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# GENEVA CAPITAL MANAGEMENT

## *Proxy Voting Policy*

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The following represents the Proxy Voting Policy for Geneva Capital Management LLC (“Geneva”) with respect to the voting of proxies on behalf of all clients advised by Geneva, for which Geneva has voting responsibility, and the keeping of records relating to proxy voting.

### **GUIDING PRINCIPLES**

The guiding principle of this policy statement is that proxies should be voted consistent with the best interests of Geneva’s clients. Geneva must not put its own interests ahead of the interests of clients. Geneva views proxy voting as a mechanism for shareholders to protect and promote shareholder wealth. Accordingly, Geneva seeks to vote proxies in a manner designed to maximize the economic value of the clients’ investment. In addition, Geneva will abide by specific voting guidelines on certain policy issues as requested by particular Clients on a case by case basis.

Geneva believes a single uniform proxy voting policy is in the best interests of its clients. Geneva manages all equity accounts in one of several US growth-style investment strategies, all of which are managed by the same investment team.<sup>1</sup> These strategies follow the same approach to security selection, invest the same types of high quality and seasoned US growth companies, and (subject to individual client restrictions) do not vary security selections or weightings within a strategy for different types of clients. The primary differences between the strategies are their market capitalization ranges. Because some strategies have overlapping capitalization ranges, they may have overlapping holdings.

### **STATEMENT OF POLICY**

This policy describes the general voting guidelines to be applied; the procedure to be followed if a vote is to be cast contrary to the Glass Lewis recommendation; the procedure to be followed in case of a conflict of interest between Geneva and its clients with respect to how a ballot issue will be voted; the oversight of Glass Lewis; other general voting procedures; and record retention.

### **GLASS LEWIS & CO.**

Because of the increasing complexity in administering policies in this area, Geneva has engaged an independent proxy voting service and industry expert, Glass Lewis & Co. (“Glass Lewis”), to research proxy proposals, provide in-depth analysis, provide voting recommendations, and administer client proxy votes. Glass Lewis is responsible for coordinating with the clients’ custodians to ensure that all proxy materials received by the custodians are processed in a timely fashion. In addition, Glass Lewis is responsible for maintaining copies of all proxy statements received from issuers and records of its recommendations, analyses, and votes cast by Geneva. It must promptly provide such materials to Geneva upon request.

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<sup>1</sup> Geneva currently manages all equity client accounts in one of the following investment strategies: US Small Cap Growth, US SMID Cap Growth, US Mid Cap Growth and US All Cap Growth.

## General Voting Guidelines

Geneva has adopted Glass-Lewis's Proxy Paper Guidelines ("Guidelines") as well as Glass Lewis's Taft Hartley Addendum ("Addendum") to determine how each proposal on proxy ballots is to be voted for each applicable client. If instructed by a client, the Addendum will be utilized. The Guidelines and the Addendum are incorporated herein by this reference, and copies of the Guidelines and Addendum, as revised from time to time, are maintained with Geneva's proxy voting records. Geneva has determined that the Guidelines and Addendum are consistent with the Guiding Principles described above, and has instructed Glass Lewis to vote in accordance with the Guidelines or the Addendum, as applicable, unless one of the following exceptions applies:

1. Override Glass Lewis. Geneva's Investment Strategy Group ("ISG") decides to override the Glass Lewis vote recommendation for a client based on its determination that the client would best be served with a vote contrary to the Glass Lewis recommendation. Such decision will be documented by Geneva and communicated to Glass Lewis; or
2. Corporate Events and Contests. On matters involving corporate events (such as merger and acquisition transactions, dissolutions, conversions, or consolidations) and proxy contests, Geneva will determine how to vote the proxies and direct Glass Lewis accordingly; or
3. No Recommendation. If Glass Lewis does not provide a vote recommendation, Geneva will determine how a particular issue should be voted. In these instances, Geneva, through its ISG, will document the reason(s) used in determining a vote and communicate Geneva's voting instruction to Glass Lewis.

## Proxy Voting Process

1. Proxy Paper. For every shareholder meeting for which Geneva is authorized to vote a proxy, Geneva's proxy administrator (Identified on Appendix A) will download Glass Lewis's analysis and recommendations (aka the "proxy paper") and email it to the applicable analyst(s) and/or portfolio manager(s) who are responsible for following the company.
2. Review and Analysis.
  - a. Routine Matters. Most shareholder meetings of companies held in Geneva's investment strategies involve only routine or straightforward proposals that do not require additional research or analysis; however the applicable analyst or portfolio manager may nonetheless use any additional information he or she, and any other member of ISG, believe appropriate and necessary to make an informed decision on how to vote a proposal.
  - b. Corporate Events and Contests. When a company proposes a corporate event or is involved in a proxy contest, Geneva typically is already fully aware of the matter as part of its normal investment oversight process and has determined how to vote in the best interests of its clients; however, ISG may consider any additional information it has obtained from the proxy paper and other sources, such as issuer supplements to its proxy materials and other analysis and research, to arrive at a final voting determination.

