



OPERATING RULES OF THE OECD NATIONAL CONTACT POINT FOR RESPONSIBLE BUSINESS CONDUCT IN PERU

1. AIM

This document regulates the operation of the Organization for Economic Cooperation and Development (OECD) National Point of Contact for Responsible Business Conduct in Peru (NCP-RBC), which is located in the Functional Unit for Responsible Business Conduct of the Private Investment Promotion Agency of Peru - PROINVERSIÓN. The NCP-RBC was established on July 1st, 2009 by PROINVERSIÓN Steering Council Agreement N° 294-01-2009 and modified by PROINVERSIÓN Steering Council Agreement N° 146-3-2024-CD of September 6th, 2024.

The operating rules aim to establish in greater detail the functions of the NCP-RBC in order to promote the effective operation of the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct (Guidelines) and to indicate the manner in which the NCP-RBC develops and maintains relations with representatives of the business sector, workers' organizations, non-governmental organizations and civil society in general.

2. SCOPE

These rules apply to public officials that carry out activities of the OECD National Contact Point for Responsible Business Conduct in Peru.

3. OPERATING RULES

3.1 The actions of the NCP-RBC will be governed in accordance with the provisions of the Guidelines, related instruments issued by the OECD, as well as the provisions of this document and those provisions issued specifically in relation to the activities under the responsibility of the NCP-RBC.

3.2 In carrying out its functions, the NCP-RBC will seek to differentiate its actions from those carried out by the entity in which it is located.

Location and Conformation

3.3 The NCP-RBC is located in the Functional Unit for Responsible Business Conduct of PROINVERSIÓN. The Highest Authority is the Director of the Investor Services Division of PROINVERSIÓN and the Technical Secretariat is in charge of the Functional Unit for Responsible Business Conduct.

3.4 The Coordinator of the Functional Unit for Responsible Business Conduct will act as Technical Secretary of the NCP-RBC.

Functions

3.5 The main functions of the NCP-RBC are:

3.5.1 Promote awareness and adoption of the Guidelines, as well as other related instruments among government entities and agencies, the business sector, workers' organizations, non-governmental organizations and civil society at large; including responses to consultations.



- 3.5.2 Contribute to the resolution of issues arising in relation to the implementation of the Guidelines in specific instances.

In addition, where appropriate and in coordination with relevant government entities, NCPs-RBC may also provide support to their governments' efforts to develop, implement and foster coherence of public policies to promote responsible business conduct.

Fundamental criteria for functional equivalence in the activities of the NCP-RBC

3.6 The criteria that will govern the activities carried out by the NCP-RBC are:

- 3.6.1 **Visibility:** The role of the NCP-RBC and the availability of associated mechanisms should be communicated to the general public. The NCP-RBC should also play an active role in promoting the Guidelines.
- 3.6.2 **Accessibility:** easy access to NCP-RBC services must be provided and specific instances handled in an efficient and timely manner.
- 3.6.3 **Transparency:** The NCP-RBC must be transparent in all the activities it carries out, taking into account the need for confidentiality in order to offer good offices in the development of specific instances.
- 3.6.4 **Accountability:** The NCP-RBC should be accountable in order to maintain stakeholder confidence and promote the public profile of the Guidelines.
- 3.6.5 **Impartial and equitable:** Governments should organize their NCPs-RBCs in a way that allows them to act and be perceived in such a way as to maintain the continued trust of stakeholders, parties involved in specific instances, and the general public. NCPs-RBCs should also seek to ensure, particularly through clear and accessible procedures for handling cases, that parties can participate in the process on fair and equitable terms.
- 3.6.6 **Predictable:** The NCP-RBCs, as part of their activities, will provide the public with clear and public information about their functions and the procedures they follow to fulfill their responsibilities, particularly in the resolution of specific instances.
- 3.6.7 **Compatible with the Guidelines:** The NCP-RBCs will operate in a manner compatible with the Guidelines

Functions of the Highest Authority of the NCP-RBC

3.7 The following are the functions of the Highest Authority of the NCP-RBC:

- 3.7.1 Supervise the Technical Secretariat, in particular, to approve the final versions of the reports related to the specific instances and the promotional plans on responsible business conduct, as well as the Annual Report to the Congress of the Republic of Peru.
- 3.7.2 Approve the specific guidelines for carrying out the functions of the NCP, as proposed by the Technical Secretariat.
- 3.7.3 Modify the structure of the NCP-RBC, at the proposal of the Technical Secretariat, including the designation, incorporation or withdrawal of new members of the NCP-RBC support groups.
- 3.7.4 The highest authority may request the support of the Technical Secretariat in carrying out these functions.

