

# Principles for Responsible Investment Advisory Council (“PRIAC”) Code of Ethics

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This Code of Ethics constitutes rules made by the Directors of PRI Association pursuant to Article 41 of PRI Association’s Articles of Association.

## MISSION

1. Members of PRIAC (for the purposes of this document, this includes ex officio, elected, co-opted and appointed members, as well as their delegates) (“**PRIAC members**”) must at all times abide by and conform to the following Code of Ethics in their capacity as PRIAC members.
2. The purpose of PRIAC is to determine the strategic direction of the PRI Association (“**PRIA**”). All PRIAC members are expected to be champions and willing and able supporters of the PRI’s mission, being the advancement and implementation of the six “Principles of Responsible Investment”.
3. PRIAC members must commit to upholding the mission of PRIAC as set out in the memorandum of understanding between the UN Partners and PRIA, and the objects of PRIA as set out in its Articles of Association. PRIAC members must commit to complying with the administrative rules of PRIA made pursuant to Article 41 of its Articles of Association.

## CONFLICTS OF INTERESTS

4. Although every PRIAC member will come to PRIAC with his/her views informed by his/her experience and the broad regional, sectoral or organizational constituency in which he/she is or has been active, it is a fundamental principle of PRIAC that all its members are acting in their personal capacities and are in no way delegated to represent any group or organisation.
5. At the beginning of their terms on PRIAC, PRIAC members and their delegates shall disclose the following to the other PRIAC members any facts or circumstances, including any existing business interests or relationships (including shareholdings and loans) and any intentions to create or form such business interests or relationships, that constitute or would constitute an actual or potential material conflict of interest in regard to their role as PRIAC members or delegates, or that might reasonably be perceived by an outsider as constituting such, explicitly naming any other parties involved, and in particular any PRIAC member, PRIA, PRI Foundation or other entity controlled by them (as applicable). Disclosures should be expressed in such terms and contain sufficient information to enable the PRIAC members to determine whether a conflict is likely to occur in any particular instance, save where the PRIAC member is under a legal obligation to keep such information confidential, in which circumstances the PRIAC

member shall disclose information to the fullest extent permitted by law and shall withdraw from any meeting at which the item in respect of which he or she has a conflict of interest is to be discussed. Disclosures shall form part of the agenda for every PRIAC meeting, and the Chair of PRIAC shall ask for any new declarations of interest to be made known at the start of each PRIAC meeting.

6. Where a PRIAC member declares an interest in respect of an item to be discussed at a meeting or where a conflict of interest becomes apparent during the course of a meeting, the Chair of PRIAC may, at his or her discretion, ask that PRIAC member to withdraw from the meeting while that item is being discussed, and the PRIAC member shall take no part in the decision in respect of that item.
7. PRIAC members shall refrain from using PRIAC as a forum or medium for offering, promoting or selling to other PRIAC members any goods and/or services of the Signatory with which they are connected or their own goods and/or services or those of any other person.
8. PRIAC members should abstain from participating in, or aiming to influence discussions at, PRIAC meetings or other discussions between PRIAC members, and from participating in votes or decisions of PRIAC, pertaining to matters where their direct business concerns may be at play. 'Direct business concerns' shall be taken to include those of any Signatory with which they are connected or any other entity controlled, directly or indirectly, by such Signatory. This rule extends to any interaction (written or oral) with PRIAC members or their staff outside of official PRIAC meetings. It will be the role of the Chair of PRIAC to monitor and enforce this rule.
9. PRIAC members should abstain from personally profiting from any business undertaken by PRIA.
10. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of PRIA, such benefit must be merely incidental to the primary benefit to PRIA and its purposes.
11. PRIAC members shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property or any other item of value, from any person or entity as a direct or indirect inducement to provide special treatment to such person or entity with respect to matters pertaining to the PRI Initiative or PRIA without fully disclosing such items to PRIAC.
12. PRIAC members and any Signatory with which they are connected (and any entity controlled, directly or indirectly, by such Signatory) may only provide goods or services to PRIA in return for payment (whether in cash or otherwise) after full written disclosure to, and advance approval by, PRIAC and the board of directors of PRIA ("**PRIA Board**"), and pursuant to any related procedures adopted by the PRIA Board.

