with the history of RI, the majority of initiatives were founded in the USA and in the UK. Looking at a database with 218 ESG initiatives from 29 different countries², 33% and 14% originated in the USA and in the UK respectively. Germany and France follow with 6.9% and 6.4% respectively. Closely behind these countries are the Netherlands and Switzerland with 5.5% of each. Australia follows with 4.6% and the rest of the countries are home to a mere 1 or 2% of the initiatives in the database. Noteworthy also is that the USA was about a decade ahead of the rest of the world, given that they started around 1972. In comparison to the UK, the USA is also proportionately home to many more rankings than other types of initiatives. France, which is home to the first rating company, followed in 1983 and the UK followed in 1986. Then, in line with the development of credit ratings, the ESG research model changed as the reports were molded into an easier way for investors to incorporate information; ESG ratings, rankings and indices. This more quantitative approach enabled strategies, such as the popular “best-in-class” approach. The forms and shapes of ESG initiatives will be further discussed in chapter 4.

3.3 Organizational Theory

Organizations are products of human action and reaction, driven by personal interests as well as agendas for institutional change or preservation (Lawrence et al., 2009). Before I

² This is the database from chapter 4 on ESG ratings and rankings. It will be further elaborated on in chapter 4. Important is that these searches were done in English only, which may bias the results.

continue this section, it is important that I distinguish between an institution and an organization. AMs or AOs are often referred to as “institutional investors”, meaning “a set of financial institutions, located at the very heart of developed countries’ financial systems” (Clark and Monk, 2017, p. 23). The terms organization and institution are often used interchangeably in much of the academic literature and have also become blurred in practice. Typical financial institutions, such as banks, have taken over tasks typically associated with asset owners/managers and vice versa. Because they are tasked with such a significant financial function, I refer to AMs or AOs as organizations with the status of institutions.

Organization theory is a rich and diverse discipline, drawing inspiration from a wide variety of studies ranging from natural and social sciences to the arts and humanities (Hatch, 1997). A complete review of organization theory is therefore far beyond the scope of this thesis. Instead, I focus on the elements that underpin the later analysis of the interviews. Important then, is a description of why an organization would adopt ESG or why they would avoid the pressure to do so entirely. I will first describe the underlying theory of organization-environment relations, Next, I will apply institutional theory to shed light on the forces to adopt ESG. Lastly, I will briefly discuss how organizations can protect themselves from the environment.

3.3.1 Organization-environment relations

The closed system view of organizations and their internal relations dominated organization analysis until the 1950s and early 1960s, when the idea of the environment was introduced. System theorists then recognized that organizations are, in fact, open to their environment. They depend on exchanges with other systems and are open to environmental stimuli as a “condition of their survival” (Scott, 1998, p. 182). Hatch (1997) summarized different perspectives of organization-environment relations; Contingency Theory, Population Ecology, Resource Dependence and Institutional Theory. Contingency theory was provided during the first period of environmental study in organization theory. It is concerned with

mechanistic and organic styles of organization. The most influential theories, however, were developed during the second period, which began in the late 1970s.

Resource Dependency Theory was most comprehensively established by Jeffrey Pfeffer and Gerald Salancik (1978). This theory assumes that organizations are controlled by their environments. Because they transact with elements of the environment to obtain resources necessary for survival, they become dependent on those parties whose resources they require. This dependency has, of course, only further increased with the rise of specialization³ (Pfeffer and Salancik, 1978). Organizations are driven by their own interests to reduce uncertainty, conflict and instability, but are less likely to do so when they are dependent on the sources of these external pressures (Oliver, 1991). An organization needs resources, such as knowledge or raw materials, which means that they are dependent or influenced by others. Managers can use this information and counter these influences with other dependencies, for example by establishing multiple sources of supply (Hatch, 1997). To assess resource dependence, several factors matter; the importance of the resource, the criticality for organizational survival, the discretion over the resource and the availability of substitutes (Hatch, 1997; Pfeffer and Salancik, 1978). Hence, this theory assumes that, although organizations are controlled by their environment, managers can mitigate this to some extent. Population Ecology on the other hand, takes an evolutionary standpoint. According to this theory, the potential for organizational adaptation is significantly smaller.

³ With the rise of specialization, there has been a rise in outsourcing: Notable work on outsourcing has been done by Adam Smith, who outlined the basic theory of international trade and Ronald Coase (1937) who introduced the concept of transaction costs to explain the nature and limits of firms. This was later expanded by Williamson (1971), who is arguably one of the most influential economists when it comes to outsourcing. He introduced the concept of Transaction Costs Economics (TCE) and looks at the full costs of doing business, such as contracting, negotiating and governance processes. Clark & Monk (2017) also talk about the make or buy decision, but among asset owners. The way they represent it, is as a strategic decision by the board. This decision then has an impact on the boundaries of an organization. It determines what is inside and outside of an organization. There are certain elements which are subject to employment contracts and other elements which are subject to service contracts.

Instead, their behavior is largely determined by their environment (Hannan and Freeman, 1977).

