

LATIN AMERICA ADVISORY COMMITTEE (EX. BRAZIL) TERMS OF REFERENCE

A. Introduction

The PRI has been working on promoting responsible investment globally since 2016. Since its inception, the PRI has had a strong presence in Brazil. As of the end of 2017 the PRI counted around 50 signatories in Brazil alone. However, its growth in Spanish Speaking Latin America has been slower, with less than 10 signatories throughout the region for the same period.

In early 2018, the PRI and a number of members of the LatinSIF have joined forces to further grow and more effectively support the implementation of responsible investment in Spanish Speaking Latin America. The LatinSIF has agreed to wind up their organisation and most of its members have decided to join the PRI¹. This will ensure that PRI grow its membership in Spanish Speaking Latin America, thus enabling the PRI to recruit a local Network Manager in the region..

To ensure that both the experience of existing PRI signatories and the new ones from LatinSIF come together, the PRI is establishing a new Spanish Speaking Advisory Committee (the Committee). During a two year transitional period (from April 2018 to March 2020), this Committee will help the integration of the LatinSIF members and the PRI. After March 2020 PRI will reassess if the Committee is still needed.

B. Objectives

The Committee will have a key role in advising the PRI on how to succeed in further spreading and supporting responsible investment in the region. In particular, the Committee will advise the Network Manager on activities in the region, focused on signatory relationship, implementation support and signatory recruitment. In addition, the Committee will work on bringing together the strong experience of a number of LatinSIF in Latin America with the global breadth of the PRI. The Committee will advise the PRI Executive within the agreed strategy defined by the PRI Board.

C. Members

The Committee will include LatinSIF founding members who become PRI signatories and existing PRI signatories. This Committee will accept a maximum of 15 members. There will be a focus on applicants that are headquartered in Spanish Latin America, as well as asset owners and investment managers. A balance will be sought in terms of type of signatory and geographical origin.

Founding members of the LatinSIF will be able to join the Committee prior to joining the PRI, but will then need to do so within four months from the first Committee call.

¹ LatinSIF have agreed that the PRI will not be liable for any expense or liability of LatinSIF nor will LatinSIF be liable for any of the expenses incurred by PRI in taking on the LatinSIF mission.

The Committee would be open for application from existing signatories for a defined period. In fact, open positions (and opportunities to participate) will be advertised through PRI signatory newsletters and the PRI signatory website, for a minimum of four weeks. The Executive, will screen members based on Responsible Investment and Sustainability experience, investment industry exposure, and understanding of local markets.

The Executive, will work with the Committee to establish a Committee chair.

After March 2020 PRI will reassess if the committee is still needed, and if so, we will re-open applications to achieve a 80/20 ratio of investors vs SP.

D. Responsibilities

Responsibilities will include:

- Advice and support for events in the region run by local partners
- Advise on and review of translations
- Speaking on behalf of the Committee at local events
- Help in identifying key targets for PRI recruitment and support in outreach efforts
- Interacting with & coordinating further with the Programa de Inversion Responsable (PIR) in Peru.

PRI Executive

The PRI Executive commits to:

- Providing expertise from either internal or external sources, convening, facilitating and co-creating with signatories.
- Work with the advisory committee by coordinating meetings, providing agendas, producing 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.

Committee chair

The Committee chair commits to:

- Designate enough time to fulfil work stream / local network goals;
- Provide the Executive with guidance and working with the Executive to provide leadership to the Committee as needed.

Committee members

The Committee members are expected to act in an advisory role to the PRI Executive. Members of the Committee agree to commit sufficient time to promoting and advising on the work stream/local network.

Typical responsibilities may include, but are not limited to:

- A minimum of 3 conference calls/meetings per year, between 1-2 hours duration;
- Regular guidance/feedback to the Executive on relevant issues. This may include providing advice/feedback on outputs such as publications and toolkits;
- 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 the Committee members are welcome to undertake additional work, for example, drafting documents if their schedules enable them to do so.

By accepting a role on the Committee, the Chair or member confirm that they are able to allocate sufficient time to the role. 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 and invite other interested signatories to participate.

PRI Board

The PRI Board's responsibility is to guide and oversee the PRI Executive's work. The PRI Board oversees the constructive 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.

E. Action plan and time line

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

F. Reporting requirements

The group will report every quarter on the signatory website its activities.

G. Code of conduct, confidentiality and public communications protocol

NDA to be signed by all members, all matters discussed and defined are confidential and any external communication needs to be approved by the Committee and PRI executive.

H. Contact

If you are interested in understanding more about the Committee , please contact Lorenzo Saa, at lorenzo.saa@unpri.org.