**E&S COMMITTEE**

Terms of Reference

## Objective

[Add an opening paragraph]

## Composition

The Environmental, and Social (E&S) Committee (“the Committee”) shall comprise a Chairperson (who will always be a member of the [Bank] senior management) and at least [NUMBER] other members of the [Bank]. The proposed initial composition of the Committee is:

* [Add members]

[Appointed Chair] shall be the Committee Chairperson in the first instance.

Other individuals may be co-opted or be in attendance as and when appropriate, including, for example, green finance, women’s economic empowerment, or other specialists, managers and staff from Bank, CDC or other organisations as appropriate.

## Responsibilities of the E&S Committee

The overall responsibility of the Committee is to monitor and oversee the implementation of corporate E&S / E&S objectives that have been defined by the Committee. The initial areas of focus for the Committee are outlined below and will be agreed, modified and expanded as appropriate over time so as to reflect Bank’s corporate priorities and objectives in relation to E&S performance. The Committee will annually develop a workplan of activities. The main elements of the initial workplan are summarized below:

* + Tracking the implementation status of the Environmental & Social (“E&S”) Action Plans agreed between Bank and its equity investors and lenders.
  + Enhancing the consistency and effectiveness of E&S risk management practices within Bank and, where appropriate, with its clients;
  + Development and oversight of key performance indicators (KPIs) around impact finance;
  + Oversight over the organisation’s global commitments to sustainability, E&S (including climate change) and responsible banking,
  + [add more – to be further discussed with CDC]

It is envisaged that this list will be refined, prioritized and detailed delivery schedules and timelines will be developed at the first Committee meeting, and that it will evolve over time reflecting practices and priorities within the Bank.

## Access to Information and Information flow to Board

Members of the Committee shall have access to E&S-related documentation, to visit Bank offices and client companies as appropriate and to talk to Bank staff as needed. The Chairperson of the E&S Committee will report to Bank’s senior management committee on key issues, recommendations and other matters. Bank shall provide administrative and other support to the Committee as required.

## Proceedings

* 1. **Convening meetings / Quorum / Term**
     1. The Committee shall determine the form and manner of its own proceedings. Bank will provide a secretariat [Add] and be responsible for the distribution of papers and minutes as needed.
     2. The Committee will meet initially on a [semi-annual] basis.).
     3. The quorum for a meeting of the Committee shall be [4] members of the Committee. The Chairperson will need to be in attendance to constitute a quorum. Participation by phone will be acceptable, but physical participation at Committee meetings will be required at least once a year by each member.
     4. The Committee will appoint a secretary from the Sustainability Department who will have responsibilities for setting meeting dates and arrangements (including circulation of agendas, meetings, recording minutes and other matters).
     5. Committee members may serve for a term of up to [5] years.
  2. **Participation of Other Persons**

The Committee may invite persons other than the members of the Committee to be present at any of its meetings.

## Minutes

Minutes of meetings shall be taken by the Committee secretary and shall be reviewed and approved by the members of the Committee for signature of the Chairperson.

## Reporting

The Chairperson or his/her representative (a senior management committee member) shall report back to the senior management committee on matters discussed and decisions taken, which fall within the ambit of the E&S Committee.

The agenda for each such senior management committee meeting shall provide an opportunity for the Chairperson of the Committee to report orally on any matter of importance discussed at the Committee meeting.