

PACIFIC RESILIENCE FACILITY (PRF)
CALL FOR INDEPENDENT BOARD DIRECTORS
REQUEST FOR EXPRESSIONS OF INTEREST

6 May 2026

A. Objective

1. The Pacific Islands Forum Secretariat (**PIFS**) is seeking Expressions of Interest (**EOI**) from suitably qualified candidates for consideration to be Directors in the Pacific Resilience Facility (**PRF**) inaugural Board of Directors (**Board**).

B. Scope

2. This EOI process sets out the framework, procedures, and criteria governing the application requirements, nomination, evaluation, identification, recommendation, selection, and formal appointment of Directors to the PRF Board. The process has co-designed with Forum Members to ensure that the appointment of Directors is conducted in an open, transparent, and merit-based manner.

C. Director Role

3. Candidates will be expected as Directors to serve in their personal capacity and will be expected to prepare for and attend Board Meetings, and to be available to support the PRF Council and Chief Executive Officer (**CEO**).
4. The frequency of PRF Board meetings shall be no less than four (4) meetings each year, two (2) of which will be held at the PRF Headquarters in Tonga. Board Members may also be expected to attend Board Committee meetings if appointed to a Board Committee. There are three (3) Board Committees (Investment, Audit and Risk, Programming Quality).
5. Remuneration will be no greater than USD \$20,000 per year plus reasonable expenses as guided in the document package.

D. Document Package

6. This EOI contains the following document package to guide Candidate EOI submissions:
 - a. Background for Candidates
 - b. Expression of Interest Process
 - c. Candidate Requirements
 - d. Candidate EvaluationSchedule 1 – PRF Governance Structure
Schedule 2 – Directorship Details
Schedule 3 – Conflict of Interest Form

E. EOI Submission

7. Candidate EOIs must be submitted by **11.59pm Fiji Time, Sunday, 31 May 2026**.

PART 1

BACKGROUND FOR CANDIDATES

A. Brief Background

1. The Pacific Resilience Facility (**PRF**) is a Pacific Islands Forum (**Forum** or **PIF**) Leader-led initiative and is a cross-cutting theme in the 2050 Strategy for the Blue Pacific Continent. It is the first Pacific-led, managed, owned, transformative regional climate and disaster resilience financing facility, dedicated to serve communities and is also the first International Financial Institution to be collectively owned by Forum Member Governments.
2. The purpose of the PRF is to build climate and disaster resilience by providing financial support for climate adaptation and mitigation, disaster preparedness and response, nature-based solutions, loss and damage. The PRF will also focus on capacity building, institutional strengthening and resilience aspects of the UN Sustainable Development Goals.
3. The *Agreement to Establish the Pacific Resilience Facility* (**PRF Treaty**) entered into force on 6 May 2026. The PRF Council is the governing body of the PRF and consists of Forum Economic Ministers. The Council will appoint the Board.
4. The PRF Head Quarter is in Nuku'alofa, Tonga. The PRF will transition under the PIF Secretariat (**PIFS**) and will co-locate with a satellite office at the PIFS campus in Suva, Fiji. The PRF will also have national co-ordination desks in Forum Member Countries.
5. Candidates may refer to **Schedule 1** for further details on the PRF as follows:
 - a. Legal Establishment
 - b. Governing Structure
 - c. Operational Team
6. Additional details regarding the PRF are available in the Capitalisation Memorandum Booklet at <https://forumsec.org/publications/report-pacific-resilience-facility-capitalisation-memorandum-booklet>.

PART 2

EXPRESSION OF INTEREST PROCESS

A. Call for Expressions of Interest

1. The PRF is calling for Expressions of Interest (**EOI**) for the inaugural Directors for the PRF Board. The process of seeking suitably qualified Directors will be managed independently by KPMG to administer and conduct the Board search process which has been co-designed by Forum Members.

B. Confidentiality

2. All information provided by candidates in connection with the EOI process must be treated as confidential and will be disclosed only to KPMG, and in accordance with the process below to the PRF PIFS and PRF legal advisors, then to the Office of the PIF Secretary General for conveyance to the PRF Council. Disclosures will be kept to a minimum of staff who administer the process. Information provided will only be used for the purposes of this EOI process. Candidates' private information will be protected as appropriate.

C. Search for Candidates

3. The search for candidates will be advertised by KPMG through appropriate channels, regionally and internationally, for 20 calendar days. The search aims to attract Pacific and international candidates to ensure a robust range of quality candidates.