Lastly, there is Institutional Theory, which introduces social legitimacy to the list of input resources. This is because institutions and organizations depend on the acceptance of the society in which they are operational (DiMaggio and Powell, 1983; Hatch, 1997). Institutions thus often adopt certain practices in search of legitimacy, which is the widespread perception in a given society, that the actions of an organization fit within a system of beliefs and norms (Suchman, 1995). Organizations need a license to operate, which is why it is important to conform, or at least appear to conform, to societal expectations (Boxenbaum and Jonsson, 2017). Institutional theory therefore represents the “entry point for symbolic-interpretive studies into environmental research” (Hatch, 1997, p. 76). It is based on the observation that organizations, in a given place, appear to become increasingly similar. It has been noted that isomorphic processes within a certain “area of institutional life” contribute to this process and that these can be divided into coercive, mimetic and normative mechanisms (DiMaggio and Powell, 1983; Meyer and Rowan, 1977). All three kinds of these mechanisms can play a role in the way ESG practices are adopted as well (Campbell, 2007; Garcia-Sanchez et al., 2015; Ioannou and Serafeim, 2012; Jennings and Zandbergen, 1995). Through the lens of institutional theory, ESG is a socially constructed term and it is the human actors in organizations, influenced by their discourse and politics who make and remake this construct. It is thus likely to vary between different institutional or social environments (Eduardo Ortas et al., 2015). They are explained briefly below as they are not only important in understanding why organizations adopt ESG practices, but also in explaining why it is more easily adopted in one versus another society.

3.3.2 Institutional forces to adopt ESG

Coercive Pressure

The organizations investigated during this research are all relatively large and multinational organizations. However, they are still anchored in different countries which may have a

substantial impact on the extent to which they have integrated ESG (Bauer et al., 2007; Garcia-Sanchez et al., 2015). Coercive pressure relates to regulation or pressure from investors. This clearly has a hand in shaping organizational practices one way or another, as companies must conform to certain rules and regulations. In fact, political pressure (including laws and regulations), has been found to be the most important influence on corporate social performance (Ioannou and Serafeim, 2012). Others find that it does not lead to more sustainable investment behavior, as AMs who demonstrate conformance may merely be paying lip service to RI (Sakuma-Keck and Hensmans, 2013).

Regulation regarding ESG is not comprehensive and mostly voluntary, but there are several disclosure requirements that vary by country. Many do not consider it RI when companies are merely complying with regulations, as it is about going beyond what is required (EUROSIF, 2016). An overview of the ESG policies and regulation for the three countries investigated can be found in appendix 2. These may cover the company, AO or AM level. It must also be noted that the UK is a common law country, whereas the Netherlands and Germany are civil law countries. This may also have an impact on the extent to which ESG is adopted (Louche and Hebb, 2014). For example, companies belonging to the civil law category, with strong legal enforcement and ownership concentration have been found to show greater interest in disclosing ESG information (Garcia-Sanchez et al., 2015). Common law countries, on the other hand, are generally characterized by stronger outsider investor protection. This paved the way for deeper and more liquid capital markets and dispersed ownership (Dixon, 2014). The UK is deemed governed by the market, meaning that their ESG reports must also appeal to a wide audience. Bank-driven countries such as Germany have historically been more reliant on banks and do not have to appeal to such a wide audience (Bauer et al., 2007; Chen and Bouvain, 2009).

Although regulation is key, it is not the only type of coercion that can take place. Given their global holdings and significance, institutional investors can also have a vital impact (Clark and Wójcik, 2007; de Graaf and Haigh, 2011; Wong, 2010). In fact, as described earlier,

they have already played a crucial role in the development of RI i.e. with the Apartheid divestment campaign and more recently with the wide-spread Fossil Fuel divestment. What is more, studies have found a degree of global convergence when it comes to standards of corporate and social behavior. Investors from elsewhere may have higher expectations concerning ESG and therefore push their portfolio companies to go beyond the applicable regulatory framework (Clark and Hebb, 2005; Hebb and Wójcik, 2005).

Mimetic Pressure

Mimetic pressure tends to arise when an organization encounters uncertainty and when they look at their peers for direction. This uncertainty may be due to confusion regarding technologies, vague goals or lack of clarity on how the puzzle pieces fit together. They may thus not understand the issue at hand completely, but due to legitimacy reasons and the need to survive, they may go ahead with it anyway (DiMaggio and Powell, 1983; Meyer and Rowan, 1977). Furthermore, some companies may resort to symbolic and rhetorical framing to keep up their public image (Meyer and Rowan, 1977). For example, AMs may appear to integrate ESG, but they may be using this in their marketing material to remain competitive in their asset-gathering efforts. For true sense-making and ESG integration to take place, these practitioners should interpret, discover and construct the concept for themselves (Weick, 1995), as opposed to only copying it without any real attempt (sense-making) to discover what it means to them (Sakuma-Keck, 2012). Another example is that many sustainability reports are being published, but they differ immensely both in the indicators they report on, as well as the title of the report (Brink and Woerd, 2004; Eduardo Ortas et al., 2015; Roca and Searcy, 2012). This implies that, although companies feel the need to report on non-financial information, many do not appear to know how to put this puzzle together. This then results in a range of different and incomparable sustainability reports.