- c. No Recommendation. In the unusual case where Glass Lewis does not provide a recommendation on a proposal, Geneva will conduct such research and analysis as it deems appropriate for the matter and arrive at a voting decision.
- d. Subsequent Information. In addition the processes maintained by Glass Lewis to update its proxy papers with subsequent information, Geneva analysts and portfolio managers who follow specific companies will, as a matter of course, have timely access to all publicly available information relating to such companies, including alerts informing them of material communications relating to the companies they follow, such as press releases, Forms 10-K,10-Q,8-K and other SEC filings. As a result, Geneva believes that any research and analyses performed in connection with proxy recommendations will be informed by current developments.
- e. Additional Soliciting Materials and Information. There may be circumstances when Geneva becomes aware that (1) a company that is the subject of a voting recommendation intends to file or has filed additional soliciting materials with the SEC setting forth its views regarding Glass Lewis's voting recommendation or (2) a company, shareholder proponent, dissident shareholders and parties to an M&A transaction has submitted a Report Feedback Statement ("RFS") to Glass Lewis to express their differences, agreements and unfiltered opinions on Glass Lewis' research and recommendations. These materials may or may not reasonably be expected to affect Geneva's voting determination. In addition, these materials may become available after or around the same time that Geneva's votes have been pre-populated but before the submission deadline for proxies to be voted at the shareholder meeting. In these circumstances, Geneva will consider such information and whether it should update its instruction to Glass Lewis.

### 3. Communication of Voting Decision.

- a. To Proxy Administrator. ISG, usually through the applicable analyst or portfolio manager, will instruct the proxy administrator to either vote in accordance with Glass Lewis's recommendations by affirming agreement with it or, with respect to override decisions, corporate events, contested matters or where Glass Lewis did not provide a recommendation, direct the proxy administrator how to vote the shares. Voting instructions will typically be documented with an email.
- b. Conflicts Check. All voting recommendations that differ from Glass Lewis's recommendations will be subject to the Conflicts of Interest process described below.
- c. To Glass Lewis. On matters not involving corporate events or contests, Glass Lewis has standing instructions to vote shares in accordance with its applicable proxy voting guidelines without additional direction from Geneva. After receiving direction from ISG, the proxy administrator will either leave Glass Lewis's proposed vote unchanged or, if ISG determines to vote differently, communicate the decision to override such vote in Glass Lewis's proxy voting portal. The proxy administrator will enter into the proxy voting portal all votes involving corporate actions, contests or matters on which Glass Lewis did not provide a recommendation.

- d. **To Mutual Fund Clients.** The Proxy Administrator will provide to Geneva's mutual fund clients who have instructed Geneva to vote their proxies with such proxy voting information and assistance as is necessary to help the fund clients accurately fulfill their reporting obligations under the Securities and Exchange Commission's Form N-PX. Upon request, the Proxy Administrator will promptly review the Form N-PX to confirm the accuracy of Geneva's proxy voting information in the Form.

## **Ongoing Review and Oversight<sup>2</sup>**

In order to provide ongoing oversight of Glass Lewis and Geneva's proxy voting policies and procedures, Geneva will, no less frequently than annually:

1. Review the adequacy of its proxy voting policies and procedures to ensure that they have been formulated reasonably and implemented effectively, including whether they continue to be reasonably designed to ensure that Geneva casts votes on behalf of its clients in the best interest of such clients. ISG will annually review and approve the guidelines.
2. Review whether Glass Lewis has the capacity and competency to adequately analyze proxy issues considering such factors as the adequacy and quality of its staffing, personnel and/or technology.
3. Assess whether Glass Lewis has robust policies and procedures that enable it to make proxy voting recommendations based on current and accurate information, including an effective process for seeking timely input from issuers and clients with respect to, for example, its proxy voting policies, methodologies, and peer group constructions and, if Geneva becomes aware of any credible and relevant factual errors, incomplete analysis or potential methodological weaknesses, the extent to which such matters materially affected Glass Lewis's research or recommendations.
4. Assess whether Glass Lewis has adequately disclosed its methodologies in formulating voting recommendations such that Geneva can understand the factors underlying its recommendations and when and how it expects to engage with issuers and third parties.
5. Assess whether Glass Lewis has robust policies and procedures that enable it to identify and address conflicts of interest relating to its voting recommendations, which conflicts may include (a) those relating to the provision of proxy voting recommendations and proxy voting services generally, (b) conflicts relating to activities other than providing proxy voting recommendations and services, and (c) those presented by certain affiliations.
6. Assess whether Glass Lewis' policies and procedures provide for adequate disclosure of its actual and potential conflicts with respect to the services it provides to Geneva and whether technology is used to deliver conflicts disclosures that are readily accessible to Geneva.

