

# Terms of Reference – PRI in Person Signatory Advisory Committee

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## A. INTRODUCTION

The PRI in Person Advisory Committee is a voluntary body, comprised of individuals from PRI signatories. This committee provides feedback and input to the PRI Executive related to the agenda, format and content of the PRI in Person 2023 conference, to be held in Tokyo on 3-5 October 2023. The committee acts as a voluntary advisory body and does not, in and of itself, have decision-making responsibilities or authority.

## B. OBJECTIVES

The committee will work to:

- Support the development of the agenda for PRI in Person 2023, advising on its appeal to signatories and ensuring it stays true to its principles and aims
- Provide input, advice and insights to the PRI Executive on the substance and implementation of PRI in Person 2023 content, speakers, session formats and other related matters.

## C. MEMBERS

Members of the PRI in Person Signatory Advisory Committee (SAC) are appointed by the PRI following an open invitation to the signatory body.

### Target composition and tenure

- The committee will be comprised of a mix of individuals representing asset owner, investment manager and service provider signatories.
- Target composition is a 10-15 member committee.
- The committee should comprise individuals from PRI signatories who have experience of attending PRI in Person and other industry conferences, and are willing to share their views on the agenda and speaker line-up. Further criteria are outlined below under “Appointing members”.
- The 2023 conference cycle will be considered a pilot of the use of a SAC, and the initial term for the committee will commence in May 2023 and conclude on 3 November 2023.

### Appointing members

- Committee members are appointed by the PRI Executive based on the following criteria:
  - Good breadth of responsible investment topic knowledge
  - Proactive interest in contributing to PRI in Person programme development
  - Ability and commitment to contribute expertise and time

- Diversity of the group defined by type, size and location of signatories, as well as diversity of characteristics such as race and gender.
- As above, committee members should have experience of attending at least one previous PRI in Person conference, and other industry events.
- Committee members are expected to have the intention to attend the PRI in Person event in Tokyo in October 2023.
- The overall composition of the committee should include at least two representatives from each of the PRI's regions (Americas, EMEA, APAC); at least four asset owners, four investment managers and two service providers; and a diversity of representation in terms of size/AUM, asset classes, areas of expertise and longevity of PRI membership.
- Compatibly with the above criteria, the Executive will also aim at diversity of representation between the PRI in Person Advisory Committee and other PRI advisory committees.

Decisions about the composition of the committee, including appointment and ongoing membership, lie solely with the PRI Executive. The Executive reserves the right to remove members who fail to comply with these terms of reference.

## D. RESPONSIBILITIES

### **PRI Executive**

The PRI Executive commits to:

- Convening, administering and chairing advisory committee meetings.
- Keeping advisory committee members updated on PRI in Person programme development in between meetings whenever necessary.
- Developing materials for discussion by the advisory committee.
- Coordinating communication on the activities of the PRI in Person work stream to signatories and the PRI Board.

The PRI Executive at all times retains ownership and final sign-off of any outputs that are published under the name of the PRI, including events, research and any other publication. The Executive is responsible for the timelines, resources and budget that have been allocated to all programmes and projects.

### **Advisory committee members**

By accepting a role on an advisory committee, members confirm that they are able to devote sufficient time to the role and duties, as defined below. Proactive participation from all members is crucial for an effective signatory group and the Executive has the authority to remove signatory participants that do not abide by the agreed commitment levels.

Committee members agree to:

- Act in an advisory role to the Executive on the conference programme content, ensuring that in doing so, they represent the PRI's broad signatory base rather than solely the interests of their own organisation.
- Ensure their contributions to the committee reflect the scale and urgency of action needed to achieve the PRI's mission.