Normative Pressure

Given that people are influenced by education, professional or social networks and the media, they develop certain values and norms. This causes a tendency in organizations to act according to societal expectations (DiMaggio and Powell, 1983). With regard to ESG,

one can look at the extent to which it is taught in business schools (Kotler and Maon, 2016). For example, Goethe University and Mannheim University are lagging behind when it comes to teaching RI. Given that they are two of the most highly ranked universities in Germany, this is not a good sign. One can also look at whether the organization is part of business or professional associations that promote it (Campbell, 2007; Galaskiewicz and Burt, 1991). The UNPRI is an example of an organization that diffuses the idea that ESG should be integrated into investment decision-making (Gond and Piani, 2013). Signatories attend conferences or roundtables and are asked to report on their progress. Exposing them to continuous ESG discourse will encourage their signatories to eventually perceive it as the dominant paradigm. The same goes for the ESG initiatives described in the previous section, that also expose companies to continuous ESG discourse. Some studies have also found the media to have an influence. Campbell (2007) states that this is because the press can expose organizations and it therefore serves as a continuous threat to “do the right thing”. Moreover, Létourneau (2015) finds that institutional investors are more likely to have RI policies in place in countries where citizens have a chance to participate in the public policy process, in combination with free press.

3.3.3 Avoidance strategies

As mentioned in the previous sections, organizations would like to appear as though they conform to institutional forces, for the purpose of legitimacy. They may put up a façade of acquiescence to hide their non-compliance. They might thus seemingly or symbolically accept institutional norms, whilst they are actually not willing to implement them at all (Elsbach and Sutton, 1992; Oliver, 1991). Once an organization knows how to look good, they only need to talk the talk to survive. Social conformity is thus a “victory of symbolic management” (Hatch, 1997, p. 84). DiMaggio and Powell did note some of the limitations in later work and acknowledged that ideas and practices are not always diffused seamlessly and without contestation (DiMaggio, 1988; DiMaggio and Powell, 2012). Beckert (2010), argued that their depiction of organizational behavior is rather one-sided. He showed that

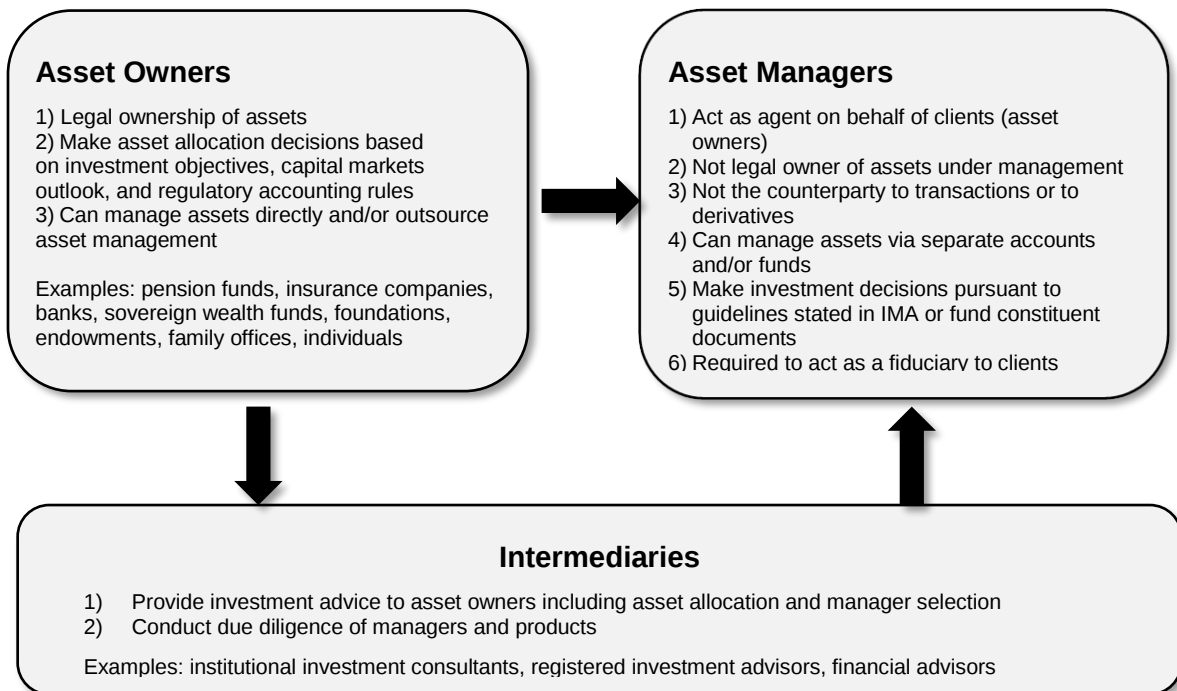
the institutional forces can be used to support not only isomorphic, but divergent processes as well (Beckert, 2010). Although the framework has been subject to debate, it remains an important tool or even a starting point, to assess the forces for change in an organizations' environment.

3.4 Asset Owners

3.4.1 Asset Owner Industry

AOs are at the top of the investment chain and comprise institutional investors, such as pension funds, foundations, endowments and insurance companies (Gifford, 2015). These AOs typically stand in between savers and investors. Their governing boards are in place to represent the interest of these savers or beneficiaries based on trust. Unfortunately, they are often nominated based on connections as opposed to financial skills and expertise (Clark and Monk, 2017). Figure 2 provides an overview of the AO and basic differences with their AMs as well as a range of other providers the investment chain tends to rely upon. The reliance on intermediaries likely amplifies the potential agency issues, as there is more opportunity for misaligned incentives (Kay, 2012). The investigation of these intermediaries however, is outside of the scope of this thesis.

Figure 2. Differences between asset owners and asset managers



Source: Adopted from Blackrock (2014)

AOs have grown in numbers and in power over the last few decades, changing the ownership structures of European companies (Brossard et al., 2013). Europe is now the second largest pension market globally, after the US (PwC, 2016). As can be seen in table 2, the UK, Germany and the Netherlands rank among the top 4 countries by institutional assets in Europe. Among AOs, insurance companies and pension funds are considered the most significant ones in Europe (see fig. 3). Other research states that in addition to insurance companies and bank trusts, pension funds can be categorized as the most prominent shareholders of listed companies and thus much is expected of this investor (Clark, 2008; Piggott et al., 2008; Wagemans et al., 2013; Wong, 2010). Given that AOs are further away from undesirable corporate behavior (with the AM in between), they have not been targeted by the type of campaigns that corporations have had to cope with in the last few decades. They have also been receiving less attention than AMs. However, this is changing as not only corporations, but also AOs are increasingly held accountable for their impact on the world (Clark and Urwin, 2008; Gifford, 2015).

Table 2. Institutional assets under management per European country

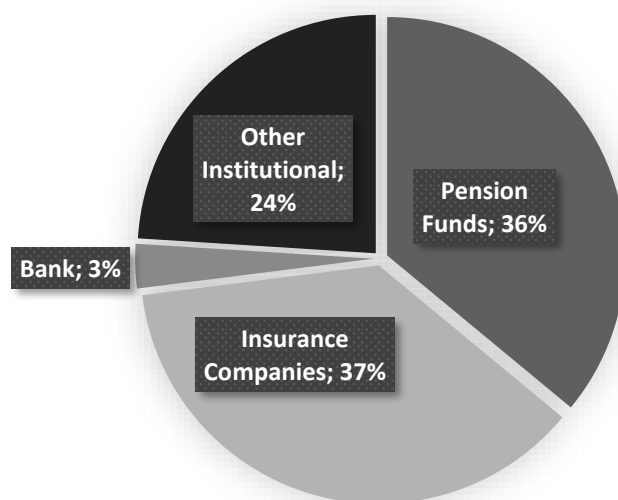
Top 15 locations of institutional assets in Europe*

Country	Assets (€ billion)
1) United Kingdom	3,405
2) Germany	2,434
3) France	2,380
4) Netherlands	1,631
5) Norway	1,065
6) Switzerland	988
7) Sweden	755
8) Italy	766
9) Denmark	695
10) Spain	357
11) Belgium	349
12) Finland	348
13) Luxembourg	190
14) Ireland	140
15) Austria	121

* Institutional assets including: assets of leading pension funds, insurers' portfolios and funds of funds

Source: PwC (2016)

Figure 3. Breakdown of European institutional investors by assets under management in 2015



Source: EFAMA (2017)

According to Clark (2008), pension funds perform several functions, such as administration, determination of benefit eligibility and value as well as asset management. Most of these functions may be outsourced to service providers. Asset management, which is most relevant to this thesis, can entail asset-liability matching and asset allocation in Defined Benefit Plans (DB – see next section). In the case of Defined Contribution Plans (DC – see next section), this entails evaluation of the investment product providers as well advising on

investment opportunities and policies for plan participants. Pension funds can opt for internal or external management of their assets and their funds can be actively or passively managed, based on different investment strategies (Hebb and Wójcik, 2005). As previously mentioned, their wealth is also impacted by agency relationships with the asset management industry, as many pension funds have outsourced the investment management function (Clark, 1998b; Clark and Knight, 2008).

It is no wonder that institutional investors are the most important client for AMs, given that they account for 76% of total assets under management in Europe (EFAMA, 2015). AOs often select various AMs for different mandates, based on their skills and their track record. This can be within an asset class, sector or investment style (BlackRock, 2014). Once selected, the AM acts as the agent given their role as “stewards” of their clients’ interest (EFAMA, 2015). Of course, this setup is likely to lead to agency problems (Berle and Means, 1932) and to minimize this, the “agents” are monitored frequently and they are guided by the Investment Management Agreement (IMA). This document stipulates the terms under which the agent is authorized to carry out the investment strategy. It can reach about 60-70 pages in the UK (BlackRock, 2014; Clark and Monk, 2017).

3.4.2 The right scale and the outsourcing decision

The misalignment between AOs and AMs are most pronounced when the investment decision-making process is outsourced (Lakonishok et al., 1992). This is a common occurrence as many funds are simply too small to develop the expertise in-house. They are therefore not set up to capture the benefits associated with internal management and face high administration fees and charges (Ambachtsheer, 2016; Clark, 2000). To further complicate this issue, Wysocka (2011) emphasizes that funds with less than \$2 billion, may not only face higher costs, but also lack the capacity for effective monitoring of their AMs. Having the right scale can bring about many benefits, such as recruiting better staff, cost savings and better alignment. Resources can be used to shorten the investment chain and to develop expertise in house, so that the AO can make their own investment-decisions.

