

Terms of Reference – PRI in Person Local Action Forum

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 or authority.

Building on the success of this initiative, a second 'local' external advisory group was piloted in 2024, alongside a more formal approach to convening internal stakeholders.

For the 2025 event cycle, we will be replicating this stakeholder engagement structure for PRI in Person content development. This year, we will also seek feedback from interested members on PRI's convening activities at COP30 in Belém.

The three distinct advisory bodies are as follows:

- PIP Internal Advisory Group (PIP IAG)
- PIP Signatory Advisory Forum (PIP SAF)
- PIP Local Action Forum (PIP LAF)

These Terms of Reference ('**Terms**') define the purpose and structure PIP LAF. By participating in PIP LAF, members agree to abide by these Terms.

B. OBJECTIVES

The PIP Local Action Forum (PIP LAF) will work to:

- Help shape conference agenda, with particular focus on balance of globally and locally significant topics
- Ensure content is reflective and respectful of local context, including Indigenous rights, by providing input, advice and insights to the PRI executive on the substance and implementation of PRI in Person 2025 content, including speakers, session formats and other related matter
- Support on achievement of policy outcomes identified by the PRI executive
- Amplify reach and legacy of PIP 2025 by engaging local networks, and provide feedback on the PRI's COP30 convening activities where relevant.

C. MEMBERS

Members of the PIP LAF are appointed by the PRI following an open invitation to the signatory body and key local stakeholders.

Target composition and tenure

- The forum will be comprised of majority of members from PRI signatories (min. 75% representing asset owners, investment managers and service providers) with capacity for additional stakeholders in order to include local perspective(s).
- Target composition is a c. 12- 15 member forum.
- The forum should comprise individuals 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 2025 conference cycle will comprise the term for forum membership, which will commence in March 2025 and conclude in December 2025.

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 4 members 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 Sao Paulo in November 2025.
- The majority of members should be from Brazil (min. 60%) with additional perspectives from wider Americas region.
- Ideal composition would also reflect diversity of representation in terms of size/AUM, longevity of PRI membership and level of RI advancement.
- Alongside the above criteria, the Executive will also aim at diversity of representation between the PRI in Person Local Action Forum (PIP LAF) and other PRI advisory committees.
- *Actual composition will be dependent on applications received.*

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.

D. RESPONSIBILITIES

PRI Executive

The PRI Executive commits to:

- Convening, administering and chairing PIP LAF 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 LAF.
- 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 Local Action Forum (PIP LAF)

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 action forum and the Executive has the authority to remove members 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 and stakeholder ecosystem 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.
- Commit to regular participation in meetings taking place March – December 2025, comprising at least the following activities (all meetings to be conducted virtually or in hybrid format):
 - March 2025, launch meeting
 - April 2025, review of draft agenda
 - Monthly meetings, covering content development and support around policy priorities
 - Attend a post-event meeting – or provide feedback to the PRI via email – to review the conference content and the LAF process in November/ December 2025
- Outreach and engagement with local/ regional responsible investment ecosystem, to galvanise action around the PRI Executive's identified policy objectives for the event, as agreed with the Executive.
- Two forum members will be exceptionally asked to participate as ex-officio members on the SAF, and upon agreement to serve in this role, agree to make best efforts to attend the SAF meetings (of which there will be approx. five between March and October 2025) as representatives of the LAF.

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. 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 LAF 2025 is as follows:

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|----------------|--|
| Jan 2025 | Terms of reference reviewed and approved by PRI's Chief Marketing and External Affairs Officer |
| Feb 2025 | Call for applications live (all signatories newsletter and PRI website) Key non-signatory stakeholders invited to apply |
| March 2025 | Members appointed and launch meeting scheduled |
| April 2025 | Draft agenda review |
| May – Oct 2025 | Work plan to be determined by PRI Director, Americas and Head, Brazil |
| Nov 2025 | Event attendance |
| Dec 2025 | 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 the signatory being removed from the forum.

Diversity

The composition of the forum will aim to reflect the diversity of PRI signatories and the host region. This should ideally 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.

Material non-public information and competitively sensitive information

Members must never seek, discuss or exchange material non-public information or competitively sensitive information ('**CSI**') with other members, the PRI Executive or the PRI advisory groups. If a member inadvertently discovers information believed to be material non-public information or CSI by virtue of participating in PIP LAF, it should consult with their own legal counsel to determine the appropriate steps.

Confidentiality

The theme of the forum, and membership of the forum will be available on the public website and/or the Collaboration Platform. By participating in PIP LAF, 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.

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.

Data protection and privacy

Personal data of member contacts ('**Member Contacts**') will be used to support their involvement with PIP LAF as set out below:

- Member Contacts names and email addresses will be used to support their involvement with the Initiative and invite them to meetings;
- The PRI may record forum calls for internal purposes, such as note taking. 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;
- Some Member Contacts may have individual organisational policies that require the recording of all calls. All Member Contacts with such a requirement are expected to honour the same confidentiality and transparency commitments as detailed in these Terms;
- The PRI reserves the right to use trusted and secure artificial intelligence (AI) tools to facilitate note taking and summarising of meetings.

Further information about how PRI uses personal data and information about individuals' rights in relation to their data is set out in PRI's [Privacy Policy](#).

Personal data that members receive in connection with PIP LAF may only be used for the purposes of PIP LAF. Each member is an independent controller of personal data that it receives and is responsible for ensuring compliance with all applicable data protection laws when storing and processing personal data.

Important: Members should only provide business contact details and are responsible for ensuring that their contact details are accurate and kept up to date. Notification of updates to contact details should be made via Stephanie Pearce, Head of Event Content (stephanie.pearce@unpri.org).

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](#).

G. DISCLAIMERS

The PRI is committed to compliance with all applicable laws and does not seek, require or endorse individual or collective decision-making or action that is not in compliance with those laws. The scope of participation in this group is at the discretion of individual members and subject to all relevant laws, including competition and antitrust laws. This group facilitates the exchange of public information, but members must not share or exchange non-public, competitively sensitive information. Members must avoid coordination of strategic behaviour that impacts competition. They are encouraged to consult their own counsel as appropriate.

Each member's adherence to these Terms is subject to any client mandate and any legal, regulatory, fiduciary or other professional obligations that apply to them. In the event of any conflict between the members duties and these Terms, the member's duties will prevail. Each member retains their discretion to act independently in the best interests of their clients and beneficiaries.

H. CONTACT

If you are interested in understanding more about the PIP LAF, please contact: Stephanie Pearce, Head of Event Content (stephanie.pearce@unpri.org)

I. REVIEW TERMS OF REFERENCE

These Terms build on the original Terms of Reference written and approved for the pilot initiative in 2023. The Terms will be reviewed annually after each conference.

| Version No. | Approved by | Owner | Approved by date | Date last updated | Review date | Review frequency | Next review date |
|-------------|--|-----------------------|------------------|-------------------|-------------|--------------------------------|------------------|
| 1.01 | Esther Teeken, COO | Head of Event Content | Jan 2024 | Jan 2024 | Jan 2024 | Annually after each conference | Nov 2024 |
| 1.02 | Paul Van Eynde Chief Marketing and External Affairs Officer | Head of Event Content | Jan 2025 | Jan 2025 | Jan 2025 | Annually after each conference | December 2025 |