

BT GROUP PLC – COLLEAGUE BOARD

TERMS OF REFERENCE

These have been approved by the Chief Executive with effect from 1 September 2021.

1. Purpose

- 1.1. The purpose of the Colleague Board is to give our people a louder voice at the table. The Colleague Board will bring colleagues closer to decision-making, allowing for increased contribution over the direction of the business and reinforcing a sense of ownership and involvement for all colleagues.

2. Membership

- 2.1. The Colleague Board shall be made up of at least seven (7) members, including the Chief Executive, the Designated NED, and BT Group colleagues from each of the Customer Facing Units and Corporate Units across the business.
- 2.2. Members of the Colleague Board from the Customer Facing Units and the Corporate Units shall be appointed by the Colleague Board Nominations Committee following an internal application process. Each of these members must be an employee of BT and shall automatically cease to be a member of the Colleague Board if he/she becomes an employee of Openreach Limited.
- 2.3. There will also be up to two invitees from Openreach who shall not be members. The Openreach HR Director shall manage the process for selecting the Openreach invitees. The Openreach invitees shall attend meetings as appropriate and their attendance shall be subject to the relevant provisions of the BT Commitments, in effect and applied at the relevant time. Each Openreach invitee must be an employee of Openreach Limited and shall automatically cease to be an invitee of the Colleague Board if he/she ceases to be employed by Openreach Limited.
- 2.4. The designated non-executive director for workforce engagement shall be appointed by the BT Group plc Board of Directors from time to time (**Designated NED**).
- 2.5. Only members of the Colleague Board have the right to attend meetings. However, the BT Group HR Director and Group General Counsel, Company Secretary and Director of Regulatory Affairs will be invited to attend meetings of the Colleague Board on a regular basis. Other individuals may be invited by the Chair to attend all or part of any meeting as and when appropriate.
- 2.6. The Chair of the Colleague Board (**Chair**) shall be the Chief Executive. In his/her absence, he/she will have appointed a deputy to chair the meeting.

3. Secretary

- 3.1. The Deputy Company Secretary or their nominee shall act as secretary of the Colleague Board.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be five (5) to include the Chief Executive (or his/her deputy) and the Designated NED (or his/her

deputy comprising another independent non-executive director of the BT Group plc Board).

5. Frequency of meetings

7.1 The Colleague Board shall meet at least four times a year, and otherwise as required.

6. Notice of meetings

6.1 Meetings of the Colleague Board shall be called by the secretary of the Colleague Board, at the request of the Chair.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be forwarded to each member and invitee of the Colleague Board and any other person required to attend before the date of the meeting. The agenda of items to be discussed and supporting papers shall be sent to Colleague Board members, invitees and to other attendees as appropriate.

7. Minutes of meetings

7.2 The secretary shall minute the proceedings of all Colleague Board meetings, including the names of those present and in attendance.

8. Duties

The Colleague Board shall:

- 8.1. act as a sounding board for management and the Designated NED, providing advice on and discussing:
 - i. significant proposals and/or initiatives impacting BT's colleagues; and
 - ii. key programmes and initiatives and their alignment with BT's values and culture;
- 8.2. discuss mechanisms of colleague communication and engagement which BT has in place and their outputs including but not limited to the Your Say colleague engagement survey;
- 8.3. discuss any matters that the members and invitees feel are important to BT colleagues;
- 8.4. formally engage with other significant networks and forums in place at BT to understand trends and priorities at least once annually; and
- 8.5. make recommendations from time to time to management and the Designated NED in relation to areas impacting colleagues where the Colleague Board believes action or improvement is needed.

9. Reporting responsibilities

9.1 The Designated NED shall report to the Board on the proceedings of the Colleague Board after each meeting.

10. Other matters

The Colleague Board shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the company secretarial team for assistance as required;
- 10.2. be provided with appropriate and timely training, including an induction briefing for new members and invitees; and

10.3. arrange for periodic reviews of its own performance and terms of reference, and recommend any changes it considers necessary to the Chair for approval.