Functions of the Technical Secretariat of the NCP-RBC



3.8 The functions of the Technical Secretariat are, by way of example, the following:

- 3.8.1 Promote and disseminate the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct, the OECD Due Diligence guidance and related instruments within government and among stakeholders ;
- 3.8.2 Coordinate actions with the private sector and civil society in general to promote the implementation of the Guidelines, responsible business conduct and risk-based due diligence;
- 3.8.3 Monitor and promote coordination between entities regarding policies linked to the standards of responsible business conduct established in the Guidelines and related instruments;
- 3.8.4 Monitor developments on the topic of responsible business conduct and due diligence in international negotiations and forums in which the Investor Services Directorate participates;
- 3.8.5 Facilitate dialogue between multinational companies and various civil society actors, in particular through the mechanism of specific bodies;
- 3.8.6 Propose to the Highest Authority of the NCP-RBC the appointment, incorporation and retirement of the members of the NCP-RBC support groups.
- 3.8.7 Provide information on the specific process of the specific instance and facilitate good offices upon request;
- 3.8.8 Respond to queries on issues related to the NCP-RBC and the Guidelines;
- 3.8.9 Evaluate possible synergies or recommendations in the promotion of the Guidelines and related topics, as well as convene periodic meetings with public and private sector stakeholders.
- 3.8.10 Represent the NCP-RBC in meetings, forums, or activities developed at national or international level, which fall within the scope of the functions of the NCP-RBC, whether these are organized by the NCP, the OECD or by third parties.
- 3.8.11 Participate in joint peer learning activities and, where possible, participate in peer-led thematic reviews.
- 3.8.12 Participate, representing the NCP-RBC, in the meetings of the WPRBC, the National Contact Point Networks, and other forums that are enabled for this purpose;
- 3.8.13 Safeguard the documentation related to the activities of the NCP-RBC;
- 3.8.14 Carry out all other functions corresponding to the NCP-RBC established in the Guidelines, in the OECD Recommendation on the role of government in promoting Responsible Business Conduct and other instruments issued related to the role of the NCP-RBC.

NCP Support Groups

Intergovernmental Working Group

3.9 The Intergovernmental Working Group is composed of representatives of public entities, who, due to their specific experience in issues related to responsible business conduct and the Guidelines, provide support to the NCP. The Technical Secretariat, upon approval by the Highest Authority, will invite representatives of the chosen entities to participate in this support group.

a) About the members:

- The Intergovernmental Working Group will be composed of representatives of public entities.



- Each entity will have a main representative and an alternate representative.
 - Validity: One (1) year and may be renewed for one or more new period(s), as many times as necessary.
 - The reasons for removal of members are as follows:
 - due to the end of his/her duties in the entity he/she represents,
 - consecutive absence from more than 2 meetings,
- b) Frequency of meetings: Ordinary meetings will be held at least quarterly. The Technical Secretariat may also call extraordinary meetings when it deems necessary.
- c) Calls, agenda and documentation:
- Ordinary meetings shall be convened, in writing, by the Technical Secretariat at least seven (07) calendar days before the date of the meeting, except for extraordinary meetings. When the call is made, the planned agenda shall also be circulated and, where applicable, the documentation supporting each item on the agenda shall also be sent.
 - Extraordinary meetings will be called, in writing, by the Technical Secretariat at least one (1) calendar day before the meeting date, indicating the reason and urgency of the call.
 - Members may propose discussion points to the Working Group to be addressed at the meetings, through the Technical Secretariat.
 - The agreements of each meeting must be recorded in minutes. To this end, the Technical Secretariat provides support for their preparation.
- d) Decision-making in the Working Group will be carried out by simple majority. If required, the deciding vote will be cast by the Technical Secretary of the NCP-RBC.
- e) Role of the NCP in meetings: The Technical Secretariat of the NCP-RBC chairs the meetings. In addition, it is responsible for keeping the minutes of the meetings and following up on what has been agreed. The Technical Secretariat will inform the Highest Authority about the meetings held.
- f) Working mechanisms: The members of the Working Group will issue their opinions, recommendations and reports during the regular and/or extraordinary meetings. However, the Technical Secretariat of the NCP-RBC may consult the experts, in accordance with its areas of competence. The opinions, recommendations and reports of the members of the Intergovernmental Working Group will not be considered as having been made by the NCP-RBC.
- g) The participation of representatives of the entities as part of this support group is not remunerated.

3.10 The Intergovernmental Working Group has the following responsibilities:

- 3.10.1 Provide support to the NCP -RBC, mainly during the development of specific instances that arise, and in which it is necessary to have its technical-specialized opinion.



