



CORPORATE RESPONSIBILITY COMMITTEE

TERMS OF REFERENCE

(Approved by the Board on 3 February 2005

Last updated on 12 March 2020)

Role

The Committee considers GSK's Trust priority and oversight of progress against the associated Trust commitments which reflect the most important issues for responsible and sustainable business growth. It has oversight of the views and interests of our internal and external stakeholders and reviews issues that have the potential for serious impact upon GSK's business and reputation.

Membership

Chairman	Lynn Elsenhans*
Members	Dr Vivienne Cox Dr Jesse Goodman
In attendance, as required.	Chairman Chief Executive Officer Chief Scientific Officer and President, R&D President, Global Vaccines SVP and General Counsel President, Global Affairs SVP, Global CGA and CEO Office SVP, Corporate Affairs VP, Trust and Global Health SVP, Human Resources President, Global Pharmaceuticals CEO, GSK Consumer Healthcare President, Pharma Supply Chain SVP, Head of Audit & Assurance SVP, Global Ethics & Compliance Other Executives and advisers will be invited to attend the Committee as necessary.
Secretary	Company Secretary
* Also a member of the Audit & Risk Committee.	

Constitution

1. The Board has established a Committee of the Board known as the Corporate Responsibility Committee (the "Committee").

Membership

2. The Committee shall comprise a minimum of three Non-Executive Directors of the Company appointed by the Board, on the recommendation of the Nominations & Corporate Governance Committee, in consultation with the Committee Chairman. As far as is practical, one Committee member will also be a member of the Audit & Risk Committee.
3. The Committee Chairman shall be appointed by the Board following receipt of a proposal from the Nominations & Corporate Governance Committee.
4. The Committee Chairman shall review membership of the Committee annually, as part of the annual performance evaluation of the Committee.

Quorum

5. The quorum shall be two members.
6. In the absence of the Committee Chairman or an appointed deputy, the remaining members present shall elect one of the members to chair the meeting.

Attendance at Meetings

7. The following Senior Executives shall attend the Committee's meetings as required:

Chief Executive Officer
Chief Scientific Officer and President, R&D
President, Global Vaccines
General Counsel
President, Global Affairs
SVP, Corporate Affairs
VP, Trust and Global Health
SVP, Human Resources
President, Global Pharmaceuticals
CEO, GSK Consumer Healthcare
President, Pharma Supply Chain
SVP, Head of Audit & Assurance
SVP, Global Ethics & Compliance

8. Other Executives will be invited to attend the Committee as necessary.

Committee Secretary

9. The Company Secretary shall be the Secretary to the Committee and shall be responsible for minuting the proceedings of all meetings of the Committee.

Frequency of Meetings

10. The Committee shall meet three times a year or more frequently if necessary to consider specific issues.

Annual General Meeting

11. The Chairman of the Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholder questions on the Committee's activities.

Authority

12. The Committee Chairman is authorised by the Board to investigate any activity within its Terms of Reference and in doing so to seek any information it requires from any employee or co-worker.
13. The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

Duties

14. During their tenure, each of the Committee members shall consider their duties and responsibilities under section 172 of the Companies Act 2006 in performing their role, and in doing so the Committee shall have oversight of the views and interests of internal and external stakeholders. The duties of the Committee shall be:
 - (a) To review GSK's policies and practices in anticipating and managing external issues that have the potential to seriously impact upon the Company's business and reputation. This will include consideration of GSK's Trust priority and progress reports on GSK's commitments which reflect the most important issues for responsible and sustainable business growth.
 - (b) **Using science and technology to address global health needs:** Delivering a next generation of medicines and vaccines to address some of the biggest health challenges affecting children and young people in the developing world. Working with partners to address health security issues such as AMR and pandemic response.
 - (c) **Making products, affordable and available:** Ensuring GSK approach to pricing is responsible and sustainable for the long-term growth of the business and enables underserved people in developing countries to access GSK's products. Working with partners to improve disease prevention, awareness and access to healthcare services.
 - (d) **Being a modern employer:** Being a high performing company that can recruit and retain the most talented people and create a workplace that allows them to be at their very best.
 - (e) **Responsible business:** Delivering a reliable supply of quality products, protecting our values-driven culture, being responsible and transparent in how we use data, improving our patient and scientific engagement, and reducing our environmental impact. Including review and recommendation to the Board of the Company's:
 - Modern Slavery Statement to be published on GSK's website under the provisions of the Modern Slavery Act 2015; and
 - Gender Pay Gap reporting
 - (f) Reporting to the Committee will cover the reputational risks associated with each commitment, progress on commitments, goals and targets set out in GSK's annual reporting and how these will be pursued going forward.
 - (g) Oversight of Enterprise Risks determined by the Board to be most relevant to the Committee's area of expertise and responsibility. These are:
 - Product Quality
 - Non Promotional Engagement
 - Supply Continuity

- Environmental Sustainability
- Environmental Health & Safety

The Committee receives relevant materials and advice in relation to these risks including highlights from relevant Audit & Assurance and Global Ethics & Compliance outcomes, as appropriate.

- (h) To have oversight and approve GSK's Trust reporting.
 - (i) To consider other relevant matters, as requested by the Board.
15. The Committee shall decide which issues come within its discretion to review. The outcome of such reviews will be presented to the Board either directly or via the Risk & Oversight Compliance Council and the Audit & Risk Committee if significant risks (including reputational risks) to the Company's business are identified.

Performance Appraisal & Review

16. The Committee shall review at least annually its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Corporate Governance / Regulatory Developments

17. The Committee shall monitor the progress of any relevant corporate governance or regulatory developments that may impact the Committee and recommend any action or changes it considers necessary to the Board for approval.

Reporting Procedures

18. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

Publication of Terms of Reference

19. These Terms of Reference shall be made available on the Company's website.