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<sup>2</sup> See SEC Release No. IA-5325, *Commission Guidance Regarding Proxy Voting Responsibilities of Investment Advisers* (Aug. 21, 2019), available at [www.sec.gov/rules/interp/2019/ia-5325.pdf](http://www.sec.gov/rules/interp/2019/ia-5325.pdf), for additional guidance.

7. Review Glass Lewis conflict of interest disclosures as described below.

The foregoing oversight and review will be documented and constitute a component of Geneva's annual compliance program testing.

### **DETERMINATION OF WHETHER TO VOTE A PROXY**

Geneva may refrain from voting a client's proxy if (a) Geneva and the client have agreed to limit the scope of Geneva's proxy voting responsibilities, or (b) Geneva determines that refraining is in the client's best interest (for example, where the cost exceeds the expected benefit to the client), consistent with Geneva's duty of care.

### **SECURITIES LENDING PROGRAMS**

In certain circumstances, clients may choose to participate in a securities lending program through their custodian or another agent. Such participation is at the discretion of the client and is not monitored or supervised by Geneva. As a general matter, securities on loan are not recalled to facilitate proxy voting (in which case the borrower of the security is entitled to vote the proxy). However, if the ISG has determined in good faith that the importance of an item to be voted upon is so significant that it materially outweighs the loss in lending revenue that would result from recalling the security (*i.e.*, if there is a controversial upcoming merger, acquisition or other corporate event or contest that may have a significant impact on the value of the security or some other similarly significant matter), Geneva will work with the client (or its custodian or other designee) to seek to have the security recalled for voting purposes.

### **CONFLICTS OF INTEREST**

#### **Geneva**

Because the Guidelines and the Addendum are pre-determined by Glass Lewis and designed to be in the best interests of clients, application of the Guidelines and Addendum to vote client proxies should, in most cases, adequately address any possible conflicts of interest. However, when Geneva determines to override a recommendation by Glass Lewis or otherwise votes a proxy in connection with a corporate event, contest or missing recommendation, the analyst for the company in question will refer the matter to the ISG. The ISG will consider any applicable business conflicts between Geneva and the company or other facts and circumstances that may give rise to a conflict of interest on the part of Geneva, because of a business relationship between Geneva and the company, or otherwise. A conflict of interest may exist, for example, if Geneva has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote or that is actively lobbying for a particular outcome of a proxy vote. In addition, any member of the ISG with knowledge of a personal conflict of interest (*e.g.*, a family member in a company's management) relating to a particular referral item shall disclose that conflict to the ISG and the Chief Compliance Officer and may be required to recuse himself or herself from the proxy voting process for that proposal. The ISG will determine whether the proxy may be voted by Geneva, whether to seek legal advice, or whether to refer the proxy to the Client (or another fiduciary of the Client) for voting purposes. When the ISG determines to cast votes, it will document the

reasons in writing. All such determinations will be reviewed by the Chief Compliance Officer (or his or her designee) to determine that a material conflict does not appear to exist.

### **Glass Lewis**

Glass Lewis monitors its conflicts of interest in voting proxies and has provided the firm a written summary report of its due diligence compliance process. Geneva has reviewed such report and will review updates from time to time to determine whether Glass Lewis conflicts of interest may materially and adversely affect Geneva's clients and, if so, whether any action should be taken as a result.

### **RECORD RETENTION**

Geneva shall maintain the following records for a period of at least five years, to comply with Rule 204-2(c)(2) under the Investment Advisers Act of 1940:

- Current and historical proxy voting policies and procedures, including Glass-Lewis Proxy Paper Voting Guidelines and the Addendum.
- Proxy statements received regarding client securities. Geneva may rely on Glass-Lewis to make and retain a copy of each proxy statement, provided that Geneva obtains an undertaking from Glass-Lewis to provide a copy of the proxy statement promptly upon request. Geneva may also rely on obtaining electronic statements from the SEC's EDGAR system.
- Records of proxy votes cast on behalf of each client. Geneva may rely on Glass-Lewis to make and retain records of the votes cast, provided that Geneva obtains an undertaking from Glass-Lewis to provide a copy of the record promptly upon request.
- Records of client requests for proxy voting information, including a record of the information provided by Geneva.
- Records of all decisions to vote proxies pursuant to one of the three exceptions described in the General Voting Guidelines, including the basis for the decisions and the appropriate sign-offs.

Upon request, Clients shall be provided a copy of the voting record for their account and a copy of Geneva's proxy voting policies and procedures, including the Guidelines and, if applicable, the Addendum.

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***2005-06-22***  
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***2017-08-01***  
***2019-02-21***  
***2019-12-24***  
***2020-03-18***  
***2021-05-21***  
***2021-08-25***  
***2022-08-31***

**Appendix A**  
**Proxy Administrator**

Sue Kammers