The Kay Review in 2012 already argued for a shorter investment chain, as it allows relationships to be based on trust, respect and the confident and open exchange of information (Kay, 2012). Positive scale economies along with better performance of internal management have been documented by several studies (Andonov et al., 2015; Bauer et al., 2010; Dyck and Pomorski, 2011; Lum, 2006; MacIntosh and Scheibelhut, 2012). One study shows that the cost of investment management more than halves, when fund size is increased from \$1 billion to \$5 billion (Lum, 2006). Other evidence shows that an internal active investment style is ~4.5 times cheaper than the external version (Lum, 2006).

Regardless of these appealing cost savings, internal management teams do not come without risks as failures can be disruptive to the overall fund (Wysocka, 2011). Wysocka (2011) highlights that internal investment management is more likely to be successful if there is little headline risk and low external pressure. Other obstacles are major political agendas and the inability to offer competitive remuneration practices. In comparison, a benefit of external management is that underperforming AMs can be changed more rapidly and easily (Koedijk et al., 2010). Other benefits of external management are specialized investment expertise in international equity or emerging markets (Wysocka, 2011). Koedijk et al. (2010) even argue that investment returns should improve as a result of the potentially superior skills of external managers.

Avoiding unnecessary costs on outsourcing can thus save hundreds of billions of dollars on an annual basis. This is not even counting societal benefits that come with a good governance structure (Ambachtsheer, 2016). As mentioned previously, it only makes sense to bypass asset management and the accompanying agency costs and fees, when a pension fund has sufficient AUM. According to Dixon and Monk (2014), sufficient scale is about \$25 billion. Having in-house investment expertise is therefore relatively rare, although it is considered to be best-practice (Clark and Urwin, 2008). It is also not simple, because an AO must make a substantial amount of changes to make it happen. Clark and Monk

(2012) state that successful in-house asset management is underpinned by people, processes, systems and overall resources at the disposal of management.

3.4.3 Pension arrangements

It is more likely than not that employment comes with plan participation. Pension arrangements can vary immensely, ranging from public to private, to those sponsored by single or multiple employers as well as union or industry sponsored funds. The nature of the benefits varies as well. There are pensions where the working community pays the benefits based on a specific formula, such as the average or final salary (DB). There are also options to save for your pension individually, relying upon investment returns (DC). The difference between the two schemes is that the DC is dependent on the contributions paid, as well as investment returns and the investment risk/reward is assumed by the individual. The fixed contributions are paid into their individual member accounts. These types of plans tend to take higher risks and might be more short-term focused (pension product). The traditional DB on the other hand, is based on a formula, such as an individual's wages/salaries, age etc. A specific pension level is guaranteed in this case (pension promise). In some cases, the employer may top it up or tap it as the plan may be under- or overfunded given the contributions, benefit claims and investment performance (Walter, 2011). Other forms of DB plans are hybrid or mixed with DC elements within the DB plan. It is also not uncommon to have several types at the same time (Walter, 2011). Many DB plans have been closed in the last few years, as there is an increasing shift to DC plans. Among other reasons, the funding gaps after the financial crisis played a role in this, as well as the costs for employers and worker mobility (Croft and Malhotra, 2016). Although DB does encourage employees to remain with the firm longer, employers are exposed to investment risk and the costs are not as predictable as a DC (Munnell, 2006).

The type of funds do not only differ within a particular country, but the prevalent form also differs across countries (Clark, 1998b, 2008; Dutch Association of Industry-wide Pension Funds (VB) and Dutch Association of Company Pension Funds, 2010; OECD, 2012). The

country a pension fund resides in, can have a significant influence and vice versa. For example, countries with larger pension funds tend to have better developed securities markets than those that do not (Davis, 1998). Differences may be attributable to history, the markets, social institutions and state regulations, which all have important consequences for the pension system. It is thus essential to continue with an overview of the situation in the UK, the Netherlands and Germany. As can be seen in table 3, their pension systems differ considerably.

Table 3. Overview of pension schemes in different countries

Country	<i>Statutory pensions</i>		<i>Supplementary private pensions</i>		
	I State (SP)		II Occupational (OP)		III Personal
	First Tier	Second Tier	Collective	Firm	Individual
<i>Germany</i>	Tested	<u>Earnings</u>	<i>Sector-Wide</i>	Larger firms	<i>Voluntary</i>
<i>UK</i>	<u>Basic</u>	Earnings*	-	<u>Opt-in*</u>	<i>Opt-in*</i>
<i>Netherlands</i>	<u>Basic</u>	-	<u>Sector-wide</u>	Larger firms	-

Notes: *Opt-out of mandatory state second pensions possible

Underlined = Main income systems

Italics = Reformed since 1980s

Source: (Ebbinghaus, 2011)

UK

In the UK, about 68% of pension assets are in DB schemes (Willis Towers Watson, 2016). They have a multi-pillar mature pension scheme in the Beveridge tradition, a low public benefit and a heterogeneous (voluntary) occupational and personal pension sector (Bridgen and Meyer, 2011; Davis, 1998; Marcaillou, 2016). There was a short-lasting time of social-democratic reforms between '76 – '79, during which benefits were higher and coverage was broader. However, this was withdrawn again during a liberal phase between 1980 and 2007 (Bridgen and Meyer, 2011). Employees or unions have, until recently, not had much of an influence on scheme development and governance. This is due to the robust shareholder model of corporate governance followed by large British companies that offer schemes

representative of the typical liberal market economy (Bridgen and Meyer, 2011; Davis, 1998).

