

# ESG GOVERNANCE, COMPLIANCE & REPORTING

## OVERVIEW

Embedding robust ESG governance, compliance and reporting principles is rarely linear. Every organization's journey is different.

We understand where clients need to go and how they can get there safely, responsibly and sustainably.

Our pragmatic approach tailors advice to a client's industry, commercial goals and operational factors. We shape ESG policies and commitments, compliance procedures and reporting structures to create the foundation for success.

## GOVERNANCE

- Risk governance and compliance frameworks and policies (including those related to human rights/social risks)
- Policies, procedures and commitments related to responsible and sustainable business
- Directors duties and remuneration
- Due diligence and risk assessment
- Grievance mechanisms (including those related to labor and employment and responsible and sustainable business)
- Complaints and compensation processes
- Board committee composition, succession planning and diversity
- M&A expert reporting and impact statements
- Corporate governance under US securities laws and exchange listing requirements, including SEC ESG disclosure requirements

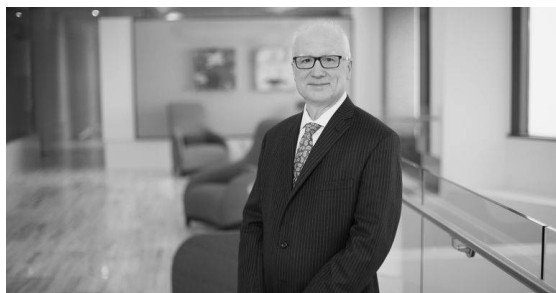
## **COMPLIANCE**

- Sustainable Finance Disclosure Regulation (SFDR)
- UK Corporate Governance Code and other statutory corporate governance obligations
- Cybersecurity and human capital management matters
- FCA CP22/20 on sustainability disclosure requirements and investment labels
- Bribery and corruption
- Anti-money laundering
- Sanctions
- Antitrust legislation compliance and corporate collaboration on sustainability objectives
- Compliance investigations
- Labor and employment

## **REPORTING**

- Reporting under the Listing Rules and the Companies Act 2006
- ESG reporting under Corporate Sustainability Reporting Directive (CSRD), Corporate Sustainability Due Diligence Directive (CSDDD), Sustainable Finance Disclosure Regulation (SFDR) and EU Taxonomy
- Stakeholder reporting and engagement
- Institutional investor guidance
- Shareholder activism

## MEET THE TEAM



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## **RELATED PRACTICE AREAS**

- Securities & Corporate Governance

## **EXPERIENCE**

### **MAJOR WATER UTILITY COMPANY**

Advised a major water infrastructure company on the drafting of their ESG report and policy. We also advised on their sustainability achievements regarding energy, waste, water usage and greenhouse gases.

We further reviewed the company's corporate disclosures to allow for the implementation of their ESG policy. This is a continuous work in progress for our client and is based on stakeholder engagement and the company's learning from its own operations, its suppliers and its customers.

### **PUBLIC AND PRIVATE COMPANIES' ESG ADVISORY MATTERS**

We regularly advise public and private companies on a range of ESG advisory matters including corporate governance codes, directors' duties, disclosure requirements, stakeholder engagement and director remuneration and incentivization. We will also often advise and provide board training on ESG reporting requirements for public companies which has involved advising on best practice for TCFD reporting and the new diversity listing rules. We are regularly involved in commenting on governance approaches, policies, and procedures such as committee terms of reference and disclosure policies.

## AGM PREPARATION

We assist a number of companies in preparing for their AGMs. This involves advising on resolutions expected of institutional investors and the increasing ESG focus of the voting guidelines of their proxy advisers.

## ESG RISK INCLUDING MODERN SLAVERY AND HUMAN TRAFFICKING REPORTING

Advising companies on their ESG risk including modern slavery and human trafficking reporting requirements in line with the Modern Slavery Act 2025. This includes advising on the requirements for drafting a Transparency statement under section 54, reviewing and drafting modern slavery policies and training materials, and advising on supply chain due diligence to ensure that supply chains are compliant with statutory obligations.

## CALIFORNIA SB 54 COMPLIANCE

Advising numerous companies on compliance with California SB 54, which requires packaging and plastic food ware producers to join a producers responsibility organization (PRO), and requires the following by 2032:

- 25% source reduction in plastic single-use packaging and plastic food ware;
- 100% of all single-use packaging and plastic food ware is recyclable or compostable; and
- 65% of plastic single-use packaging and plastic food ware is being recycled.

