

Terms of Reference – PRI in Person Local Action Forum

A. INTRODUCTION

Prior to the 2023 edition of PRI in Person held in Tokyo on 3-5 October 2023, a pilot Signatory Advisory Committee (PIP SAC) was convened to provide feedback and input to the PRI Executive related to the agenda, format and content of the conference. The committee was set up as a voluntary advisory body, comprised of individuals from PRI signatories, and did not, in and of itself, have decision-making responsibilities.

Building on the success of this pilot initiative, as we look ahead to future PRI in Person (PIP) events, the PRI executive is expanding the opportunities for signatories and other stakeholders to engage with and advise on the conference content through the formation of two distinct bodies.

The proposed advisory bodies are as follows:

- PRI in Person Signatory Advisory Forum (PIP SAF)
- PRI in Person Local Action Forum (PIP LAF)

B. OBJECTIVES

The PIP Local Action Forum (PIP LAF) will work to:

- Help shape conference agenda, with particular focus on balance of globally and locally significant topics
- Ensure content is reflective and respectful of local context, including Indigenous rights, by providing input, advice and insights to the PRI executive on the substance and implementation of PRI in Person 2024 content, including speakers, session formats and other related matter
- Support on achievement of policy outcomes identified by the PRI executive
- Amplify reach and legacy of PIP 2024 by engaging local networks

C. MEMBERS

Members of the PIP LAF are appointed by the PRI following an open invitation to the signatory body and key local stakeholders.

Target composition and tenure

- The forum will be comprised of majority of members from PRI signatories (min. 75% representing asset owners, investment managers and service providers) with capacity for additional stakeholders in order to include local perspective(s).
- Target composition is a c. 8 - 12 member forum.

- The forum should comprise individuals 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 2024 conference cycle will comprise the term for forum membership, which will commence in March 2024 and conclude in November 2024.

Appointing members

- Forum 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, majority of forum members should have experience of attending at least one previous PRI in Person conference (scope for a maximum of 4 participants who have not previously attended) and other industry events.
- Forum members are expected to have the intention to attend the PRI in Person event in Toronto in October 2024.
- The majority of members should be from Canada (min. 60%) with additional perspectives from wider Americas region.
- Ideal composition would also reflect diversity of representation in terms of size/AUM, longevity of PRI membership and level of RI advancement.
- Alongside the above criteria, the Executive will also aim at diversity of representation between the PRI in Person Local Action Forum (PIP LAF) and other PRI advisory committees.
- *Actual composition will be dependent on applications received.*

Decisions about the composition of the forum, 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 PIP LAF meetings.
- Keeping advisory forum members updated on PRI in Person programme development in between meetings as deemed necessary by PRI Executive, to support constructive dialogue in meetings.
- Developing materials for discussion by the PIP LAF.
- 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.

PRI in Person Local Action Forum (PIP LAF)

By accepting a role in an advisory forum, 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 action forum and the Executive has the authority to remove participants that do not abide by the agreed commitment levels.

Forum 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 and stakeholder ecosystem rather than solely the interests of their own organisation.
- Ensure their contributions to the forum 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.
- Commit to regular participation in meetings taking place March – November 2024, comprising at least the following activities (all meetings to be conducted virtually or in hybrid format):
 - March 2024, consultation on event objectives
 - April 2024, review of draft agenda
 - Approx. biweekly meetings from May – September 2024 (Attend at least two-thirds of regular meetings)
 - Attend a post-event meeting – or provide feedback to the PRI via email – to review the conference content and the action forum process in October 2024.
- Outreach and engagement with local/ regional responsible investment ecosystem, to galvanise action around the PRI Executive's identified policy objectives for the event
- Outreach and engagement with peers regarding PRI in Person, for example by inviting speakers to the conference, if agreed with the Executive
- Two forum members will be exceptionally asked to participate as ex-officio members on the SAF, and upon agreement to serve in this role, agree to make best efforts to attend the SAF meetings (of which there will be approx. four between April and October 2024) as representatives of the LAF.

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 PIP LAF 2024 is as follows:

Jan	Terms of reference reviewed and approved by COO Meeting frequency to be determined by Director, Americas and Head, Canada
Feb	Call for applications live (all signatories newsletter) Key non-signatory stakeholders invited to apply
March	Call for applications closes and members appointed Meeting: consultation on conference objectives
April	Meeting(s): draft agenda review
May – Sept	Work plan to be determined by Director, Americas and Head, Canada
Oct	Event attendance and post-event evaluation
Nov	Next steps, possible ongoing engagement

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. Forum 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 forum.

Diversity

The composition of the forum will aim to reflect the diversity of PRI signatories and the host region. This should encompass a sufficient mix of relevant skills, competence, geographical diversity and diversity of characteristics such as race and gender, to bring regional knowledge and a broad range of perspectives.

Confidentiality and data sharing

The theme of the forum, and membership of the forum will be available on the public website and/or the Collaboration Platform. By accepting these terms of reference, forum 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, forum 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 forum 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 forum, 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 PIP LAF, please contact: Katie Wheatley, Head of Canada, RI Ecosystems (katie.wheatley@unpri.org)

I. REVIEW TERMS OF REFERENCE

These terms of reference (TOR) build on the original TOR written and approved for the pilot initiative in 2023. The terms of reference will be reviewed annually after each conference.

Version No.	Approved by	Owner	Approved by date	Date last updated	Review date	Review frequency	Next review date
1.01		Head of Event Content		January 2024	January 2024	Annually after each conference	November 2024