D. External Search

4. KPMG may also independently source potential candidates for Directors. If the identified candidates wish to be considered for a Director role, they must submit an EOI and will be assessed with all the other candidates and nominees.

E. Modality of Application

5. All EOI submissions from candidates must consist of the following:
 - a. **EOI Letter** (Outlining why the candidate would be suitable as a Board Director for PRF addressing the selection criteria below).
 - b. **Resume** (No more than five (5) pages, setting out relevant qualifications, professional experience, and governance record).
 - c. **Name and Contact Details of Three (3) Referees** (with permission to contact these people).
 - d. **Conflict of Interest Disclosure Statement** in the form provided at **Schedule 3**.
 - e. A **Statutory Declaration / Affidavit / Déclaration solennelle / Déclaration sur l'honneur / Attestation sur l'honneur** (or equivalent of a Statutory Declaration in the candidate's domicile) declaring that the candidate has not been declared bankrupt or insolvent or have made an arrangement or composition with their creditors (or any analogous procedure); and has not been convicted on an indictable offence in the past five (5) years in any country.
6. If a candidate is being nominated from any Forum Member Government or contributor to the PRF, the EOI must also include a **Letter of Nomination** from that Government.

F. Applications

7. Candidate Requirements on qualifications, attributes, and experience expected of PRF Directors is outlined below in Part 3 (**Minimum Candidate Requirements**).
8. Only persons who meet the minimum candidate requirements set out in Part 3 may respond to the EOI and apply to be a Director of the PRF.

9. Lodgement of applications must be made in accordance with the details under EOI Submission on page one of this document.
10. All applications must be electronically conveyed by the candidate to KPMG by **11.59pm Fiji Time, Sunday, 31 May 2026**. Late submissions will not be accepted.

G. Candidate Screening and Evaluation

11. KPMG will go through a rigorous screening and evaluation process of the candidates. This process has been co-designed with the PRF, PIFS, and Member officials.
12. KPMG will undertake this process in an independent manner and will be subject to strict rules to ensure this independence is maintained throughout the process.
13. KPMG will provide a report to the Council recommending Directors for consideration for appointment and will be available to the Council to answer any questions that Members may have in respect of the process or the candidates.
14. Candidates will not be advised of the screening and evaluation process.
15. By submitting an EOI candidates agree to:
 - a. participating in the process;
 - b. their personal information being shared with those who are involved with the process;
 - c. due diligence¹;
 - d. reference checks being conducted with their nominated referees; and
 - e. an interview or interviews.

H. PRF Council and Appointment of Directors

16. Appointments will be based on merit aligned with the Minimum Candidate Requirements, Candidate Evaluation Matrix, in accordance with the PRF Treaty, and the Rules of Procedure and Regulations.
17. The PRF Council will consider the composition of the Board, including independence, qualifications, experience and skills, gender balance, sub-regional diversity and recognition / acknowledgement of investor and recipient perspectives, which would best be suited to successfully operationalise the PRF during this critical establishment phase.
18. It is not expected that individual candidates will be required to attend or answer any questions of the PRF Council.
19. The PRF Council is likely to appoint some or all of the inaugural Directors at its first meeting earmarked to be convened on 25 June 2026 in Majuro, Marshall Islands.
20. More specific Directorship Details is provided in **Schedule 2**.

I. Timelines

21. The key dates for this process is summarised as follows,

	Activity	Key Dates
1	EOI Opens	12.00am, Tuesday, 12 May 2026
2	EOI Closes	11.59pm, Sunday, 31 May 2026
3	Final Board Recommendation Report conveyed to SG	Friday, 19 June 2026
4	PRF Council Meeting to consider and appoint Directors	Thursday, 25 June 2026
5	First Board Meeting	First week of August 2026

¹ Candidate due diligence will be conducted by KPMG and will include checks on a candidate's character, experience, education and other qualifications. Bankruptcy and criminal checks will also be undertaken on candidates in their country of residence and any country where, in the previous 5 years, they have lived or worked for greater than 6 months.

