

PLAN A COMMITTEE TERMS OF REFERENCE

Membership

There shall be senior level representation from the following parts of the business:

Clothing and Home	Marketing	HR
Foods	Customer Experience	Finance
Retail	Property	Communications
International	Logistics	Governance
.com	IT	Plan A

The quorum is any 3 members from different parts of the business.

Meetings

The Committee shall be chaired by the Director of Sustainable Business or their designate where they are unable to attend.

The Head of Sustainable Business (or their designate) shall be Secretary to the Committee.

The proceedings and decisions of all meetings of the Committee shall be minuted. These draft minutes shall be circulated to the Committee (and such other attendees of the meetings as appropriate) for consideration and review. The draft minutes shall then be presented at the next meeting of the Committee for approval.

The Committee shall typically meet at least quarterly and may be supplemented, as necessary, with additional requests for comment via email or Skype meetings convened with the agreement of the Chair. The Plan A Committee may also take decisions offline as appropriate as agreed by the Chair. In all such instances any decisions and actions shall be formally minuted at the next Committee meeting.

Role

To provide collective advice and assurance to the M&S Operating Committee on the development and implementation of Plan A and to ensure that Plan A is an integral part of the way M&S operates.

Terms of Reference

Its primary function is to support the M&S Operating Committee with the implementation of Plan A, the Company's 'eco/ethical plan' launched in January 2007 and updated in 2017 (called Plan A 2025), it sets out 100 challenging commitments and targets for our business to achieve by 2025. Its work is supported by the Human Rights and Modern Slavery Steering Group which has been delegated responsibility for human rights matters.

1. To provide oversight of Plan A implementation across the business and ensure there is a joined-up and consistent approach to delivering progress.
2. To support the M&S Operating Committee in ensuring that all parts of the business:
 - Have assigned clear roles and responsibilities for delivering Plan A
 - Have a resourced project plan for delivering all aspects of Plan A
 - Have adequate policies and practices in so far as they relate to Plan A
 - Report on progress in implementing Plan A on a regular basis
 - Have robust data and evidence to support progress claims
 - Gain the external assurance levels agreed by the Audit Committee
 - Benchmark themselves against their competitors
 - Have the resources and skills to implement the plan
 - Are maximising the commercial opportunities, the customer impact and communication potential of the issues they are managing.

3. To seek external stakeholder views on our overall performance and maintain an overview of external benchmarking and commentary on our performance.
4. To act as a route of escalation where a conflict arises or agreement cannot be reached within the business regarding Plan A.
5. To allow the sub-delegation of any or all its responsibilities as it sees fit, including the establishment of sub-groups to take forward specific work or investigate and/or resolve specific issues as they arise.
6. To oversee external reporting on our performance and progress against our public Plan A commitments, including formal approval of the annual Plan A Report.
7. To provide the M&S Operating Committee with an overview of the social, environmental and ethical impacts of M&S' activities and how they are being managed.
8. The Committee shall make whatever recommendations to the Operating Committee it deems appropriate on any area within its remit where action or improvement is needed.
9. The Chair of the Committee (or their designate) shall formally update the PLC Board on M&S' Plan A performance at least once a year. The Operating Committee shall be updated on the Committee's proceedings after each meeting as deemed appropriate.
10. To review and update at least annually its terms of reference, recommending any changes to the M&S Operating Committee and to evaluate its own membership and performance on a regular basis.