



CORPORATE RESPONSIBILITY COMMITTEE

TERMS OF REFERENCE

(Approved by the Board on 3 February 2005

Last updated on 1 July 2016)

Role

The Committee provides a Board level forum for the regular review of external issues that have the potential for serious impact upon the Company's business and the oversight of reputation management. The Committee is also responsible for annual governance oversight of GSK's responsible business commitments.

Membership

Chairman	Lynn Elsenhans*
Members	Professor Sir Roy Anderson Dr Vivienne Cox Dr Jesse Goodman
In attendance, as required.	Chairman Chief Executive Officer Chairman, Global Vaccines General Counsel Head of Communications and Government Affairs Head of Global Corporate Responsibility Head of Human Resources President, Global Pharmaceuticals President, North American Pharmaceuticals President, Pharmaceuticals R&D President, Consumer Healthcare President, Global Manufacturing & Supply Other Executives will be invited to attend the Committee as necessary. Independent external Corporate Responsibility Adviser
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 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 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
Chairman, Global Vaccines
General Counsel
Head of Communications and Government Affairs
Head of Global Corporate Responsibility
Head of Human Resources
President, Global Pharmaceuticals
President, North American Pharmaceuticals
President, Pharmaceuticals R&D
President, Consumer Healthcare
President, Global Manufacturing & Supply

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. 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 progress reports on GSK's Corporate Responsibility (CR) commitments around four core themes which reflect the most important issues for responsible and sustainable business growth.
 - (b) **Health for all:** Improving people's health and well-being regardless of where they live or ability to pay. Working with stakeholders to make GSK medicines, vaccines and consumer products available to as many people who need them as possible through investment in R&D, healthcare infrastructure and innovative pricing. Making a positive difference in the communities in which we operate through economic contribution, investment, innovative partnerships and programmes.

Our people: An inclusive, engaging working environment that empowers and support employees to reach their full potential including investing in development flexible working and innovative safety, health and well-being programmes.

Our behaviour – responsible, values based business including the conduct and reporting of research, ethical conduct, sales and marketing practices, public policy and patient advocacy activities, relationships with suppliers and human rights.

Our planet: minimising environmental impact across GSK's value chain and lifecycle of products including goals to reduce carbon footprint, water and waste.

Each report will cover the reputational risks associated with each commitment, progress on commitments, goals and targets set out in GSK's annual CR Report and how these will be pursued going forward.
- (c) To have oversight of the views of the external stakeholders.
- (d) To review on an annual basis the expenditure and other commitments by the Group on corporate donations, product donations, community programmes and charitable support of any kind.
- (e) To have oversight and approve GSK's annual Corporate Responsibility Report.
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.

Notes:

Updated to reflect:

- appointment of Dr Daniel Podolsky and Tom de Swaan to the Committee on 1 July 2006;
- amendments to the Combined Code 2006;
- the extension of the duties of the Committee to include the oversight of the views of external stakeholders;
- appointment of Dr Stephanie Burns to the Committee on 6 December 2007;
- in January 2008 to clarify the Committee's role in reviewing GSK's CR principles;
- the retirement of Tom de Swaan from the Committee on 20 May 2009;
- the appointment of James Murdoch to the Committee on 20 May 2009;
- the retirement of James Murdoch from the Committee on 3 May 2012;
- the appointment of Lynn Elsenhans to the Committee on 1 October 2012;
- the refinement of the remit and oversight of the Committee to align with the new CR reporting and goals approach;
- the appointment of Sir Robert Wilson to the Committee with effect from 1 May 2013;
- the appointment of Hans Wijers to the Committee with effect from 10 October 2013;
- the retirement of Sir Robert Wilson with effect from 7 May 2014; and
- the retirement of Sir Christopher Gent with effect from 7 May 2015 and the appointment of Lynn Elsenhans as Chairman of the Committee with effect from 8 May 2015;
- the appointments of Professor Sir Roy Anderson and Dr Jesse Goodman with effect from 1 May 2016;
- the retirements of Dr Stephanie Burns, Dr Daniel Podolsky and Hans Wijers with effect from 5 May 2016; and
- the appointment of Dr Vivienne Cox with effect from 1 July 2016.