

Administration Committee
Information Request RFI_IDBINV0001996
Minutes of the Decision
(Adopted by electronic means on December 23, 2021)

Committee Members: James Scriven, CEO and General Manager (Chairperson of the Committee); Orlando Ferreira, Chief Financial Officer, H. Rosemary Jeronimides, General Counsel; Rachel Robboy, Chief Risk Officer, Alexandre Meira de Rosa, Chief Strategy Officer, Gema Sacristán, Chief Investment Officer.

Secretary: Maria Valeria Zemborain, Lead Administration Officer.

Advisors: Peña, Sofia, Principal Advisor to the CEO; Todt de Azevedo, Luiz Gabriel, Environmental, Social and Governance Division Chief; Prada, Alejandro, Principal Advisor for Strategy and Corporate Affairs.

Review of an Information Denial

Background

1. On October 4, 2021, Mark Fodor (the “Requester”) requested IDB Invest to disclose *“the Terms of Reference for the consultant who prepared IDB Invest’s ‘GOOD PRACTICE NOTE FOR THE PRIVATE SECTOR: Addressing the Risks of Retaliation Against Project Stakeholders’”* (the “Request”).
2. The Transparency Hub acknowledged receipt of the Request on October 6, 2021, indicating the timeframe to provide a response to the Request, which was later extended on November 3, 2021.
3. On November 8, 2021, the Transparency Hub communicated to the Requester Management’s decision to deny the requested information, explaining that the terms of reference (“TORs”) form part of a contract with an individual consultant and such information is confidential pursuant to the Personal Information exception included in the Access to Information Policy (the “Policy”). In an effort to respond to the Request while preserving the confidentiality of the information, Management provided a summary of the relevant parts of the TORs.
4. On December 2, 2021, the Requester submitted a request for review of the information denial (the “Request for Review”) based on two grounds: (i) *Violation of the principle of Maximum Disclosure and wrong application of the exception related to “personal information” stated in the Access to Information Policy*, and (ii) *The information requested is of public interest*.
5. The Transparency Hub acknowledged receipt of the Request for Review on December 8, 2021, indicating the timeframe to provide a response to the Request for Review. Unless an extension is requested, the appeal must be decided by January 3, 2022.

Review of the Information Denial by the Administration Committee

6. In accordance with the Access to Information Policy Implementation Guidelines, the Administration Committee conducts first-stage reviews of information denials that do not relate to Board Records,

having the authority to uphold or reverse Management's Information Denials. In reaching its decision, the Administration Committee determines whether the Information Denial properly applied the provisions of the Policy. The decision must specify the reasoning of the Committee and in cases where the Administration Committee reverses an Information Denial, its response will include the requested information. The decision of the Administration Committee will be posted on IDB Invest external website.

7. In case the Administration Committee upholds Management's decision and denies the request for information, the requester may request a second-stage review of the Information Denial by the External Panel.

Administration Committee Discussion

8. Paragraph 58 of the Policy establishes the following Personal Information exception:

“Personal information is not subject to disclosure. IDB Invest maintains appropriate safeguards to respect and protect the privacy of its personnel and any individual, to protect the confidentiality of their personal information.”

For illustrative purposes and in a non-exhaustive manner, IDB Invest does not provide access to the following information: (i) personal information, including personal personnel records, medical information, and personal communications; and (ii) information relating to personnel appointments and selection processes, internal conflict resolution mechanisms, and investigations of allegations of staff misconduct.”

9. Management's denial of information is based on the reasoning that the requested TORs are part of a consultant's contract. IDB Invest hired the consultant under the Product and External Services Contractual (“PEC”) modality. A PEC consultant is part of IDB Invest's Complementary Workforce and as such, the contract with such consultant is part of the consultant's personnel record. The Personal Information exception included in the Access to Information Policy (the “Policy”) expressly includes personnel records as an example of information protected by such exception. The confidentiality owed to the contract would then extend to its annexes, including the TORs.
10. Terms of reference are solicitation documents prepared by IDB Invest to provide specific details on the technical requirements for the various goods or services to be furnished or works to be carried out as results of a particular procurement or hiring process. Terms of reference generally pre-date the contract and do not normally contain personal information of any individual who is hired to deliver the services described therein.
11. The requested TORs, while they are part of a personnel record, were prepared prior to becoming a personnel record and serve the purpose of engaging experts who may potentially carry out the activities described in them through a procurement process.

