



# Investors Council

## Terms of Reference

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### I. Function

CEPI Investors (“Members of the Investors Council”) are legal entities contributing to the general fund of CEPI. The Investors form the CEPI Investors Council, which serves as a platform for engagement with other CEPI governance bodies. Investor Council communication shall not replace bilateral communication between Investors and CEPI when such is deemed appropriate, including as stipulated within bilateral Investor agreements.

The CEPI Investors Council will

- Receive regular updates from the CEPI Secretariat, and conversely have the ability to share information with CEPI and among themselves;
- Provide guidance to CEPI in areas relevant for management and oversight of CEPI activities, including tools necessary for monitoring progress and achievements;
- At each Investor’s own discretion, engage in resource mobilization efforts and make active outreach towards potential new partners to CEPI, assisted by the CEPI Secretariat;
- Select four members of the CEPI Investors Council to represent it and serve on the CEPI Board. Three seats on the Board are dedicated to Sovereign Investors and one seat for Foundation Investors.

### 2. Selection, composition and terms of engagement

All investors contributing to CEPI’s funding pool will be invited to join the CEPI Investors Council as members for the duration of their pledged commitment. There are accordingly no restrictions on either size or composition of the Investors Council. All Members of the Investors Council will be treated equally in terms of membership, rights and privileges, regardless of the size and length of financial commitment, unless specified otherwise in these Terms of Reference. Each member will be entitled to appoint one person (“Appointed Representative”) to represent them in the Investor Council and to vote on matters put to the Investor Council, and can designate other delegates as observers or alternates who can vote on their behalf in Investor Council meetings and teleconferences. An Investor is considered as a formal member when having accepted membership in writing. CEPI’s Policy for Managing Conflict of Interest applies to the Investors Council, and representatives of Investors Council members are required to complete a Declaration of Interest form before attending meetings or teleconferences. Investors are required to sign non-disclosure agreements (NDAs) in relation to Board papers and other confidential or commercial information. The Secretariat is responsible for keeping records of Declaration of Interest forms and NDAs.

### 3. Operational procedures

- Membership on the Investor Council is not for a fixed term but will vary according to the duration of the investor's pledged commitment. The CEPI Board shall be the governing body accepting investments from new legal entities contributing to CEPI and specify the term for the duration of their membership on the Investors Council, as specified in the Articles of Association.
- As a guiding principle and unless otherwise agreed, the Investors Council will normally recommend the Board to define duration of an Investors term on the Investors Council as follows: the start date by the date of a contract being signed and the end date as the number of years after the start date – defined by the number of budget years the commitment is spread over. If a contract has a date specifying when it enters into effect, this date shall be used as the start date. Using either definition, the first financial transaction to CEPI should be scheduled to take place no later than 12 months after the start date;
- Investors will at the end of the duration of their term be offered to a 6-month non-voting observer status on the Investors Council. This term may be extended further if decided by a 2/3 majority of the Investors Council;
- Investors that have made a public commitment to support CEPI, but not yet finalized a written agreement regarding such funding, will be invited to join the Investors Council in a non-voting observer capacity. Full membership will be granted following finalization of formal agreements with CEPI on the financial contribution, subject to considerations by the CEPI Board specified above;
- The CEPI Investors Council is self-governing, with an elected Chair and, if the Investors Council so chooses, a deputy Chair. The Chair is elected for a term of up to 2 years, and can be re-elected once. The Investors Council may however at any time during the term decide to change the Chair. The frequency of meetings shall be determined by the Investors Council but shall occur no less than annually, and preferably in advance of Board meetings;
- Decisions in the Investors Council shall be consensus-based, unless a vote is necessitated for which a majority vote of attending Members shall apply, with a double vote given to the Chair in case of a deadlock. If attending members do not constitute a majority of the entire member mass of the IC, the Chair may choose to allow non-attending Members to validate the decision by attending Members or conduct voting through a paper process. For decisions whereby special provisions apply, voting procedures are specified in these Terms of Reference. The deadlock clause does not apply for these provisions;
- The roles of the Investor Council in relation to other governing bodies of CEPI are specified in the CEPI Articles of Association;
- Teleconference between Investors Council members and the CEPI Secretariat will occur as appropriate;
- The CEPI Secretariat will provide administrative support to the Investors Council and maintain formal records of decisions and other documentation relevant for the operation of the Investors Council and CEPI governance as a whole, including maintaining the formal roster of Investors Council members and their Appointed Representatives. The CEPI Secretariat shall also circulate summaries of Investor Council meetings to all Investors Council members;
- The Secretariat shall inform the Investors Council about any instances or credible allegations of fraud/corruption on a timely basis;

- The Investors Council will be provided with the opportunity to address the Board at each Board meeting. The address can be made by delegation to Investor Council appointed Board Members or in writing through Board documents;
- The CEPI Investor Council shall receive Board documents at the same time as they are presented to the CEPI Board. Receipt of such Board documents are subject to the same rules and procedures as applied to CEPI Board Members. Failure to provide the required notice to the CEPI Investor Council does not invalidate the CEPI Board meeting;
- Sovereign and Foundation Investors are to decide who will represent them on the Board respectively. Investors shall vote on the Investors Council member as a legal entity. The selected legal entity will then choose the individual it would like to have serve on the Board without comment from the Investors Council, unless the chosen individual is not an official employee of that Investor. An Investor represented on the Board may choose to alternate the individual representing it on the Board during its term. To self-nominate for a seat on the Board, Investors have to be voting-members of the Investors Council at the time the Board seat is assumed. Decisions on Board membership shall require a majority in votes from members of the given constituency. In each constituency, this decision will require a majority of both the number of investors and the aggregate financial commitments.
- Investors Council appointed Board Members shall be guided by the rules and procedures applied to the CEPI Board as a whole, with the terms of Investor Council appointed Board Members and their rotation determined by the Investors Council as a whole;
- While the Investors Council may choose otherwise, the default term on the CEPI Board for Sovereign Investors Council appointed Board Members shall be 3 years. An Investor may be elected for a Board seat whose period exceeds that of the Investor's term on the Investors Council at the time of election. However, continued service on the board is conditional on the Investor being either an observer on the Investors Council or on the Investor replenishing its commitment – defined as the date of signing a new contract – for subsequent years before its term on the Investors Council ends;
- An individual representing an Investors Council Member cannot serve on the CEPI Board without being an official employee of that Investor, unless otherwise agreed by a 2/3 majority of Investors Council Members. An official employee is to be understood as an employee of a Government entity of that Sovereign Investor or an employee of that Foundation Investor. If no Investors self-nominate for a Board seat, the Investors Council may either i) collectively select an independent member or ii) designate to the Nominations and Compensations Committee to recommend a member for the term in question or iii) choose to leave the seat open. In such circumstances the duration of the term shall be decided by the Investors Council;
- The Investors Council will select who should occupy the Investor seats on the Board. The selection shall be conducted electronically. In making its selection, the Investors Council should maintain close collaboration with the Nominations and Compensation Committee with specific attention to competencies and rotation of Board Members;
- Any single investment proposal by the Chief Executive Officer to commit CEPI funds exceeding MUS\$100, shall be subject to the review and approval of the Investors Council before the final decision is made by the CEPI Board. Such approval shall require a majority in votes of Investors Council members, who also represents more than half of the aggregate financial commitments of the Investors Council.