

PRI BOARD MEETING REPORT

The PRI Association Board had a conference call on 8 April 2015.

ATTENDANCE

The meeting was attended by the following representatives from the PRI Board, their designates and staff from the PRI Executive.

Board members present:	Designates in attendance:	PRI Executive in attendance:
Geeta Aiyer (Boston Common Asset Management)	Acyr Moreira (PREVI)	Mark Blair
David Atkin (Cbus)		Fiona Reynolds
Mark Chaloner (West Midlands Pension Fund)		Christopher Sperling
Priya Mathur (CalPERS)		
Colin Melvin (Hermes EOS)		
Niels Erik Petersen (Unipension)		
Gavin Power (UNGC)		
Daniel Simard (Batirente)		
Martin Skancke (Chair)		
Peter Webster (EIRIS)		
Eric Wetlaufer (CPPIB)		
Apologies:		
Renosi Mokate (GEPF)		
Luciane Ribeiro (Santander AM)		
Eric Usher (UNEP FI)		

The Chair welcomed everyone on the conference call to the first meeting of the newly constituted PRI Association Board (the 'Board').

Following the March 2015 meeting Luciane Ribeiro has decided to resign, due to time commitment issues, resulting in one vacant investment manager position on the Board. The Board discussed the merits of triggering a mid-term election to fill the vacant position, rather than wait for the annual election scheduled for September. The Board decided that it was important to have the full quota of investment manager representatives and to proceed with a mid-term election.

MANAGEMENT REPORT

Fiona Reynolds, Managing Director, updated the Board on the activities of the Executive.

The update focused on: 2015 submissions to the reporting framework; signatory fee collection; planning for PRI in Person 2015; and a proposed human resources structural review.

BUDGET

The 2015/16 budget, having been discussed in depth at the March 2015 meeting, was formally approved by the new Board.

COMPANY SECRETARY AND AUDITORS

Bristows LLP perform the company secretarial duties for the PRI, looking after the PRI's statutory filings, such as the annual return and registering new Directors at Companies House. Buzzacott LLP have been the PRI Association's auditors since incorporation in 2010. The performance of the external auditors will be reviewed by the Finance, Audit and Risk Committee over the forthcoming year.

BOARD COMMITTEES

The proposed Board committees:

- Ethics
- Finance, Audit and Risk
- Human Resources and Remuneration
- Signatory and Stakeholder Engagement
- Skills, Diversity and Elections

and members were approved by the Board. The terms of reference will be developed by each respective committee, for Board approval at the June meeting.

BOARD SKILLS SELF-ASSESSMENT

The Board undertook a light-touch skills self-assessment to inform the election process and communications. The Board agreed to encourage candidates with:

- previous/current Board experience;
- experience in investment markets outside of Europe/US, especially Asia; and
- demonstrated leadership within responsible investment/ ESG expertise.

ESTABLISHMENT OF A US ENTITY

The Executive presented advice to the Board on the status of the PRI in the US, that the PRI's US activities necessitate the creation of a permanent establishment. The Board discussed the advantages and disadvantages of three possible options:

1. Establishing a branch of PRI Association in the US.
2. Establishing a limited liability corporation (LLC), as a subsidiary of PRI Association, without 501(c) tax exempt status.
3. Establishing an LLC and applying for 501(c) tax exempt status with an independent governance structure.

The Board requested that the Executive seek further advice, following the questions raised during the call, and revert to the Board at the June meeting.

FUTURE MEETINGS

The next Board conference call will take place on 29 & 30 June 2015. In addition to regular agenda items, planned discussion points include:

- Establishment of a US entity
- PRI's strategic measures

- Rules, policies and terms of reference
- Rules for advisory committees and working groups
- Board self-assessment template and skills matrix
- Fiduciary duty project
- PRI in Person 2015
- Investor engagements work stream update