As can be seen in table 4, the first pillar entails basic state pensions, to which everyone contributes. The state also provides the pensions in the second pillar, but these are more closely related to earnings and less redistributive than the first one. These two tiers are Pay-As-You-Go (PAYG) and thus unfunded, with the workforce paying contributions for the pensions of the retired. The pensions not directly funded by the state are included in the third pillar. Over time, these three pillars will eventually become a two tier system entailing a “state” tier and a “private” tier (Pension Policy Institute, 2016). Many private pensions have increasingly been converted from DB to DC schemes (Bridgen and Meyer, 2011; Marcaillou, 2016).

Pension fund governance in the UK is overseen by OPRA, as established in the 1995 Pension Act. This regulatory authority was deemed necessary to sharpen legislation following the Maxwell pension fund scandal. It took over nearly all the responsibilities of the Occupational Pension Board (OPB), which was established as part of the 1973 Social Security Act. Besides that, British private pension plans have to pass either reference scheme tests in case of DB, or protected rights tests in case of DC (Blake, 2003; Wiß and Ebbinghaus, 2011). As can be seen in appendix two, pension funds in the UK must disclose on social, environmental and ethical investment policies. In fact, they were the first country to make this mandatory (Renneboog et al., 2008; Sun et al., 2011). Another significant development is that the Law Commission proposed a legal interpretation of fiduciary duty which states that ESG issues, where financially relevant, should be taken into account by trustees. This definition was endorsed by the Pensions Regulator in the spring of 2016 (EUROSIF, 2016).

Table 4. Overview of the pension system in the UK

	First Pillar	Second Pillar	Third Pillar
Third Tier	State pensions (SP)	Occupational pensions (OP) Voluntary occupational pension plans	Personal pensions (PP) Voluntary personal pension plans
Second Tier	State Earnings-Related Pensions (SERPS) (1978-2002) State Second Pension (S2P) (since 2002)	National Savings and Investment Trust (NEST): mandatory offer by employer with employer contributions of min. 3% from 2012. Employees can opt out of statutory scheme. No contracting out. Contracting-out to approved DB or DC occupation scheme instead of S2P	Contracting-out to approved personal scheme instead of S2P
First Tier	Basic State Pension Means-tested income Support for pensioners, plus housing and council tax benefits and winter fuel allowance; tax-financed		

Source: (Bridgen and Meyer, 2011)

Germany

In 1889, Germany's Chancellor Otto von Bismarck introduced the old-age social insurance program, making Germany the first nation in the world to do so. This meant that an earnings-related modest pension is paid out after 30 years of contributions. However, this changed in 1911 when white-collar employees pressed for their own pension scheme, which entailed (among others) higher contributions with status-maintaining pensions and an earlier retirement age. Railway employees and miners had their separate schemes as well, but this changed when a national insurance code caused the three social insurances to consolidate. However, several employers continued to offer occupational pensions in order to top up the relatively low earnings-related statutory pensions (Ebbinghaus, 2011; Wilke, 2009).

The conventional old-age pension is the “Regelaltersrente”, with the pension age starting at 65 (Hansen, 2006). In 1957, the German Bundestag decided to convert the system to a PAYG, meaning that working members’ contributions are transferred to current pension beneficiaries. They also introduced compulsory participation for all private, non-professional employees. This decreased the need for public supplementary pensions, but not completely as occupational pension schemes were still used to retain skilled workforce. The PAYG principle brings along certain risks, such as an aging society, whereby contributions become insufficient to cover current benefit payments (Clark, 1998b; Ebbinghaus, 2011; Hertrich, 2011; Wilke, 2009). The next reform happened in 1972, which introduced a window of retirement between 63 and 65, for those with at least 35 years in service (Wilke, 2009).

Pension funds in Germany are mostly unfunded and several types can be distinguished, as can be observed in table 5. Most of the pensions schemes were originally set up as *Direktzusagen*, or direct commitment schemes. In this case, the employer pays pensions straight out of its cash flow when they become payable and there is no obligation to fund the liabilities (Rößler and Zeppenfeld, 2015). Then there is the ‘direct insurance’ (Direktversicherung), which entails a contract concluded by an enterprise with a life insurer on behalf of its employees. This means that there is no employer liability, making this a popular choice among smaller firms. Besides that, they can also assign a legally independent ‘super annuation fund’ (Pensionskasse) to take care of its pension scheme, effectively functioning as a mutual insurance association. Then there are pension funds (Pensionsfonds), which only exist since 2002. This entails a more flexible, but more risky investment portfolio than superannuation funds, which may translate into higher returns. The *Versorgungsanstalt des Bundes und der Länder* (VBL) is an occupational pension fund for the public sector in the form of a PAYG scheme. In addition, two new fully funded DC personal pensions should be mentioned; The Riester (2002) and Rürup (2004) pension. The former is for low-income groups and families with children and the latter is for the self-employed, who are excluded from occupational schemes. As they both receive state

subsidies and tax deductions, they come with regulation (Davis, 1998; Ebbinghaus, 2011). With the Riester reforms, it became legally allowed for employees to contribute to a DC scheme (Wagner, 2006). In the public sector, collective agreements led to a mandatory scheme for those who are not civil servants. Most occupational pensions entail voluntary commitment by employers in the private sector (Ebbinghaus, 2011).

