



# **Health, Safety, Environment & Community Committee Charter**

February 2025

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## 1. Purpose & Responsibilities

The purpose of the Committee is to assist the Board fulfil its responsibilities in relation to health, wellbeing and safety, environmental management, and community relations and local community impacts (HSEC) arising out of the Group's activities. This includes monitoring the effectiveness of programs and maintaining oversight of the long-term direction of HSEC across the Group.

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## 2. Matters delegated to the Committee

The Board has delegated to the Committee responsibility to:

### 2.1. HSE and Community Management Frameworks

- a) Review and monitor the effectiveness of the Group's health, wellbeing, safety and environmental (HSE) management frameworks, including:
  - (i) the Group's policies with respect to risk assessment and risk management;
  - (ii) the Group's major HSE hazards and associated risk exposures;
  - (iii) the steps management has taken to monitor and control such exposures;
  - (iv) change management with respect to HSE matters;
  - (v) the relevant impact of relevant regulatory initiatives and trends on the Group; and
  - (vi) general awareness of any material regulatory interventions or legal proceedings against the Group which may give rise to broader HSE and community related issues.
- b) Review as appropriate the Group's stakeholder and community engagement plans in line with any impacts as a result of HSE matters and monitor progress against these plans.

### 2.2. Directors' HSE Due Diligence

Assist the Directors, and as appropriate all Directors across the Group, in meeting their due diligence obligations under health, safety and environment legislation (including related legislation, such as heavy vehicle laws), including by taking reasonable steps to:

- a) Facilitating the compilation of up-to-date knowledge of HSE matters;
- b) developing an understanding of the Group's operations and the HSE hazards and risks associated with them, including non-physical risks, and emerging risks;
- c) reviewing the Group's record of performance on HSE management, including innovation and benchmarking against peer performance, along with testing and as appropriate endorsing any proposed recommendations or actions based on the record of performance;
- d) reviewing and monitoring the availability, use and appropriateness of resources and processes to eliminate or minimise operational risks and hazards, and meet HSE legal compliance obligations;
- e) reviewing and monitoring the adequacy of processes, including communication processes, for timely response to information regarding incidents, hazards and risks;
- f) reviewing relevant HSE performance validation activities; including audit plans and any significant findings and management's response thereto related to health, wellbeing, safety and environmental management; and
- g) exercise overall governance to verify risks and hazards are being appropriately controlled, resources and processes are being appropriately allocated, risks to people eliminated or reduced so far as reasonably practicable, and there is a proper basis to believe that legal duties are being consistently met, including licence requirements & environmental duties.

### 2.3. Governance

- a) Review with management the Group's goals, policies, strategies and programs related to health, wellbeing, safety, environmental management and impacts;

- b) Review the outcomes and results of investigations and remedial actions in respect of serious incidents and material non-compliance to the HSE Management System. Monitor the organisational learnings to ensure that lessons from such investigations are shared across the Group, as appropriate;
- c) Review and monitor the Group's alignment to material developments in HSE legislation, and other external requirements or emerging issues, including developments in HSE industry knowledge or best practice. Advise the Board on significant changes to existing practices;
- d) Apprise the Board regularly of changes or developments in the course of performing the above duties, including reviewing with the Board any issues that arise with respect to the Group's compliance with legal or regulatory requirements; and
- e) