Group Sustainability (CS) Committee Terms of Reference

May 2020

Document Summary

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Version	V0.6	Effective Date	3 July 2015
CS Committee Chair	Paul Froud and Rosie Donachie	Document Owner	Sara Lovisolo
Approval	Executive Committee	Approval date	3 July 2015

Version Control

Date	Version	Author	Summary of Changes
01 June 15	0.1	SL	Initial Draft
05 June 15	0.2	DH	Comments and minor suggested edits throughout
15 June 15	0.3	SL	Comments from Victoria Davies and Mark Makepeace
23 June 15	0.4	SL	Final review by Mark Makepeace
7 March 19	0.5	SL	Corporate Responsibility changed to Corporate Sustainability following publication of revised Group Corporate Sustainability policy
28 May 2020	0.6	SL	Membership updated

Contents

1. Membership

1.1 Members

Name	Role
Paul Froud	Co-chair and Group Head of Investor Relations
Rosie Donachie	Co-chair and Group Head of Government Relations and Regulatory Strategy
Diane Côté	Our Communities pillar lead
Raffaele Jerusalmi	Our Markets pillar lead
Waqas Samad	Our Services pillar lead
Tim Jones	Our People pillar lead
Nikhil Rathi	LSE plc CEO
Isabelle Girolami	LCH Ltd CEO
Gavin Sullivan	Group Communications Director
Marina Famiglietti	LSEG Foundation Director
Victoria Davies	Head of Group Strategy
David Harris	Head of Sustainable Business
Sara Lovisolo	Group Sustainability Manager

1.2 Appointment of Members

- The Chair is appointed by the Group CEO.
- The CS strategic pillar leads, appointed by the Group CEO, are standing members of the CS Committee.
- The other members are proposed by either the pillar leads, or the CS Committee Chair and are approved by the CS Committee.
- Other individuals, including but not limited to those representing the CS pillar working groups, may be invited to attend all or part of any meeting by committee members as and when appropriate.

1.3 Term of Appointment

Members are appointed for two years and membership can be extended over that period after review by the Committee.

1.4 Observers

Observers may be permitted by the Chairman and will be regular attendees at meetings, but will not have decision-making authority. Observers may be proposed by other committee members and may be changed at the sole discretion of the Chairman.

2. Scope

The Group Sustainability (CS) Committee is the governance body that provides direction to the Group overall CS programme, incorporating strategic input from the Executive Committee, to which the Group CS Committee reports. It defines the Group CS strategy and targets and oversees the work undertaken across all the Group regions in the four CS strategic pillars on which LSEG CS strategy is based: Our Markets, Our Service, Our People and Our Communities. The committee directs actions to achieve the Group CS objectives, agreed with the Executive Committee.

3. Quorum

A quorum shall be three members, at least two of whom are pillar leads. The Chair may nominate a deputy from among the committee members at his sole discretion if he is unable to attend a meeting. If a pillar lead is unable to attend they may send a deputy to attend in their place subject to the agreement of the Chair.

4. Authority

The Authority of the committee is invested in the Chair.
The committee is authorised to:

- Meet to carry out its responsibilities as set out within these terms of reference;
- Investigate, or cause to be investigated, any activity within its terms of reference;
- Seek any information that it requires from LSEG employees and require all employees to co-operate with any request made by the committee;
- Make recommendations to the LSEG Executive Committee on matters within its terms of reference and request funding for specified initiatives to further the aims and objectives of the Group CS strategy;
- Allocate funds authorised by the Executive Committee at its discretion to achieve the objectives for which the funds were approved;
- Allocate resources as needed to carry out actions within its terms of reference.

5. Meeting Frequency and Minutes

This committee meets at least on a quarterly basis and may meet at any time as determined by the Chair. Finalised minutes are sent within ten business days to all members.

6. Responsibility

The CS Committee is responsible for:

- Defining and evolving LSE Group CS strategy and targets;
- Overseeing the implementation of Group CS strategy via defined CS pillars and other defined work streams;
- Monitoring performance of the LSE Group against CS targets and objectives and specifying actions as needed to improve performance;
- Engaging with the Board on behalf of and as delegated by ExCo to agree the Group CS policy, and the CS strategy, monitoring effectiveness and proposing changes as required to ensure the CS policy and strategy remain relevant, implementable and fit for purpose;
- Overseeing adherence to the Group CS policy and specifying actions as needed to ensure that Group employees and practices are in line with the policy;
- Agreeing the approach to and content of the annual Group CS report for subsequent approval by ExCo;
- Reporting to the Group Executive Committee half yearly and the Board at least annually on progress towards the Group CS goals.

7. Escalation procedures

This committee may escalate to the Executive Committee any matter by approval of the Chair.

8. Effectiveness of the Committee

The Chair will assess the effectiveness of this committee at least once a year and reports the results to the Executive Committee as part of a wider review of the overall Group CS programme.

9. Review of the Terms of Reference

The Terms of Reference for the Group CS Committee will be reviewed and where necessary updated on an annual basis. This committee is responsible for evaluating its own scope, membership and performance on an on-going basis. Any major changes to these Terms of References should be approved by the Executive Committee.