## **ETHICS COMMITTEE**

13. PRIAC will establish an Ethics Committee composed of (a) the Chair of PRIAC and (b) two additional Asset Owner elected members (as defined in PRIA's administrative rules) who shall be appointed to the Ethics Committee by a majority vote of PRIAC members. The Ethics Committee shall be in charge of enforcing this Code of Ethics.

## REMOVAL OF A PRIAC MEMBER

14. PRIAC members must report to the Chair of PRIAC or the Ethics Committee any behavior of another PRIAC member (“**Relevant Member**”) that they believe to be inappropriate, unethical or in breach of PRIA’s administrative rules or PRIA’s Articles of Association, or of this Code of Ethics, or threatening the PRI’s and/or PRIA’s good standing and reputation.
15. In the event that the Chair of PRIAC or another member of the Ethics Committee is the Relevant Member whose behaviour is under investigation, that individual shall be removed from the Ethics Committee for the duration of the investigation and shall be replaced by another PRIAC member.
16. If the Ethics Committee determines that a Relevant Member has breached this Code of Ethics, it may propose to PRIAC that the Relevant Member be removed from PRIAC.
17. Any disciplinary decision of PRIAC must be approved by a vote of a 2/3 majority of PRIAC members.
18. The Relevant Member will be allowed to present his or her case to PRIAC. The Relevant Member will then leave the room for the duration of the ensuing deliberation and vote.
19. The Ethics Committee may seek legal advice in relation to any reported behaviour or any action taken pursuant to paragraphs 14 to 18 of this Code of Ethics.

## CONFIDENTIALITY

20. PRIAC members shall treat all information and documents exchanged, disclosed or obtained in the context of PRIAC meetings or otherwise obtained as a result of their role as PRIAC members (including, but not limited to, all information and documents pertaining to matters of strategic importance in respect of PRIA) as confidential, save that a PRIAC member may disclose such information (i) to Directors, and (ii) to third parties with the prior consent of a majority of PRIAC members, and/or (iii) to third parties where in the reasonable opinion of that PRIAC member the disclosure would be in the interests of promoting the PRI Initiative and/or PRIA, provided that such third parties are made aware of the confidential nature of the information, as appropriate.

## GENERAL BEHAVIOUR GUIDELINES

21. PRIAC members shall adhere to the highest standards of ethical and responsible behaviour in carrying out their roles as PRIAC members and shall conduct themselves in a manner that does not bring PRIAC or PRIA into disrepute.
22. PRIAC dedicates itself to leading by example in serving the needs of PRIA and its members and also in representing the interests and ideals of the responsible investment space at large.
23. PRIAC members shall treat their colleagues, Signatories and PRIA staff with utmost courtesy.
24. PRIAC members shall ensure that the Signatories with which they are connected maintain their status as Signatories in good standing at all times.

## **DATA PROTECTION**

25. Any information disclosed by PRIAC members pursuant to paragraph 5 of this Code of Ethics about himself or herself or another individual shall be processed by PRIA in accordance with the data protection principles set out in the UK Data Protection Act 1998. Data will be held only to ensure PRIAC members act in the best interests of PRIA. In connection with this purpose, PRIAC members' information will not be made public but may be shared with or accessed by other PRIAC members and/or Directors of PRIA and their respective professional advisers. Please be aware that such other individuals may be located in countries outside the European Economic Area that do not have the same levels of protection for your personal data as in the United Kingdom. However, such individuals will only be provided with PRIAC member disclosures if they agree to keep such information confidential and secure and only use it for the above purpose.
26. PRIAC members naming a third party individual pursuant to paragraph 5 of this Code of Ethics shall ensure they have permission from that individual to pass personal data about him or her to PRIAC.