

## QUEBEC NETWORK ADVISORY COMMITTEE TERMS OF REFERENCE

April 2024

### INTRODUCTION

The Principles for Responsible Investment (“PRI”) is a global organisation with an international base of investor signatories. The PRI’s objective is to advance the mission and the Principles for Responsible Investment (the “Principles”). 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. Signatories that are committed to implementing the Principles are one of the greatest strengths of the PRI. Advisory committees provide opportunities for signatories to convene, share knowledge and collaborate for change and impact.

Implementation of responsible investment is dependent on many factors. These can include local and regional factors, such as market structure, legislation, culture and geography, amongst others. The role of local or regional advisory committees is to provide guidance to the Canadian PRI Responsible Investment Ecosystems team (representing the “Executive” locally) on how best to drive the Principles, via investor support, tools, resources, collaboration, policy work and or events, for local or regional signatories.

It is the role of the PRI Board to set the PRI strategy, including the allocation of resources, and the responsibility of the PRI Executive to implement the strategy via a programme of work and activities it designs. PRI branded activities, for example local events or policy engagement, are driven by the PRI Executive and aligned with the PRI strategy, in consultation with the advisory committee.

Advisory committees advise the PRI Executive and are not part of the formal or legal governance of the PRI.

These terms of reference have been prepared in line [with the PRI Rules for Advisory Committees and Working Groups](#) (approved by the PRI Board in June 2015).

### OBJECTIVE

The objective of the PRI Quebec advisory committee is to help drive the Principles for Responsible Investment in the local market by:

- providing guidance to the Executive on how to best implement the PRI’s global strategy locally, within the resources allocated by the PRI Board;
- assisting with bringing together signatories for education, collaboration and implementation support on ESG issues;
- providing guidance to the Executive on how best to encourage local signatory participation on the PRI Collaborative Platform, its engagements, webinars and podcasts;
- guiding the Executive on issues and topics of specific interest to local signatories; and
- acting as ambassadors for the PRI for current and potential signatories.

The PRI Executive may, in consultation with the Advisory Committee, establish working groups to support the committee's objectives.

## **ADVISORY COMMITTEE MEMBERSHIP**

Membership is based on a number of factors. These may include proactive interest, expertise, history of activity in the relevant area, leadership in the responsible investment community, signatory jurisdiction and the diversity of the group. This necessary diversity encompasses a sufficient mix of relevant skills, competence, and diversity of perspectives. It may include but is not limited to diversity of geographical origin, ethnicity, language and culture, and also gender diversity.

Representatives from asset owner, investment manager and service provider signatories can serve on the committee. The Executive will be mindful of asset owner leadership, proportional representation of the regional signatory base and the balance of signatory participation in other PRI convened forums.

Members participate on a voluntary basis in their capacity as a representative of their respective organisations. However, it is understood their contribution is based on their knowledge and expertise rather than representing individual and/or commercial interests.

The PRI Executive will work with the advisory committee to define the selection criteria or guidance for committee membership. Final decisions on advisory committee (and working group) composition will be at the discretion of the Executive.

## **APPOINTMENT OF THE CHAIR**

The advisory committee chair will be selected on an annual basis at the start of the financial year. All committee members are entitled to nominate candidates for consideration.

The Executive establishes the selection criteria for this role, appoints the chair and will aim to balance skills, experience, continuity and diversity.

A chair can serve for a maximum of three consecutive one-year terms. If an existing committee member assumes the role of chair, this member's term will automatically reset to year zero, so that the new chair may serve for a maximum of two consecutive one-year terms in the new role, thus providing them additional time to maximize their impact, should they desire it. A chair who has served for two consecutive one-year terms will be eligible to be nominated for another term no sooner than twelve months after the end of those three consecutive terms as chair.

## **COMPOSITION AND APPOINTMENT**

The advisory committee will be composed of between five and ten members. Committee members are appointed for three consecutive one-year terms but have the option of stepping down at the end of each year.

A member who has served for three consecutive one-year terms will be eligible to nominate for another term no sooner than twelve months after the end of the final consecutive term. Committee members are expected to participate in a minimum of three meetings per year and are not permitted to appoint delegates to attend meetings in their absence.

If a member is absent for two consecutive meetings without a reasonable explanation, the Executive will consider this member as having resigned, and may appoint a new member in their place.

If a member steps down from the committee during their term, they may propose a suitable appropriate replacement from their organisation. If the replacing member does not demonstrate the skills or expertise required or the required level of commitment and engagement, then the Executive may ask that signatory to resign and invite other interested signatories to participate. If a member steps down from the committee towards the end of their organisation's term, then it is at the Executive's discretion whether to accept a replacement from their organisation for the rest of their term or whether to open the position up to other interested signatories.

The Executive and advisory committee will publicize membership opportunities as they arise, including the criteria or guidance for appointment of members, via relevant newsletters, signatory meetings and the PRI website. Appointments will remain open for a minimum of four weeks.

The Executive appoints the members and will aim to balance experience, continuity and diversity.

## **RESPONSIBILITIES**

### **Role of the Executive**

The PRI Executive is the custodian of the advisory committee and will coordinate and attend all advisory committee meetings and calls. The Executive will assess regularly, in consultation with the chair, the group's priorities, actions and composition, in line with the PRI's strategy and resources.

The tasks carried out by the Executive within the advisory committee include, but are not limited to, the following:

- provide regular updates to the advisory committee on the PRI's activities with aim of promoting specific resources or tools among PRI signatories in Quebec or to seek signatory feedback on issues or ideas being explored by the PRI;
- generate and discuss with the committee members ideas and opportunities for possible cross-country collaborations;
- work with the advisory committee to coordinate meetings, provide agendas, produce meeting minutes, outcomes, publications etc.;
- provide support in the form of background research and presentation slides to any advisory committee members who are speaking at events where the work of the PRI is mentioned;
- provide support in the form of background research and pitch material for advisory committee members who are undertaking outreach and engagement activities on behalf of the PRI; and
- communicate, with members of the advisory committee, to the wider signatory base the priorities and activities of the advisory committee.

### **Role of the chair**

The PRI Quebec advisory committee chair commits to dedicating sufficient time and resources to fulfil the responsibilities of the chair which include, but are not limited to the following:

- chair meetings of the advisory committee;
- provide the Executive with guidance; and
- work with the Executive to develop further opportunities for the signatory base as needed.

### **Role of the advisory committee members**

Advisory committee members are expected to act in an advisory role to the Executive. Members of the advisory committee agree to commit sufficient time to promoting and overseeing the priorities. Typical responsibilities may include, but are not limited to:

- a minimum of three conference calls/meetings per year, between one- and two-hours duration;
- regular guidance and feedback to the Executive on relevant issues, this may include providing advice and feedback on outputs such as publications and toolkits, events and outreach activities;
- voluntary speaking commitments on behalf of PRI. The Executive can provide support in the form of background research and presentation slides; and
- outreach and engagement with peers on behalf of PRI.

All advisory committee members are welcome to undertake additional work, for example, drafting documents if their schedules enable them to do so.

### **PRIORITIES**

The Executive will define, in consultation with the PRI Quebec advisory committee and the wider local signatory base, the annual key priorities for the committee, aligned with the PRI strategy.

### **REPORTING AND COMMUNICATION**

The PRI Quebec advisory committee composition is disclosed on the PRI signatory website, including the terms of reference, chair and members. The Executive and advisory committee will report to local signatories on the work undertaken by the advisory committee.

### **CODE OF CONDUCT AND COMMUNICATIONS**

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

### **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](#).

## **REVIEW TERMS OF REFERENCE**

The Executive will annually review the PRI Quebec Advisory Committee terms of reference.

## **CONTACT**

For more information about the PRI Quebec advisory committee, please contact Lilya Mincheva at [lilya.mincheva@unpri.org](mailto:lilya.mincheva@unpri.org).