## RELATED INSIGHTS

Insights

Apr 01, 2025

### **UK Corporate Briefing April 2025**

Welcome to the Corporate Briefing, where we review the latest developments in UK corporate law that you need to know about. In this month's issue we discuss: Engaging M&A advisers: the importance of agreeing terms for early-stage work Businesses and their advisers may wish to examine their approach to handling engagement terms for early-stage work on M&A deals following the recent decision in H&P Advisory Ltd v Barrick Gold (Holdings) Ltd, which is likely to have significant reverberations for M&A deal making. FCA: Unlawful disclosure of inside information and M&A transactions The FCA has published Primary Market Bulletin No. 54 outlining its concerns around the unlawful disclosure of inside information during the course of M&A transactions. FTSE Russell announces changes to methodology From September 2025 the requirement for securities to trade exclusively in GBP will be removed and to ensure...

Insights

Mar 04, 2025

## EU Commission Omnibus package

The European Commission ("the Commission") has adopted a new package of proposals to simplify European Union ("EU") rules, boost competitiveness, and unlock additional investment capacity. The aim of the first Omnibus package is to address overlapping, unnecessary or disproportionate rules that are creating unnecessary burden for EU businesses. It addresses three crucial pieces of legislation over which both industry and Member States have recently expressed serious concerns: The Corporate Sustainability Reporting Directive (CSRD), (EU) 2022/2464 (CSRD) The Corporate Sustainability Due Diligence Directive (CSDDD) ((EU 2024/1760)) and The EU Taxonomy ((EU) 2020/852). This proposal will reduce the complexity of EU requirements for all businesses, notably SMEs and small mid-caps, focus the regulatory framework on the largest companies which are likely to have a bigger impact on the climate and th...

Insights

Feb 24, 2025

## Real estate logistics: The top four trends to watch in 2025

Insights

Feb 05, 2025

## UK Corporate Briefing February 2025

Welcome to the Corporate Briefing, where we review the latest developments in UK corporate law that you need to know about. In this month's issue we discuss: FRC thematic review of climate-related financial disclosures by AIM and large private companies The FRC has published a thematic review of climate-related financial disclosures for in-scope AIM and large private companies and identified areas for improvement and expectations.

Blog Post

Feb 04, 2025

## PFAS in Soil: State Regulations

In the absence of enforceable federal standards for per- and polyfluoroalkyl substances ("PFAS") in soil, several states have started the process of regulating PFAS in soil themselves. These regulations have implications for due diligence, site investigations, and remediation decisions. This client alert explores the current landscape of state regulations regarding the advisory, notification, and cleanup levels for PFAS – most commonly perfluorooctane sulfonic acid ("PFOS") and perfluorooctanoic acid ("PFOA") – in soil.

Insights

Dec 16, 2024

## EU Deforestation Regulation (EUDR): New Timeline and Guidance for Compliance

The EU Deforestation Regulation (EUDR) imposes strict conditions on operators and traders who intend to place products composed of certain commodities (i.e. cattle, cocoa, coffee, palm oil, rubber, soy and wood) on the EU market. They need to prove that these products do not originate from plot of lands that have been recently deforested or that these products have not contributed to forest degradation. In turn, this requirement obliges operators and traders to conduct very precise supply chain due diligence and to file due diligence statements. The same applies to exports from the EU. The EUDR has been designed and enacted to limit the EU market's impact on global deforestation and to reduce the EU's contribution to greenhouse gases. In recent months, the Commission has been under pressure to postpone the application of the EUDR.

Insights

Dec 13, 2024

## California indicates lenient enforcement in first year of climate reporting law

Insights

Nov 07, 2024

## **COP29: What can we expect?**

The 29th Conference of the Parties (“COP29”) of the UN Framework Convention on Climate Change (“UNFCCC”) is set to take place in Baku, Azerbaijan, from 11 to 22 November 2024. This is the first in a series of posts BCLP’s environmental team will be writing, providing updates on the issues and discussions taking place at COP29, and the potential impact on your organisation.

News

Oct 23, 2024

## **BCLP advises on the sale of Full Circle Group Holding B.V. to Renew Holdings plc**