BaFin is the authority in charge of monitoring solvency, transparency, consumer protection, and certification (Riester-pensions) of private pensions (Wiß and Ebbinghaus, 2011). In 2001/2002, BaFin followed the UK with pension fund regulation on ESG disclosure. They decided that pension funds must disclose a statement to their beneficiaries, regarding the extent to which ESG factors are incorporated into the decision-making process. What must also be noted, is that German legislation does not allow the typical DC plan according to Anglo-Saxon rules. In German pensions, employees do not carry the investment risk (Arteaga, 2015). Nevertheless, the nature of pension schemes has gradually changed more in line with Anglo-Saxon rules (i.e. funded pension liabilities). This is because the way pension reserves are treated internationally, can have an unfavorable impact on the debt to equity ratio of German companies and affect their rating or adherence to Basel II (Rößler and Zeppenfeld, 2015).

Table 5. Overview of the pension system in Germany

Supplementary pension	Coverage (million €)	Funding	Sponsor (contributions)	DB/ DC	Tax deductions / subsidies
Direct pension commitment (Direktzusage)	4.6	Internal/book reserves	Employer	DB	Yes/no
Support fund (Unterstützungskasse)		Internal	Employer	DB	Yes/no
Direct insurance (Direktversicherung)	4.4	External	Employer and/or employee	DC	Yes/possible
Superannuation fund (Pensionskasse)	4.5	External	Employer and/or employee	DC	Yes/possible
Pension fund (Pensionsfonds since 2002)	0.3	External	Employer and/or employee	DC	Yes/possible
Supplementary pension for public sector employees (VBL)	5.2	PAYGO/funded	Employer and employee	DB, 2002 : DC	Yes
Riester personal pension (Riester Rente since 2002)	12.9	External	Individual	DC	Yes/yes
Rürup personal pension (Rürup-Rente since 2004)	0.6	External	Individual	DC	Yes/no

Source: Ebbinghaus (2011)

The Netherlands

Although the Netherlands is a small country, they have a large amount of pension assets and a mature pension system. About 95% are in a DB scheme, down from 99% in 2005 (Willis Towers Watson, 2016). Pensions in the Netherlands are generally based on average salary (used to be final year, but was changed late 1980s). The multi-pillar pension system in the Netherlands is a combination between the Beveridge and Bismarck model (see table 6). The basic pension has similarities with Beveridge, whereas the other parts reflect Bismarck. The first pillar is The Algemene Ouderdomswet (AOW - General Old Age Pension), which is a PAYG system. The second pillar is the supplementary collective

pension (i.e. from your employer) and lastly a private individual supplementary pension insurance forms the third pillar (i.e. life insurance) (Dutch Association of Industry-wide Pension Funds (VB) and Dutch Association of Company Pension Funds, 2010).

Three different types of pension funds can be found under the second pillar, namely (1) Industry-wide pension funds (2) Corporate pension funds and (3) Pension funds for independent professionals, such as medical specialists and dentists. On top of that, there is the Stichting Pensioensfonds ABP, which is a pension fund for public servants, such as teachers. This is one of the largest pension funds globally and one of the reasons that the Netherlands has such a high pension asset to GDP ratio (Davis, 1998; Dutch Association of Industry-wide Pension Funds (VB) and Dutch Association of Company Pension Funds, 2010)

Although there is no obligation by law to become a member of a pension fund, if the social partners choose to offer a pension scheme for their employees, the government can make it obligatory for an entire sector or profession. This compulsory membership is in line with the Dutch solidarity principle, but it does not only ensure that everyone is part of a good pension scheme. It also brings about economies of scale in terms of more cost-efficient management. Companies that do not fall under this kind of scheme can opt either for a corporate pension fund or for an insurance company to manage their pension scheme (Clark and Bennett, 2000; Dutch Association of Industry-wide Pension Funds (VB) and Dutch Association of Company Pension Funds, 2010).

The Netherlands is known for its widespread occupational coverage. The occupational schemes go further back than the public ones, with railroad workers being the first to receive coverage in the 19th century. By 1938, more than 750 schemes were established with more than 50 members each and the state intervened to regulate the schemes starting in 1908. In 1913, the Philips company pension fund was introduced and in 1917 the first sectoral pension fund emerged. In 1922, the Algemeen Burgerlijk Pensioensfonds (ABP) was established. As mentioned above, this is a pension fund for public employees and it is now

known as Stichting Pensioenfonds ABP (National Civil Pension Fund). In 1942, occupational pension growth took off as contributions to occupational pension schemes were made tax deductible. Legislation was passed in 1949, which allowed the Minister of Social Affairs to declare a sectoral pension scheme compulsory for all employers in that sector. By the 1950s, occupational pension funds were fairly established and regulated by the PSW (Pensioen en Spaarfonds Wet), which provided an institutional framework for second-tier pensions only. In 1956, the AOW legislation addressed the issue of retirees covered by both occupational and public schemes, by establishing a pension-carrying income determined by a certain “AOW offset” (Bridgen and Meyer, 2011).

