

# Terms of Reference – PRI in Person Signatory Advisory Forum

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## 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 Signatory Advisory Forum (PIP SAF) will work to:

- Help shape the PIP 2024 conference agenda, advising on appeal across signatory categories and relevance to signatories' strategic priorities
- Ensure conference content remains aligned with event objectives and principles
- Provide input, advice, and insights to the PRI Executive on the substance and implementation of PRI in Person 2024 content, speakers, session formats and other related matters.

## C. MEMBERS

Members of the PIP SAF are appointed by the PRI following an open invitation to the signatory body.

### Target composition and tenure

- The forum will be comprised of a mix of individuals representing asset owner, investment manager and service provider signatories.
- Target composition is a c. 30-member forum.
- The forum 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 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 5 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 overall composition of the forum should include at least five representatives from each of the following regions (Americas, EMEA, APAC) and a diversity of representation in terms of size/AUM, longevity of PRI membership and level of RI advancement.
- Target composition to reflect signatory category make up of PRI 2023 attendees (min. 30% asset owners, approx. 50% investment managers, 20% service providers)
- Alongside the above criteria, the Executive will also aim at diversity of representation between the PRI in Person Signatory Advisory Forum (PIP SAF) and other PRI advisory committees.
- Actual composition will be dependent on applications received from signatories.

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 SAF 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 SAF.
- 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 Signatory Advisory Forum (PIP SAF)**

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 signatory group and the Executive has the authority to remove signatory 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 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.
- Participate in at least the following activities (all meetings to be conducted virtually):
  - Review of draft agenda in April 2024, either by joining an advisory forum meeting, or by providing feedback via email.
  - Attend at least two of three, but ideally all, check-in meetings in May to July 2024 to give feedback on agenda development, cross referencing the current agenda with its original principles and aims.
  - Attend a post-event meeting – or provide feedback via email to the PRI – to review the conference content and the advisory forum process in October 2024.
- Outreach and engagement with peers regarding PRI in Person, for example by inviting speakers to the conference, if agreed with the Executive.

### **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 SAF 2024 is as follows:

Jan	Terms of reference reviewed and approved by PRI Executive Team
Feb	Call for applications live (all signatories newsletter) 2023 PIP SAC members notified and invited to apply
March	Call for applications closes and members appointed
April	Meeting: draft agenda review
May - July	Check-in meetings on programme development
September	Option for final pre-event call if PRI executive deem beneficial
Oct	Event attendance and post-event evaluation

## 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 to the signatory being removed from the forum.

### Diversity

The composition of the forum will try to reflect the diversity of PRI signatories. 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 SAF, please contact Stephanie Pearce, Head of Event Content ([stephanie.pearce@unpri.org](mailto:stephanie.pearce@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.

<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
2.01		Head of Event Content		January 2024	January 2024	Annually after each conference	November 2024