PART 3

CANDIDATE REQUIREMENTS

A. Minimum Candidate Requirements - Experience, Qualifications and Skills

1. The Minimum Candidate Requirements are as follows:
 - a. Be a natural person and be able to serve in their personal capacity.
 - b. Candidates must have relevant senior management and / or senior leadership experience in at least one of the following areas: Public Sector, Private Sector, Civil Society, Community Sector, Inter-Governmental, Multi-lateral Organisations, or International Non-Governmental Organisations.
 - c. Candidates must have demonstrated experience working in the Forum Member Countries.
 - d. Candidates must have appropriate qualifications, skills, and experience in one or more of the following areas:

<i>Minimum Candidate Requirements - Qualifications, Skills, and Experience Areas</i>	
Climate Change & Disaster Risk and Climate Financing <ul style="list-style-type: none"> ▪ Climate and Disaster Risk Finance ▪ Climate Change, Nature-Based Solutions, Loss and Damage ▪ Disaster Preparedness and Response ▪ Climate Policy Design and Action ▪ Vertical Climate Financing Mechanisms ▪ Intersection between climate science, policy and development financing 	Programming and Community Impact <ul style="list-style-type: none"> ▪ Agile and inclusive grant making for communities ▪ Civil Society and Community Engagement ▪ Social and Environmental Safeguarding ▪ Project Programming Management Implementation ▪ Gender and disability inclusion and equity ▪ Working with Remote Communities ▪ Capacity building and knowledge transfer
Investment and Fundraising <ul style="list-style-type: none"> ▪ Banking and Treasury ▪ Investment and Fund Management ▪ Financial Institutions/Superannuation ▪ Accounting and Tax ▪ Multilateral Development Financing ▪ Grant Fundraising from Government, Philanthropic and Other Sources ▪ Public-Private Blended Financing 	Governance and Legal <ul style="list-style-type: none"> ▪ New Treaty Entity Establishment ▪ Customer-Centric and Agile Governance ▪ Policy Design and Operationalisation ▪ Governance Safeguards at various levels ▪ Regional and International Organisations ▪ Regulated Financial Systems ▪ Diplomacy and Foreign Affairs
Audit and Risk <ul style="list-style-type: none"> ▪ Risk Management Frameworks ▪ Internal and External Audit ▪ Compliance Frameworks ▪ Fiduciary Risk Management ▪ Operational Risk Management ▪ Pacific Risk Environment 	Accounting and Finance <ul style="list-style-type: none"> ▪ Financial and Management Accounting and Reporting ▪ Budgeting and Forecasting ▪ Taxation and Fiscal Compliance ▪ Financial Systems Implementation ▪ Financial Reporting with Donors

B. Ineligible Applications

2. A person is **not** eligible to apply where any one or more of the following matters applies to them:
 - a. they are currently sitting members of a parliament or a government representative body or are a senior member of the public service of a PIF Member at the time of their appointment as a Director;

- b. they have been convicted of an indictable offence;
- c. they are a declared bankrupt, are insolvent or have made an arrangement or composition with their creditors (or any analogous procedure); and/or
- d. they are of unsound mind or sufficient capacity to perform the role of a Director of the PRF.

PART 4

CANDIDATE EVALUATION

A. Candidate Evaluation Scoring

1. KPMG will evaluate and score each candidate against the Candidate Evaluation Matrix (**Scorecard**) consisting of five (5) criteria. These are:
 - a. Relevant Sector Expertise
 - b. Governance and Board Experience
 - c. Jurisdictional or Regional Knowledge
 - d. Independence and Conflict-of-Interest Considerations
 - e. Vision and Strategic Alignment
2. Functional multilingualism is desirable for effective engagement across the 18 jurisdictions where the PRF may operate. Competency in English required.
3. The following Scorecard scoring matrix will be used as a guide during the shortlisting and selection stages to provide a structured, transparent, and consistent assessment of each candidate. The Scorecard will arrive at a score for each candidate in the following manner:

Candidate Evaluation Matrix Scorecard			
Criterion	Description	Weighting	Maximum Weighted Score
1. Relevant Sector Expertise	Demonstrated professional experience in one or more of the identified areas: (1) Climate Change / Disaster Risk / Climate Financing (2) Investment and Fundraising (3) Programming and Community Impact (4) Accounting and Finance (5) Audit and Risk (6) Governance and Legal	35%	35
2. Governance and Board Experience	Prior service as a director, trustee, or equivalent on the governing body of an international organisation, development finance institution, public body, or significant private institution.	20%	20
3. Jurisdictional or Regional Knowledge	Substantive knowledge of the economic, regulatory, and climate-related conditions prevailing in one or more of the PRF's operating jurisdictions.	20%	20
4. Independence and Conflict-of-Interest Considerations	Ability to demonstrate independence of judgement, absence of material conflicts of interest, and a record of ethical conduct consistent with the standards set out in the PRF's Code of Conduct. Reflects the PRF's Policy on Conflicts of Interest for Board members. Attention should be given to the Conflicts of Interest Declaration and in subsequent interviews and reference checks (where appropriate).	15%	15
5. Vision and Strategic Alignment	Quality and relevance of the candidate's statement of motivation and vision, including alignment with the PRF's strategic plan and capacity to contribute to Board deliberations.	10%	10
TOTAL		100%	100.0

B. Assessment and Use of the Scorecard

4. KPMG will use the Scorecard as a primary (but not exclusive) guide when considering candidates at:
 - a. The Longlist stage to assist with forming the Shortlist of candidates; and
 - b. The Shortlist stage post interview, reference checks, and due diligence to assist with forming the recommending candidates for the PRF Board Member Recommendation Report.

