

**TERMS OF REFERENCE
FOR THE CORPORATE RESPONSIBILITY COMMITTEE
OF THE PARTNERSHIP BOARD**

(Approved by the Partnership Board on 9 September 2015)

Membership	The Committee will be made up of at least five members comprising two Non-Executive Directors, two Elected Directors, and the Partners' Counsellor.
Appointments	Members of the Committee will be appointed and removed by the Board. Membership of the Committee is not restricted to members of the Partnership Board.
Chairman of the Committee	The Chairman of the Committee will be an independent Non-Executive director. In the absence of the Chairman of the Committee, the meetings will be chaired by a member appointed by the Chairman of the Committee, or failing that the remaining members present will elect one of themselves to chair the meeting.
Secretary of the Committee	The Company Secretary or a nominee appointed by the Company Secretary will act as Secretary to the Committee.
Quorum	The quorum necessary for the transaction of business will be three members to include at least one Non-Executive Director and one Elected Director. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
Authority	<p>The Committee is authorised by the Board to:</p> <ul style="list-style-type: none">(a) investigate any activity within its terms of reference;(b) seek any information it requires from any Partner (all such requests for information should be channelled through the Director of Personnel); and(c) obtain independent professional advice. <p>The Committee will have no executive powers.</p>

Meetings and reporting

1. The Committee will meet at least three times a year, and at such other times as the Chairman of the Committee may require.
2. Only members of the Committee will have the right to attend Committee meetings. However, the Director of Personnel, General Counsel & Company Secretary, Director, Property Services, Director of Communications, Development Director and Head of Corporate Social Responsibility will be invited to attend meetings on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary.
3. The Committee will report its activities, observations and recommendations to the Board, normally through tabling its draft minutes at the next following Board meeting.

4. The Committee Chairman will convene a meeting upon the request of any Committee member who considers it necessary.
5. The Committee will review annually its terms of reference and its own effectiveness and recommend any necessary changes to the Board.

Responsibilities

6. The Committee is responsible to the Board for the oversight of the Partnership's Corporate Responsibility Policy and corporate responsibility objectives, ensuring these are consistent with the Partnership's obligations under the Constitution towards Partners, customers, suppliers, competitors, the environment, and the communities in which it operates, and are effective in safeguarding the Partnership's corporate reputation.
7. In discharging its responsibilities and duties, the Committee will have due regard to the Partnership's Constitution and in particular Principle 4 (Members), Principle 5 (Customers), Principle 6 (Business Relationships), Principle 7 (The Community) and Section 3 (Responsibilities to others) of the Constitution and promoting the success of the Partnership for the benefit of Partners as a whole.

Duties

Monitoring performance and risk

1. The Committee will receive reports and review activities from the Head of Corporate Social Responsibility, the John Lewis Partnership Environment Steering Group, the Divisional Corporate Responsibility Committees, and others (including external stakeholders) as necessary in order to monitor the performance of the Partnership's corporate responsibility obligations as set out in the Corporate Responsibility Policy.
2. The Committee will review management's assessment of the effectiveness of the Corporate Responsibility Policy and how well specific corporate responsibility obligations and risks are being managed against key performance indicators and satisfy itself that there are adequate resources and management reporting to support such activity.
3. The Committee will review the Partnership's response to those external developments and emerging risks which are likely to have significant influence on the Partnership's ability to conduct its business responsibly and enable it to maintain and safeguard its reputation.
4. The Committee will review the effectiveness of the Partnership's procedures for maintaining and safeguarding the Partnership's corporate reputation.
5. The Committee will report to the Board as appropriate.

Narrative Reporting

6. The Committee will approve the corporate responsibility elements of the Partnership's Annual Report and Accounts.