

JAPAN ADVISORY COMMITTEE TERMS OF REFERENCE (TOR)

A. INTRODUCTION

The PRI aims to deliver practical, action-oriented research, tools, events and support to signatories around the world, no matter where they are located or their level of responsible investment knowledge. Signatory Groups provide opportunities for signatories to convene, to share knowledge and to collaborate for change and impact. The Japan Advisory Committee is invaluable in guiding the PRI Executive to providing the right implementation support to signatories, disseminating tools and resources that are developed at a global level and soliciting feedback from signatories for the development of future global tools. Members also ensure that the ways in which ESG is implemented in Japan are well understood globally. These Terms have been drafted in full accordance with [the RULES FOR SIGNATORY GROUPS](#) approved by the PRI Board in June 2022.

B. OBJECTIVES

- Provide the PRI Executive with advice on how to best implement the PRI's strategy locally.
- Bring together signatories (asset owners, investment managers and service providers) for education, collaboration and implementation support on ESG issues.
- Encourage local signatory participation on the PRI Collaborative Platform, its engagements, webinars and PRI signatory groups.
- Provide a forum/workshop to assist signatories with problem solving/information sharing on ESG issues.
- Initiate works on issues and topics of specific interests to Japanese signatories.
- Provide information to the PRI Executive on the issues and challenges facing Japanese signatories.
- Support the PRI in its outreach and recruitment of potential signatories in Japan.

PRI Association

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An investor initiative in partnership with UNEP Finance Initiative and UN Global Compact

C. MEMBERS

The Advisory Committee is an unelected volunteer group of the PRI signatories in Japan. Its composition seeks to reflect the diversity of Japanese signatory categories (asset owners, investment managers and service partners), as well as diversity of signatories.

COMPOSITION

The Committee will be composed of up to 12 members with minimum of 8 members. Representatives from all 3 categories of signatory can serve on the Committee. The Executive will be mindful of asset owner leadership and the balance of the Committee shall be preserved to the greatest extent possible. The Committee has set a gender diversity target of 30%. Final decisions on Committee composition will be at the discretion of the PRI.

APPOINTMENT

Those who wish to join the Committee may contact the Head of Japan.

Members are appointed for one calendar year and given the option, at the end of every year, to step down or continue in their role. The PRI will aim for approximately 20% turnover of members every two years, balancing the need for continuity, diversity, proportional representation and the opportunity for new signatories to join to share knowledge. The maximum amount of time any signatory can be part of the Committee is 3 years in principle. Open positions will be advertised in the PRI signatory newsletter or email.

D. RESPONSIBILITIES

The PRI

The PRI commits to:

- Provide expertise from either internal or external sources, convene, facilitate and co- create with signatories.
- Work with the advisory committee by coordinating meetings, providing agendas, producing meeting minutes, outcomes, publications etc.;

ADVISORY COMMITTEE MEMBERS

Typical responsibilities may include, but are not limited to:

- A minimum of 2 quarterly conference calls/meetings of approximately 1 hour in length out of annual 4 calls/meetings – Frequency of the calls should be discussed and agreed upon by the Committee. In the absence of a member, it may be represented as a proxy.
- Regular guidance/feedback to the Executive on relevant issues. This may include providing advice or feedback on outputs such as publications, topics for working groups, webinars and toolkits. The PRI Japan put together first drafts of written work and integrate Committee feedback where appropriate, coordinate meetings, provide suggested agendas, and produce meeting minutes.
- Voluntary speaking commitments on behalf of the PRI. The PRI can provide support in the

form of background research and presentation slides.

- Outreach and engagement with peers on behalf of the PRI. The PRI can provide support in the form of background research.

All members are encouraged to commit to undertaking additional work, for example, drafting documents if their schedules enable them to do so.

ADVISORY COMMITTEE CHAIR

In addition to the role of member, the Committee Chair commits to:

- Designate enough time to fulfil work stream/ local network goals with the support of the PRI Executive; and
- Provide the PRI with guidance and work with the PRI to provide leadership to the Committee as needed.

E. ACTION PLAN AND TIMELINE

An action plan with suggested time frames and milestones that is aligned with the current [PRI's 3-year strategic plan](#) will be established by the Committee each year. The plan should be evaluated on an ongoing basis.

F. REPORTING REQUIREMENTS

Committee details are disclosed on the PRI signatory website, including the identity and Terms of Reference, Chair and members. The Head of Japan will liaise with PRI London to report quarterly its activities.

G. REVIEW REQUIREMENTS

The Committee reviews its activities at the last meeting in every fiscal year and redefine its objectives and future activities if necessary.

H. CODE OF CONDUCT, CONFIDENTIALITY AND PUBLIC COMMUNICATIONS PROTOCOL

- A Committee meeting should be scheduled annually at its first meeting.
- The proactive involvement of signatories is important to the success of the group. The PRI may terminate individual signatories' participation and invite other interested signatories to participate if the required level of commitment is not demonstrated.
- Signatories must refrain from using these forums for explicit commercial purposes and should focus on furthering the goals and objectives of the work programme. Failure to meet these requirements may also lead the PRI Japan to terminate signatory participation.

- Committee members participate in the group's activities in their capacity as representatives of their organisations. However, they commit to make recommendations based on the aims of the PRI and the needs of all PRI signatories rather than representing individual interests.
- If a member is engaged in other professional or private activities that could result in a conflict of interest, or the perception thereof, the member must inform the Committee, and recuse himself/herself from any discussions where the conflict or perceived conflict may arise.

I. CONTACT

If you are interested in understanding more about the Japan Advisory Committee, please contact the Head of Japan, Tatsuro Yuzawa, tatsuro.yuzawa@unpri.org