

Group Corporate Responsibility (CR) Committee

Terms of Reference

June 2015

Document Summary

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CR Committee Chair	Mark Makepeace	Document Owner	Sara Lovisolo
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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

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1. Membership

1.1 Members

Name	Role
Mark Makepeace	Chairman
Raffaele Jerusalmi	Our Markets pillar lead
Mark Makepeace	Our Services pillar lead
Tim Jones	Our People pillar lead
David Lester	Our Communities pillar lead
Nikhil Rathi	Chief of Staff
Diane Côté	Chief Risk Officer
Paul Froud	Head of Investor Relations
Victoria Cowley	Group Communications Director
Marina Famiglietti	LSEG Foundation General Manager
Victoria Davies	Senior Manager, Group Strategy
David Harris	ESG Director, FTSE Russell
Sara Lovisolo	Secretary (Group CR Manager)

1.2 Appointment of Members

- The Chair is appointed by the Group CEO.
- The CR strategic pillar leads, appointed by the Group CEO, are standing members of the CR Committee.
- The other members are proposed by either the pillar leads, or the CR Committee Chair and are approved by the CR Committee.
- Other individuals, including but not limited to those representing the CR 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 Corporate Responsibility (CR) Committee is the governance body that provides direction to the Group overall CR programme, incorporating strategic input from the Executive Committee, to which the Group CR Committee reports. It defines the Group CR strategy and targets and oversees the work undertaken across all the Group regions in the four CR strategic pillars on which LSEG CR strategy is based: Our Markets, Our Service, Our People and Our Communities. The committee directs actions to achieve the Group CR objectives, agreed with the Executive Committee.

3. Quorum

A quorum shall be three members, at least two of whom are pillar leads. The Chairman 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 Chairman.

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 CR 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 CR Committee is responsible for:

- Defining and evolving LSE Group CR strategy and targets;
- Overseeing the implementation of Group CR strategy via defined CR pillars and other defined workstreams;
- Monitoring performance of the LSE Group against CR 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 CR policy, and the CR strategy, monitoring effectiveness and proposing changes as required to ensure the CR policy and strategy remain relevant, implementable and fit for purpose;
- Overseeing adherence to the Group CR 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 CR 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 CR 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 CR programme.

9. Review of the Terms of Reference

The Terms of Reference for the Group CR 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.