

INFORMATION SECURITY COMMITTEE TERMS OF REFERENCE

Membership

The committee shall comprise not less than 9 members, one from each of the following Business Units, Group Secretariat, IT, Finance, Internal Audit & Risk, Human Resources, Marketing, Retail, Food and General Merchandise. All members should be from the executive team.

Amanda Mellor	Chairman
Sally Cross	GM
TBC	Food
Paul Shearer	Internal Audit & Risk
Andrew Findlay	Finance
Paul Friston	Retail
Heather MacRae	Data Protection/Brand
Helena Miles	HR
Kamlesh Raichura	Marketing
Darrell Stein	IT
Andrew Green	Secretary

Quorum

The quorum shall be any three members of the committee.

Meetings

The committee shall meet not less than 4 times a year and other times as the chairman of the committee deems necessary. Attendees are limited to those who are familiar with, or responsible for, the topics on the agenda. Only members of the committee are entitled to attend committee meetings, although other individuals, may be invited to attend all or part of any meeting as and when appropriate. In addition it may be necessary for additional members to be co-opted on an ad-hoc basis when particular specialist knowledge is required.

Chairman

The Chairman of the Committee shall be the Group Company Secretary

Minutes

Minutes of the committee meetings will be issued to all members of the committee. The Audit Committee will receive regular briefings on the committee's findings decisions and initiatives from its chairman.

Role

The committee assists the Audit committee in fulfilling its oversight responsibilities. Its primary functions are:

- to define, approve and ensure adherence to a business wide information security policy, which is aligned with business priorities and which is communicated, achieved and sustained;
- to monitor information security policy compliance across the business, ensuring that policies and procedures are implemented;
- to co-ordinate responses to any information security incidents/breaches across the business.

To perform his or her role effectively, each committee member will obtain an understanding of the detailed responsibilities of committee membership as well as an understanding of all areas of the business where information security is paramount.

Terms of Reference

- 1 Promote a business wide awareness and compliance with information security policies, legislation and regulation;
- 2 Ensure that the information security policy is comprehensive and is aligned with business priorities;
- 3 Develop and oversee the implementation of an M&S information security strategy;
- 4 Co-ordinate responses to information security incidents across the business;
- 5 Review major information security incidents and any other events that have serious information security implications and recommend measures to prevent reoccurrence;
- 6 Review information security audit findings and recommendations;
- 7 Make recommendations on the resources required and determine priorities to promote and assist security of information ;
- 8 Ensure Internal Audit & Risk has sufficient access to monitor the effectiveness of information security across the business;

General

To review annually and update its terms of reference, recommending any changes to the Board and to evaluate its own membership and performance on a regular basis.