

TERMS OF REFERENCE

FRANCOPHONIE ADVISORY COMMITTEE

A. Introduction

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.

Since its inception, the PRI has used English as its main language. However, despite its limited resources, it has aimed to communicate with signatories and other investors in a variety of languages. This has been achieved primarily by progressively hiring network managers with local language capabilities in key markets, as well as by providing *ad hoc* translations of its material.

As the PRI grows, however, there are increasing expectations from signatories to provide more tools and services in other languages. Such expectations, of course, need to be balanced against PRI resource constraints and the number of signatories that would benefit from this.

With this in mind, and with the overall aim of providing consistent support to its global signatory base and of aiding future signatory growth in non-English speaking countries, the PRI has prioritised languages into which selected PRI materials will be translated on an ongoing basis. Prioritised languages have been further grouped into three tiers. French is included in the first tier as it is the native language of the largest non-English speaking group of PRI signatories.

Reflecting this prioritisation, the PRI is establishing a Francophonie Advisory Committee or “Comité consultatif de la Francophonie” (referred to herein as the “Francophonie Committee” or the “Committee”) to advise and guide the PRI Executive (the “Executive”) on the Francophonie Programme which is to include the translation of key PRI materials into French, the dissemination of these materials across relevant markets and the organisation of periodic French-speaking signatory events and webinars, as well as other activities and tools, if deemed appropriate.

B. Objectives

The Francophonie Programme is aimed at further promoting responsible investment within French-speaking countries, particularly among asset owners, by producing key PRI material in French and by organising activities specifically for its French-speaking signatories.

The purpose of establishing a Francophonie Committee is to help guide the Executive on the effective prioritisation and delivery of the Francophonie Programme referred to above, subject to the limitations imposed by PRI’s budget and other resource constraints. Such advice might

include guidance on building effective relationships with translators, suitable topics and speakers for Francophonie events, as well as more general support of PRI activities in Francophone countries.

For fiscal year 2018, and subject to budget approval, it is envisioned that the Francophonie Programme will encompass the following:

- French translations of PRI's annual report, quarterly newsletters and key investment practices material—especially those most relevant for asset owners;
- Translation of PRI's annual reporting framework (in French);
- A Francophonie signatory side-event at PRI in Person 2018 in San Francisco (also in French).
- Two webinars (in French) on specific responsible investment-related topics to be agreed.

Other activities may also be considered by the Committee, in place of one or both webinars, if they require similar levels of resourcing and are deemed more beneficial to the overall objectives of the Francophonie Programme. Future changes to the proposed services offered to Francophone signatories must be discussed with the Francophonie Committee, but are subject to final approval by the Executive.

C. Members

The Committee will work closely with designated members of the Executive, and will consist of PRI signatories supporting the provision of the Francophonie Programme referred to above.

In order for the Committee to represent the interests and needs of PRI's French-speaking signatory base, members are expected to be relatively senior members of their respective organisations. To ensure diversity of view, members will be chosen from several countries in which French is widely spoken, taking country size and signatory numbers into consideration.

Committee Composition

- [Daniel Simard, Bâtirente], Chair and up to five other Committee members.

Demographics and Diversity

- The Committee should reflect a balance of views from different Francophone countries; ideally, its membership should be comprised of:
 - two members drawn from signatories domiciled in France (based on signatory breadth);
 - one member from French-speaking Canada;
 - one member from another European country where French is widely spoken (to be kept open in the event that this position is not filled initially); and
 - one member from a French-speaking country in Africa (also to be kept open, if necessary).
- The Committee should include at least one female member.

Selection Criteria

- Committee members should be:
 - PRI signatories, preferably from asset owner organisations;
 - native or fluent French speakers;
 - relatively senior within their respective organisations; and
 - able to demonstrate a clear interest in promoting responsible investment in French-speaking countries.

Appointment Process

The Executive will publicise membership opportunities as they arise, including the criteria for appointment of members and timelines, via relevant newsletters and the PRI website. Appointments will remain open for a minimum of four weeks. The Executive will review applications. Final decisions on the composition of the Committee are at the discretion of the Executive. The balanced composition of the Committee will be preserved to the greatest extent possible when replacing outgoing members.

Committee members are not permitted to appoint delegates to attend meetings in their absence, given the expectation that meetings will be scheduled well in advance and the need for continuity.

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

Commitment Period

- Members are appointed for a term of up to three years, but will have the option of stepping down at the end of each year;
- To increase the opportunities for signatory participation, no member may serve on the Committee for more than one three-year period, unless subsequently appointed as Chair;
- If an existing (or prior serving) member is appointed as Chair, their maximum combined term as a member of the Committee is five years.

D. Responsibilities

PRI Executive

The PRI Executive commits to:

- Providing expertise from either internal or external sources, convening, facilitating and co-creating with signatories;
- Working with the Committee by coordinating meetings, providing agendas, producing meeting minutes, outcomes, publications etc.;

- Providing support in the form of background research and presentation slides to Committee members who are speaking at events at the request of the PRI Executive; and
- Providing support in the form of background research and pitching material to Committee members jointly undertaking outreach and engagement activities together with the PRI.

Francophonie Committee Chair

The Committee Chair commits to dedicating sufficient time and resources to fulfil his or her responsibilities. These include, but are not limited to:

- Chairing meetings;
- Advising the Executive regarding relevant Francophone Service-related insights; and
- Working with the Executive to provide leadership to the Committee, as needed.

Francophonie Committee members

Committee members are expected to act in an advisory role to the PRI Executive. Members of the Committee agree to commit sufficient time to help oversee the Francophonie initiative.

Responsibilities may include, but are not limited to:

- Attending three conference calls/meetings per year of between one and two hours duration;
- Providing periodic guidance/feedback to the Executive on relevant issues; these may include providing advice/feedback on draft agendas, work plans and/or speakers for proposed events;
- Undertaking voluntary speaking commitments on behalf of PRI, if requested by the Executive, for which the Executive will provide appropriate presentation slides and background material;
- Conducting outreach and engagement with peers on behalf of PRI, if requested by the Executive, for which the Executive will provide appropriate pitching material and support.

E. Action plan and time line

An action plan with suggested time frames and milestones will be established at the first Committee meeting of the year. The plan should be evaluated during the last meeting of the year.

F. Reporting requirements

Meeting minutes will be published to the signatory website once approved by the Committee Chair and the PRI Executive.

The Committee Terms of Reference will be published on the signatory website.

G. Code of conduct, confidentiality and public communications protocol

A Committee meeting should proceed only if a majority of members can attend, either in person or by telephone. In the event that any member positions are held open, a meeting should only take place if three Committee members are available.

- The proactive involvement of signatories is important to the success of the group. The Executive may terminate individual signatories' participation and invite other interested signatories to participate if the required level of commitment is not demonstrated.
- Signatories must refrain from using these forums for commercial purposes and should focus on furthering the goals and objectives of the initiative. Failure to meet these requirements may also lead the Executive to terminate signatory participation.

H. Contact

If you are interested in understanding more about the Francophonie Advisory Committee, please contact Marie Luchet at marie.luchet@unpri.org or on +33 683 989 353.