- Provide guidance/feedback to the Executive when requested, such as by providing comments on the proposed draft agenda.
- Participate in at least the following activities:
  - Review of draft agenda in May 2023, either by joining an advisory committee meeting on 24 May, a substitute one-to-one conversation with the PRI, or by providing feedback via email.
  - Attend at least one of two check-in meetings in July and September 2023 to give feedback on agenda development, cross referencing the current agenda with its original principles and aims.
  - Attend a post-event meeting – or substitute one-to-one conversation with the PRI – to review the conference content and the advisory committee process in October 2023 (online, 2 hours)
- Outreach and engagement with peers with regard to PRI in Person, for example by inviting speakers to the conference, if agreed with the Executive.

### **Speaking opportunities**

Advisory committee members are able to take up speaking opportunities at PRI in Person by mutual agreement. Committee membership does not require an individual to speak at the conference, nor does it automatically entitle them to a speaking opportunity, nor does it exclude them from speaking opportunities.

### **PRI Board Oversight**

The PRI Board oversees the relationship between the Executive and Signatories as well as acting as a final point of escalation on matters related to the Executive’s work to drive signatory implementation of the Principles, including ESG incorporation, active ownership, collaboration and reporting. The Board has oversight of the terms of reference for all advisory committees and working groups.

If a signatory has a significant concern with the operations of a signatory group the signatory can escalate the issue(s) to the CEO of the PRI Executive. If the matter cannot be resolved by the head of the PRI Executive the issue(s) will be escalated to the PRI Board.

## **E. PLAN AND TIMELINE**

The initial timeline for the pilot SAC is as follows:

- May 2023: formation and initial consultation on draft agenda
- June-September 2023: check-in meetings on programme development
- October 2023: event and post-event evaluation

Once the pilot has been completed this process will be reviewed and updated as required.

## **F. CODE OF CONDUCT, CONFIDENTIALITY AND PUBLIC COMMUNICATIONS PROTOCOL**

### **Conduct**

Signatories must refrain from using signatory forums for explicit commercial purposes and should focus on furthering the goals and objectives as defined above. Committee members should treat their colleagues and PRI staff with courtesy and respect. Failure to meet these requirements may lead the signatory being removed from the committee.

### **Diversity**

The composition of the committee will try to reflect the diversity of PRI signatories. This should encompass a sufficient mix of relevant skills, competence, and diversity of perspectives as well as geographical diversity to bring regional knowledge and perspectives.

### **Confidentiality and data sharing**

The theme of the committee, and membership of the committee will be available on the public website and/or the Collaboration Platform. By accepting these terms of reference, committee members agree to the publication of their name and organisation name on the PRI website, and may themselves publicise their involvement on their organisation's website and/or social media.

By joining, committee members grant the PRI Executive the right to share their work email address with other members of the group.

The PRI Executive may record advisory committee calls for internal note taking purposes. Recordings are not circulated externally by the PRI Executive. Where recordings of group discussions are taken, PRI staff will state at the start of the call that the call is being recorded for note-taking purposes.

Discussions of the advisory group and material provided to the advisory group by the PRI Executive should be assumed to be confidential unless advised otherwise in writing by the Executive. Members commit to maintaining such confidentiality.

For more information, please refer to [PRI privacy policy](#).

### **Communication**

The Executive is empowered to speak on behalf of a PRI advisory committee, within the terms of any confidentiality agreement in place for the group. For more information on the voice of the PRI see the [PRI Communications Policy](#).

## **H. CONTACT**

If you are interested in understanding more about the committee, please contact: Claire Dickinson, Director of Events, via [\[claire.dickinson@unpri.org\]](mailto:claire.dickinson@unpri.org).

## **I. REVIEW TERMS OF REFERENCE**

1. The PRI will review the initial PRI in Person Advisory Committee terms of reference after PRI in Person 2023 has taken place in October 2023. Thereafter the terms of reference will be reviewed annually after each conference.

<b>Version No.</b>	<b>Approved by</b>	<b>Owner</b>	<b>Approved by date</b>	<b>Date last updated</b>	<b>Review date</b>	<b>Review frequency</b>	<b>Next review date</b>
1.01	COO	Director of Events	April 2023	April 2023		Annually after each conference	November 2023