Decision of the Administration Committee

12. The Administration Committee considers that the requested TORs were prepared prior to becoming a personnel record, the objective of such TORs was to engage with experts who may potentially carry out the activities described in such TORs, and they do not contain confidential information. For these reasons, the Administration Committee reverses Management's denial of access to the requested information.
13. The Administration Committee instructs Management to make the requested document available to the Public as Attachment to the present Minutes and to provide a response to the Requester including a link to this decision.

Attachment - Requested Document



Terms of Reference For PEC consultancies at IDB Invest

Environmental, Social and Governance Consultancy Reprisals Consultant

Background: In recent years, there has been a reported increase of reprisals against individuals and organizations globally that voice criticism and/or complaints about projects, particularly in the Latin American context. Every individual or group has the right to voice criticism or file complaints related to projects without threats to their safety or a fear of retaliation, and for this reason, IDB Invest is seeking assistance from an external specialist to develop a set of internal and external guidance materials to assist both IDB staff and IDB Invest clients in the private sector on how to appropriately manage and respond to suspected retaliation towards external stakeholders.

The Team: The Inter-American Investment Corporation (IDB Invest), a member of the Inter-American Development Bank (IDB) Group, is a multilateral organization based in Washington, D.C., that is committed to the development of Latin America and the Caribbean through the private sector.

What you'll do: The overall objectives of the Independent Consultant include developing material that focuses on the following:

- building capacity in the assessment of risks of reprisals aimed to guide IDB Invest and clients; and
- building capacity to respond to allegations of reprisals aimed to guide IDB Invest and clients.

Specific tasks: The Consultant shall base their work on a review of current best practices and ongoing efforts to develop responses to risks of reprisals at human rights mechanisms, multilateral and bilateral development finance institutions and their independent accountability mechanisms, civil society organizations and other relevant actors, and the project and final products will be guided by a series of questions to be developed by the Consultant. The Consultant will also be given access to key staff at IDB Invest and select clients (to be identified together with IDB Invest).

Specific tasks: The consultant shall prepare the following three separate documents in English that seek to:

- Increase IDB Invest staff capacity to assess and address risks of reprisals as part of the Bank's due diligence processes;
- Increase IDB Invest clients' awareness of risks of reprisals and how to best assess and address these in the context of IDB Invest-financed projects; and



Terms of Reference
For PEC consultancies at IDB Invest

- Increase IDB Invest staff capacity to address reprisals by developing an internal “options-protocol” for how to respond to allegations of reprisals (cf. EBRD internal procedure on responding to reprisals).

Deliverables: The consultancy work is proposed for the period from December 2, 2019 to May 29, 2020.

During this period, the principal work (research, including desk-based and interviews, and drafting) will be undertaken in December 2019 through March 2020. The draft documents will be submitted for IDB Invest review by March 30, 2020. Subsequently, IDB Invest will review and provide comments to the documents. The Consultant shall submit the final documents by May 29, 2020.

Payment timeline: Payment will be executed as follows:

- 30% upon signature of contract
- 30% upon delivery of draft documents for IDB Invest review
- 40% upon delivery of final documents

Travel is not expected.

Skills you'll need:

Education: Social related Master's Degree (Indigenous or human rights)

Experience: Background in human rights and 5 years of experience in developing policies to better assess and address risks of reprisals against project stakeholders, complainants and other cooperating persons.

Languages: Fluency in English

Opportunity Summary:

- Type of contract and modality: Products and External Services (PEC) Consultant
- Length of contract: 50 working days in 6 months
- Starting date: December 2019
- Location: International
- Responsible person: Environmental, Social and Governance Division Chief
- Requirements: Have no family members currently working at the IDB Group.



Terms of Reference
For PEC consultancies at IDB Invest

Our culture: Working with us you will be surrounded by a diverse group of people who have years of experience in all types of private investment development fields, including infrastructure and energy, corporates, financial institutions, financial and non-financial products and services, gender and diversity, communications and much more.

About us: IDB Invest, a member of the Inter-American Development Bank (IDB) Group, is a multilateral organization, committed to the development of the private sector of Latin America and the Caribbean by financing loans, equity investments, and guarantees. In addition, IDB Invest partners with clients to provide advisory and training services.

Payment and Conditions: Compensation will be determined in accordance with Bank's policies and procedures. The Bank, pursuant to applicable policies, may contribute toward travel and moving expenses. In addition, candidates must be citizens of an IDB member country.

Diversity: The Bank is committed to diversity and inclusion and to providing equal opportunities to all candidates. We embrace diversity on the basis of gender, age, education, national origin, ethnic origin, race, disability, sexual orientation, and religion. We encourage women, Afro-descendants and persons of indigenous origins to apply.