Today, the pension system is monitored by the Nederlandsche Bank (DNB) and the Dutch Authority for Financial Markets (AFM). The DNB monitors the financial situation of pension funds and whether they can fulfil their obligations going forward. If the coverage ratio drops below 105%, pension funds must write up a recovery plan for the DNB. The AFM keeps an eye on the behavior of pension funds, especially concerning the duty of care and transparency towards their beneficiaries. The former concerns investment support for members and the latter concerns adherence to the Pensions Act. Noteworthy on the legislation in the Netherlands is that, since 2014, the Federation of the Dutch Pension Funds and the Dutch Labor Foundation require pension funds to define a RI strategy and to disclose it publicly on a comply or explain basis.

What is important to note here, is that the shift towards DC schemes in the Netherlands has been more gradual. Many hybrid forms have emerged and companies in a mandatory industry-wide pension fund, are not permitted to shift to DC. In some pension funds, such as ABP, employers already enjoy DC like benefits (Munnell, 2006). There are collective DCs as well, which will remain important given the historical importance of DB. Moreover, the general pension fund (APF) is in the making, which will be run by financial providers as opposed to social partners as is currently the case. Pension funds can also merge in this

kind of scheme, whilst still maintaining separate funding rates. It is thus expected that the Dutch pension fund market will consolidate (Moss, 2015; Preesman, 2016).

Table 6. Overview of the pension systems in the Netherlands

TIER	FIRST PILLAR	SECOND PILLAR	THIRD PILLAR
THIRD	None	Additional voluntary occupational pensions	Voluntary private pension
SECOND	None	Quasi-mandatory subsidized occupational pensions	Subsidized private pension
FIRST	Public flat-rate pensions based on 50 years of residency (AOW)	Sectoral pension schemes (bedrijfstakpensioenfondsen) – 69 compulsory, 26 non-compulsory* and Company pension schemes (ondernemingspensioenfondsen) – 543*	Mandatory private pension: none
	Social assistance		

**end of 2008*

Source: (Bridgen and Meyer, 2011; Immergut et al., 2007)

3.4.4 Asset Owners and Responsible Investment

As mentioned previously, AOs are the penultimate owners and influence RI indirectly via the mandates given to the AMs they employ (Søndergaard, 2014). The reasons for them to drive the demand for ESG are manifold. First, we, as the beneficiaries, entrust our assets to trustees, expecting them to make prudent investment-decisions for us. Collectively, these trustees allocate an immense amount of capital and thus have a tremendous impact on the world in which we live (Lydenberg, 2014). If this world is not liveable by the time you have earned your retirement, then what is your pension worth? As mentioned in section 1.2, the endorsement of the SDGs emphasizes the urgent case for action⁴. Significant investors such as AOs are expected to lead by example. Second, AOs are universal owners given

⁴ As discussed in section 1.2, the SDGs repackaged the message of RI in a way that resonates with people everywhere. It provides investors with a common vision; clear goals to align their investment strategies with. Focusing on all SDGs at the same time is difficult as not all material issues are equally important for a given SDG (Betti et al., 2018), but they could pick 1 or 2.

their highly-diversified portfolios. This implies a ripple effect in their portfolio (i.e. in the form of an insurance premium), when any of their companies makes a “mistake”. As mentioned before; nothing is external to a global owner (Monks, 2001). They are thus better off taking a comprehensive risk management approach, including those arising from ESG aspects. This should also benefit them, given that ESG has been proven to add value. Based on a meta-study of 200 different sources, Clark et al. (2015) find that 80% of studies agree that sensible sustainability practices have a positive effect on share value. Lastly, the long-term liabilities of the AO mean that the long-term (and therefore ESG) matters.

However, the investment horizon of AOs, belief and expectations on how ESG issues should be managed, may not be in line with those of their AMs (Clark, 2013; Gifford, 2015; Søndergaard, 2014). According to a recent survey, AOs are frustrated with the ESG performance of their AMs (Nicholls et al., 2015). However, they are also partly to blame for the problem, as they often fail to act on their promises (Hawley, 2015; Kiernan, 2007). Of course, uncertainty as to what the right approach is might also play a role. Even though there is consensus that there is a business case for ESG, it is not clear how to achieve a win-win situation. Another factor is that, since the 1970s, the reluctance to act was caused by the overly narrow interpretation of fiduciary duty. Now that this debate has essentially been resolved, it should no longer be an excuse not to take ESG into account (Clark, 2011; Freshfields Bruckhaus Deringer, 2005; Gary, 2011; Hoepner et al., 2011; Krosinsky, 2015; Sandberg, 2011; Sullivan et al., 2015).

With this obstacle out of the way, the discussion can then move on to the mandates that are given to AMs, as they are often still short-term oriented and thus likely a barrier to RI (Barton and Wiseman, 2014; Clark, 2011; Desmartin, 2015; Søndergaard, 2014; UN Global Compact and PRI, 2014; Wong, 2010). Monthly or quarterly reporting and monitoring may be in place to minimize agency problems, but it stimulates AMs to cling to a benchmark. This can save them from long phases of underperformance and discourages them from making more active choices (Kay, 2012). This excessive focus on the short-term may

