

DERWENT  
LONDON

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**TERMS OF REFERENCE**

**Responsible Business Committee**

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Members of the Responsible Business Committee:

Cilla Snowball	(Chair)
Claudia Arney	
Paul Williams	
Ally Clements	(Employee-nominated member)
Davina Stewart	(Employee-nominated member)
Jonathan Theobald	(Employee-nominated member)

**Responsible Business Committee: Terms of reference****1. Membership**

- 1.1 The Committee shall be made up of at least three members.
- 1.2 The majority of Director appointments shall, in the opinion of the Board, be independent Non-Executive Directors. In addition to Directors, the Committee shall be composed of up to two employees nominated by the wider workforce. All appointments to the Committee shall be approved by the Board.
- 1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.4 Non-Executive Director appointments to the Committee shall be for a period of up to three years, which may be extended for two further three-year periods provided the Director still meets the criteria for membership of the Committee and continues to be independent. Any further term will be based on annual re-appointment.
- 1.5 Employee appointments to the Committee shall be for a period of up to two years, which may be extended for one further two-year period provided the employee remains employed by the Company. Employee membership is open to any employee who has been employed by Derwent London plc (including its subsidiaries) for a period of at least two years.
- 1.6 The Board shall appoint the Committee Chair who should be an independent non-executive Director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.

**2. Secretary**

The Company Secretary or their nominee shall act as the secretary of the Committee and shall ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

**3. Quorum**

The quorum necessary for the transaction of business shall be three, inclusive of at least one independent Non-Executive Director. A member may attend a meeting by telephone. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion vested in or exercisable by the Committee.

**4. Frequency of meeting**

- 4.1 The Committee shall meet at least twice a year, and at such other times as the Chair of the Committee shall require.

- 4.2 The Committee may hold meetings by telephone or using any other method of electronic communication and may take decisions without a meeting by unanimous written consent, when deemed necessary or desirable by the Chair of the Committee.

## **5. Notice of meeting**

- 5.1 Meeting of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## **6. Minutes of meeting**

The Secretary shall minute the proceedings and resolutions of all Committee meetings including the names of those present and in attendance. Minutes of the Committee meetings shall be circulated promptly to the Chair of the Committee.

## **7. Annual General Meeting**

The Committee Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

The Committee shall:

- 8.1 be responsible for assisting the Chair of the Committee with gathering the views of the workforce, as recommended under the UK Corporate Governance Code. The Committee Chair will have ultimate responsibility as the designated Director for this purpose;
- 8.2 agree and review the Group's long-term targets in respect of responsibility;
- 8.3 oversee the Group's sustainability, corporate responsibility and community initiatives, hold management to account against the key performance indicators and make recommendations for further improvements;
- 8.4 oversee stakeholder engagement programmes;
- 8.5 review and approve the responsibility section, or responsibility disclosures, contained in the annual report and accounts;
- 8.6 be responsible for any other sustainability, community, stakeholder or other corporate responsibility initiatives and matters as delegated to it by the Board or escalated by the Executive Committee.

**9. Reporting responsibilities**

- 9.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- 9.3 the Committee shall make a statement in the annual report about its activities.

**10. Other**

The Committee shall:

- 10.1 at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considered necessary to the Board for approval;
- 10.2 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 10.3 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.4 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.

**11. Authority**

The Committee is authorised by the Board to:

- 11.1 undertake any activity within its terms of reference;
- 11.2 With the approval of the Committee Chair, have unrestricted access to the Company's documents and information, including on request any information from any employee/ Director/ contractor/ consultant (or other external advisers or provider of services, including consultants, legal advisers or tax advisers) of the Company, at the Company's expense, in order to perform its duties;
- 11.3 request the attendance of any employee, contractor, consultant, or other external provider of services or advice to the Company, at a meeting of the Committee, as and when required.