C. Fit and Proper Person

5. KPMG will also assess each of the Shortlisted candidates against the “fit and proper” person test that is applied to a director of an international financing institution like the PRF. Due diligence on the candidates will support KPMG in this process.

SCHEDULE 1

PRF GOVERNANCE STRUCTURE

A. Legal Establishment

1. The PRF is established as an international organisation under international law pursuant to the *Agreement to Establish the Pacific Resilience Facility (PRF Treaty)*, which was signed by fifteen (15) Forum Leaders at the 54th PIF Leaders Meeting in Solomon Islands in September 2025.
2. The PRF Treaty entered into force on 6 May 2026, upon the receipt of the eight (8) Forum Member Country's ratification of the Treaty. Nine (9) ratifications have been received to date, with remaining signatories' national domestication processes also underway.
3. The first meeting of the governing Council of the PRF (**PRF Council**) is earmarked to be convened on Thursday, 25 June 2026. At this meeting the PRF Council is scheduled to consider and appoint Directors to the PRF Board.

B. Governance Structure

4. The PRF's governance structure consists of the PRF Council and the Board.
 - a. **The Council** is the governing body of the PRF. It holds all the PRF's powers and delegates the majority of these powers to the Board. There are certain powers that it cannot delegate. It will consist of senior representatives from PRF Members; primarily being Ministers of Finance or equivalent. The Council will meet at least annually and will consider high-level matters of importance that impacts the PRF and certain matters impacting the Board.
 - b. **The Board** is the operating organ of the PRF. It operates under delegated powers from the PRF Council. It will comprise seven (7) to nine (9) Directors who are appointed by the PRF Council. The Board will have three (3) Committees (Investment, Risk and Audit Management, and Programming and Quality). PRF Board Committee members will include the Directors and may include independent (non-Director) members.
5. The PRF Council and the Board will have governance mechanisms to engage with investors, communities, partners, governments, and other PRF stakeholders.
 - a. The PRF Council will be able to hold **Dialogue Forums**.
 - b. The Board will have **Advisory Panels**. The PRF Board Advisory Panels are envisaged to focus on key areas of technical advice required by the Board. Panel members may include Forum Members, technical experts, civil society, private sector, investors and other relevant PRF stakeholders.
6. The principal governing documents for the PRF Council and the Board are the PRF Treaty and the Rules of Procedure and Regulations. There will be additional policies and procedures that cover a myriad of matters that apply to an international financing institution like the PRF.

C. Operational Team

7. The PRF's operational team will be led initially by the PRF General Manager with the appointment of a Chief Executive Officer (**CEO**) to take place in due course.
8. The PRF will have a complement of staff located at the Tonga headquarters, and co-located at the PRF satellite office in PIFS, in Suva, Fiji. The PRF will also have national co-ordination desks in PRF Member Countries.

SCHEDULE 2

DIRECTORSHIP DETAILS

A. Appointment

1. The initial PRF Directors will be appointed for different lengths of time to permit the appointment of new directors each year.
2. PRF Directors are envisaged to serve a term of three (3) years, for a maximum of two (2) consecutive terms.
3. All Directors appointed to the Board will be given a letter of appointment, setting out:
 - a. the term of appointment;
 - b. the time commitment envisaged;
 - c. remuneration (which will be set at no greater than USD \$20,000 per Director / year);
 - d. requirement to disclose interests and any matters which may affect independence;
 - e. requirement to comply with PRF policies and procedures;
 - f. the terms of any indemnity and insurance agreements; and
 - g. confidentiality obligations.
4. All Directors will be offered and must undertake Directors' Training, which will include:
 - a. An induction on the establishment of the PRF under PIF and the mandate from Forum Leaders and Forum Foreign and Economic Ministers, including the relationship and engagement approach between the PRF and the Forum Mechanism and the PIF Secretariat and its divisions, and with regional organisations, partners and stakeholder groups.
 - b. An induction briefing on the PRF's governance framework, policies, and operational procedures.
 - c. Meetings with the PRF's management, PIF Secretariat, and key stakeholders.
 - d. Provision of all relevant Board documentation, including the PRF's strategic plan, financial statements, risk management framework, and pipeline of funded activities.
 - e. Training on fiduciary duties, ethics, and conflicts-of-interest management, in line with the relevant policies.
5. Directors are permitted to appoint an Alternate Director provided certain conditions are met.

