

TERMS OF REFERENCE: TECHNICAL ADVISORY GROUP FOR THE PRI-LED COLLABORATIVE STEWARDSHIP INITIATIVE ON SOCIAL ISSUES AND HUMAN RIGHTS

INTRODUCTION

The PRI-led stewardship initiative on social issues and human rights seeks to maximise investors' collective contribution to the goal of global respect for human rights and does this primarily through investors collaboratively engaging with companies.

The initiative is facilitated by the PRI Executive and supported by two advisory bodies:

- **Signatory advisory committee:** this group is typically comprised of PRI signatories with strong experience in stewardship and human rights. This group provides strategic advice about the initiative to the PRI.
- **Technical advisory group:** this group is comprised of PRI stakeholders, such as NGOs, with deep expertise on human rights. This group provides technical advice related to human rights to the PRI.

The technical advisory group is a voluntary body, comprising PRI stakeholders with deep expertise on social issues and human right, such as multilateral institutions, human rights organisations, unions and civil society groups. The technical advisory group provides technical advice on human rights to inform the PRI Executive's decision-making around the development and strategy of the initiative. The technical advisory group also provides opportunities for members to convene and share knowledge on topics related to the initiative.

The technical advisory group acts as a voluntary advisory body and does not, in and of itself, have power or authority in dealing with the matters on which it advises. The PRI Board is the ultimate decision-making body on matters related to the Executive's work to drive signatory implementation of the Principles, including the facilitation of collaborative stewardship initiatives.

OBJECTIVES

The technical advisory group works to:

- Contribute to the strategy of the initiative by providing technical expertise and insights.
- Provide guidance to the PRI Executive on matters related to the initiative, such as on priority companies and sectors for inclusion in the engagement and the development of an evaluation framework.
- Assist with the inclusion of stakeholder perspectives in the initiative.

MEMBERS

TARGET COMPOSITION AND TENURE

- The group is typically comprised of 10 members from different organisations.
- The committee will typically be made up of non-PRI signatories, and instead stakeholders with expertise on social issues and human rights.

- The target composition and size of the group is to be reviewed annually based on identified future needs of the initiative.

MEMBER APPOINTMENT AND REVIEW

Members of the technical advisory group are appointed to the group following an invitation by the PRI. Appointments will be based on the following criteria:

- Technical knowledge of social issues and human rights.
- Understanding of how social issues relate to investors.
- Connections to networks of stakeholders relevant to the initiative, such as affected stakeholders.
- Ability and commitment to contribute expertise and time.
- Diversity of the organisations in the group, defined by the type of organisation and the focus area of the organisation's work in terms of sector, geography and specific social issue.
- Diversity of the group members in terms of gender, race and other characteristics.

In the instance that a member, formally representing an organisation leaves their role, the organisation may express an interest to continue in the group with a new representative.

Membership of the group will be reviewed annually. Decisions about the composition of the group, including appointment and ongoing membership, lie solely with the PRI Executive. The Executive reserves the right to remove members who fail to comply with the terms of reference or whom the PRI Executive determines are no longer required on the committee.

RESPONSIBILITIES

RESPONSIBILITIES OF THE PRI EXECUTIVE

The PRI Executive commits to:

- Developing an action plan with suggested timeframes and milestones to be evaluated on a regular basis.
- Convening, administering, and chairing technical advisory group meetings.
- Keeping group members updated on initiative activities in between meetings whenever necessary.
- Developing materials for discussion by the group.
- Coordinating communication on the activities of the initiative to signatories and PRI Board.
- Reporting on the activities of the technical advisory group on the PRI website and/or the Collaboration Platform, including the terms of reference and members.

The PRI Executive at all times retains ownership and final signoff 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.

RESPONSIBILITIES OF TECHNICAL ADVISORY GROUP MEMBERS

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

Technical advisory group members agree to:

- Act in an advisory role by providing technical advice on human rights to inform the PRI Executive's decision-making around the development and strategy of the initiative, ensuring that advice is aligned to the objectives of the initiative.
- Ensure their contributions to the committee reflect the scale and urgency of action needed to achieve the objectives of the initiative.
- Provide guidance/feedback to the Executive when requested, such as on priority companies and sectors for inclusion in the engagement; the development of an evaluation framework; the identification of specific human rights issues that should be prioritised within each engagement group; and the inclusion of the voice of affected stakeholders within the engagement.
- Participate in group meetings and one-to-one conversation with the PRI, approximately between one to two hours duration, every 2-4 months.

PRI BOARD OVERSIGHT

The PRI Board is responsible for overseeing 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 active ownership and collaboration. The Board has oversight of the terms of reference for all advisory committees and working groups.

If a member has a significant concern with the operations of the technical advisory group, the member 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.

RULES AND CODE OF CONDUCT

Failure to meet the below rules may result in the member being removed from the group.

CONDUCT

- Technical advisory group members must refrain from using group forums for promotional purposes and should focus on furthering the goals and objectives as defined above.
- Technical advisory group members should treat their colleagues, PRI Signatories and PRI staff with courtesy and respect.

CONFIDENTIALITY AND DATA SHARING

- The theme of and membership of the technical advisory group will be available on the public website and/or the Collaboration Platform. By accepting these terms of reference, group members agree to the publication of their name, job title and organisation name on the PRI website, and may themselves publicise their involvement on their organisation's website and/or social media.
- By joining, group members grant the PRI Executive the right to share their work email address with other members of the group for the purposes of facilitating discussion between group members on topics related to the initiative.
- The PRI Executive may record group calls for internal note taking purposes. Recordings are not circulated externally to the PRI Executive. Where recordings of group discussions are taken, attendees will be notified. Call recordings will be deleted within one year.
- Technical advisory group meeting notes will be taken and shared with the group. These notes should be treated as confidential.
- Discussions of the group and material provided to the 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.
- By joining the technical advisory group, members agree to the [PRI's privacy policy](#).

COMMUNICATION

- The Executive is empowered to speak on behalf of the initiative technical advisory group, 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](#).
- Group members should not represent or imply they represent the PRI, any investor, or the initiative itself without explicit written permission from the PRI Executive.

CONTACT

Those interested in understanding more about the technical advisory group should contact nabylah.abodehman@unpri.org.