- 3.10.2 Propose activities for the NCP-RBC Promotional Plan, or propose specific actions for its implementation. The NCP will consult with the Intergovernmental Working Group, in order to complement the aforementioned Plan.
 - 3.10.3 Provide general support for the promotion and dissemination of the Guidelines, the OECD Due Diligence Guidance and sectoral guides, as well as other related instruments, in their respective areas of work and sectoral activity. They are also expected to actively participate in the actions planned within the framework of the NCP-RBC Promotion Plan.
 - 3.10.4 Support NCP-RBC coordination, cooperation and policy coherence on issues of responsible business conduct for the exchange of information, providing mutual support when necessary.
- 3.11 The NCP-RBC will meet with the Intergovernmental Working Group at least quarterly, not including meetings related to Specific Instances, in order to coordinate activities, share experiences or inform each other on aspects related to the Guidelines or Responsible Business Conduct.

Key Actors Group (stakeholders):

- a) About the members:
 - The Key Stakeholders Group will be composed of representatives of civil society (business sector, trade unions, non-governmental organizations - NGOs , academia and indigenous organizations). It may also appoint a government entity as an observer.
 - Validity: Except as provided in the grounds for removal of members, the term of permanence in the Working Group may be one (1) year and may be renewed for one or more new period(s), as many times as necessary.
 - The reasons for removal of members are as follows:
 - due to the end of his/her duties in the organization he/she represents,
 - consecutive absence from more than 2 meetings,
 - communication of the organization.
- b) Frequency of meetings: Ordinary meetings will be held at least twice a year. Extraordinary meetings may be convened when the NCP-RBC deems it necessary.
- c) Calls, agenda and documentation:
 - Ordinary meetings will be convened, in writing, by the Technical Secretariat of the NCP-RBC at least fifteen (15) calendar days before the meeting date. When the meeting is convened, the planned agenda will also be circulated and, where applicable, the documentation supporting each agenda item will also be sent.
 - Extraordinary meetings will be called, in writing, by the Technical Secretariat of the NCP-RBC at least one (1) calendar day before the meeting date, indicating the reason for the call.
 - Members may propose discussion points to be addressed at the meetings. Their request will be circulated through the Technical Secretariat for inclusion in the agenda.
 - The agreements of each meeting must be recorded in minutes. To this end, the Technical Secretariat provides support for their preparation.



- d) Decision-making in the Working Group will be carried out by simple majority. If required, the deciding vote will be cast by the Technical Secretary of the NCP-RBC.
- e) Role of the NCP in meetings: The Technical Secretariat of the NCP-RBC chairs the meetings. In addition, it is responsible for keeping the minutes of the meetings and following up on what has been agreed. The Technical Secretariat will inform the Highest Authority about the meetings held.
- f) Working mechanisms: The members of the Group will issue their opinions, recommendations and reports during the ordinary and/or extraordinary meetings. However, the Technical Secretariat of the NCP-RBC may consult the members, in accordance with the organization's specialization in the field of responsible business conduct. The opinions, recommendations and reports of the members of the Key Stakeholders Group will not be considered as having been made by the NCP-RBC.
- g) The participation of representatives of organizations in this support group is unpaid.

3.12 The following are the responsibilities of the Key Actors Group:

- 3.12.1 Propose activities for the NCP-RBC Promotion Plan, or propose specific actions for its implementation. The NCP-RBC will consult with the Key Actors Group, in order to approve the aforementioned Plan.
- 3.12.2 Provide general support for the promotion and dissemination of the Guidelines, the OECD Due Diligence Guidance and sectoral guides, as well as other related instruments, in their respective areas of work and sectoral activity.
- 3.12.3 Actively participate in the actions planned within the framework of the NCP-RBC Promotion Plan.

Conflict of Interest

3.13 NCP-RBC members must abstain from intervening in specific instances where their personal, work-related, economic or financial interests may be in conflict with the fulfillment of their duties as members of the NCP-RBC. A conflict of interest will be considered to exist in the following cases:

- 3.13.1 If you are a spouse, cohabitant, relative within the fourth degree of consanguinity or second degree of affinity, with any of the parties involved in the specific instance or with their representatives, agents, or with the administrators of their companies.
- 3.13.2 If you personally, or your spouse, partner or any relative within the fourth degree of consanguinity or second degree of affinity, have an interest in the matter in question or in another similar matter, the resolution of which may influence the situation of that person.
- 3.13.3 When there is a close friendship, manifest enmity or objective conflict of interest with any of the parties involved in the specific instance, which becomes evident through attitudes or facts evident in the procedure.
- 3.13.4 When you have or have had in the last twelve (12) months, a relationship of service or subordination with any of the parties involved in the specific instance or third parties directly interested in the matter, or if you have a business



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agreement in the works with any of the parties, even if it does not materialize later.

- 3.14 Additionally, the members of the NCP-RBC must refrain from intervening in specific instances, when they have overseen or participated in the evaluation for the approval of any benefit linked to PROINVERSIÓN'S private investment facilitation mechanisms, in favor of any of the parties involved.