B. Board Meetings

6. It is expected that the first Board meeting will be held in August 2026.
7. No less than four (4) Board meetings will be scheduled each year, two (2) of which will be held at the PRF Headquarters in Tonga.
8. Hybrid (in person / technology) meetings will be available to facilitate attendance and engagement in meetings.
9. The Directors will appoint a Board Chair.
10. There are three (3) Board Committees and Directors may be appointed to one or more of these committees, which may also consist of independent committee members:
 - a. Audit and Risk Management
 - b. Investment
 - c. Programming and Quality

C. Termination

11. A Director's appointment terminates:
 - a. at the end of their respective term (if they are not reappointed);
 - b. upon resignation; and
 - c. in accordance with the PRF's constituent documents.

D. Evaluation

12. The performance of the Board and each Director will be reviewed on a periodic basis by the PRF Council (who may use external support as required). The review process will include self-assessments, peer reviews, and feedback from relevant stakeholders.
13. The Board Chair will meet with each Director to discuss their evaluation results. The Board Chair will meet with the Council Chair to discuss their evaluation results. Directors will be encouraged to develop and implement personal development plans based on the feedback received.

E. Director Remuneration, Indemnity and Insurance

14. Directors' remuneration will be in accordance with the Board Evaluation and Remuneration Policy adopted by the Council from time to time. Remuneration is structured in a way to recognise a Directors' skills and experience and be aware of the PRF's role and principal function to make grants to Forum Member communities.
15. Current remuneration is budgeted to be no greater than USD \$20,000 per Director per year. Certain expenses will also be reimbursed (particularly in respect of travel) and per diem allowances may be provided for PRF travel days. It is not expected that there will be any further payments for Committee Membership or other out of session requirements
16. Directors may be indemnified out of PRF fund property for certain losses and may have the benefit of insurance.

SCHEDULE 3

CONFLICT OF INTEREST FORM

Declaration of interest and conflict of interest undertaking

In relation to an Expression of Interest to be considered as a director of the Pacific Resilience Facility (PRF).

The PRF is being established by the Pacific Islands Forum (Forum), under the oversight of the PIF Secretariat. The *Agreement to Establish the Pacific Resilience Facility* (PRF Treaty) entered into force on 6 May 2026.

KPMG (Fiji) is the independent external recruitment agency conducting the sourcing and evaluation of candidates for the position of a Director of the PRF.

1 Your Personal Details

Full name:

Usual residential
address:

Date and place of birth:

Occupation:

Professional
qualification(s):

Committee member/director (or equivalent) of other private or public companies, state-owned enterprises, charities, associations or foundations, including any ceased in the last 12 months:

Organisation

Date commenced

Date ceased

Committee Member's Interests

Please provide details of:

Current employment and any previous employment in which you continue to have a financial interest:

Membership of any professional bodies, special interest groups or support organisations:

Legal or beneficial ownership interests in listed and unlisted companies, partnerships and other forms of business which may have any dealings with the PRF, the Forum member countries, the PIFS, or KPMG:

Gifts or hospitality offered to you by external bodies which may have any dealings with the PRF, the Forum member countries, the PIFS, or KPMG and whether this was declined or accepted in the last twelve months:

Any contractual relationship between the PRF, the Forum member countries, the PIFS, or KPMG and you, any family members or businesses operated by you or any family members:

Any other interests not covered by the above which may have any effect on the PRF, the Forum member countries, the PIFS, or KPMG:

Please disclose any amount (other than wages or salary) paid or agreed to be paid to you in cash or otherwise during the past three years for services rendered by you in connection with the PRF, the Forum member countries, the PIFS, or KPMG (initial disclosure only):

Declaration:

- I am duly qualified to answer the above questions.
- I have considered and answered all parts of each of the above questions.
- I have made all due enquiries and referred to all significant matters in providing my answers to the above questions.
- I declare the answers I have given to the above questions and any other information I have given or will give in connection with any question, are (and when given, will be) true, complete and accurate to the best of my knowledge, information and belief.
- I consent to my personal information being disclosed to KPMG, the PRF, PIFS, and their respective advisors.

Signed:

Name: Date: