

## PRI QUEBEC NETWORK ADVISORY COMMITTEE TERMS OF REFERENCE

January 2016

### INTRODUCTION

A PRI Network is a group of signatories from a country or region that work together to share best practice and knowledge for the implementation of the Principles and ESG issues into their investment practices. Networks are supported by the PRI Executive (Executive), which provides local /regional implementation support and acts as a convener for the Network. PRI Networks are not part of the formal or legal governance of PRI and they cannot speak on behalf of the PRI Initiative or signatories (whether individually or the signatory base as a whole).

A Network advisory committee (formerly known as “steering committee”) role is to provide high level guidance. An advisory committee can choose to establish working groups to focus on specific issues or areas of work. Both the advisory committee and working groups are part of the decision-making process of their respective local Network.

This 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).

#### These documents sets out:

- the PRI Quebec Network (Quebec Network) objectives;
- the Quebec Network advisory committee membership and appointment of members;
- the role of the Quebec Network advisory committee members and the Executive;
- the Quebec Network action plan and timelines;
- the reporting and communication requirements;
- the code of conduct, confidentiality and public communications protocol.

### OBJECTIVE

The objective of the Quebec Network is to bring together signatories to collaborate locally and assist the Executive in promoting responsible investment and the PRI within the local investment community. The Quebec Network advisory committee will develop a dedicated annual work plan in consultation with signatories and the Executive that is aligned with the [PRI strategic plan 2015-18](#). The advisory committee can delegate the work plan tasks to the Network working groups – Recruitment working group and Events working group. Each signatory group will have its own terms of reference.

### ADVISORY COMMITTEE MEMBERSHIP

The PRI Executive will work with the Quebec Network advisory committee to appoint the members based on their proactive interest, expertise, history of activity in the relevant area, leadership in the responsible investment community, jurisdiction and the diversity of the group.

Representatives from asset owner, investment manager and service provider signatories can serve on the committee. The Executive will be mindful of asset owner leadership and proportional representation of the signatory body is recommended. Final decisions on advisory committee composition will be at the discretion of the Executive.

The advisory committee should meet at least quarterly.

## APPOINTMENT OF MEMBERS

The advisory committee will be composed of 5 members, ideally. Committee members are appointed for one financial year and members are given the option, at the end of every financial year to step down or continue on in their role. The Executive will aim for approximately 20% turnover of members every two years, balancing the need for continuity. The balance of the advisory committee will be preserved to the greatest extent possible, with asset owners, investment managers and service providers proportionally represented. The maximum amount of time any signatory organisation can be part of an advisory committee is 5 years.

## APPOINTMENT OF THE CHAIR

The Network advisory committee chair will be selected on an annual basis at the start of the financial year. All members are entitled to submit their names for consideration and there is no limit to the number of re-submissions. The Executive appoints the chair and will aim to balance experience, continuity and diversity.

## ADVISORY COMMITTEE COMPOSITION (JANUARY 2016)

- Daniel Simard, Bâtirente, Chair of the Quebec Network
- Ioana Circo, Régime de Retraite de l'Université de Montréal
- Olivier Gamache, Groupe Investissement Responsable
- Stéphane Corriveau, AlphaFixe Capital Inc.
- Marc Natal, Montrusco Bolton Investments Inc.

## RESPONSIBILITIES

### Role of the executive

The Executive will be represented by a PRI staff member that will attend all committee meetings and calls. The Executive manages the productivity of the group and will assess regularly, together with the chair, the group's aims, work plan and composition, taking action if required, 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 members of the advisory committee on the PRI's activities with aim of promoting specific resources or tools among PRI signatories in Quebec or to seek signatories feedback on particular issues or ideas being explored by the PRI;
- Coordinate the communication between the PRI and Quebec Network advisory committee, ensuring regular reports back to the Executive and the PRI Board where applicable on the progress and any local challenges;

- 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 pitching material for advisory committee members who are undertaking outreach and engagement activities on behalf of the PRI.

### **Role of the chair**

The Quebec Network 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 and provide thought leadership to the advisory committee;
- Leading on the Quebec network goals;
- Provide the Executive with guidance and work with the Executive to develop further opportunities for the network 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 work programmes and local network. 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. The Executive can provide support in the form of background research and pitching material.

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

## **ACTION PLAN AND TIME LINE**

The Quebec Network advisory committee will develop a dedicated action plan with suggested time frames and milestones for the year, which is developed in consultation with local signatories and aligned to the [PRI strategic plan 2015-18](#). This work plan is agreed with the Executive before being presented to signatories. The plan's progress is evaluated on an ongoing basis.

## **REPORTING AND COMMUNICATION REQUIREMENTS**

The Quebec Network advisory committee composition is disclosed on the PRI signatory website, including the terms of reference, chair and members. The group will also report on progress and outcomes of the projects outlined in the network work plan in accordance with the specified milestones and timeframes of these projects. It is expected that the committee will provide activity updates on the PRI signatory website on a quarterly basis.

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

Signatories must refrain from using signatory forums for explicit commercial purposes and should focus on furthering the goals and 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 the signatory representative being removed from the committee.

No confidentiality arrangements have been put in place with the members of the Quebec network advisory committee at this stage, however, the Executive retains the right to ask all members to sign a non-disclosure agreement if it becomes appropriate.

The Executive is empowered to speak on behalf of the PRI Quebec Network advisory committee. For more information on the voice of the PRI see the [PRI Communications Policy](#).

## **CONTACT**

For more information about the Quebec Network advisory committee, please contact [Yulia.sofronova@unpri.org](mailto:Yulia.sofronova@unpri.org)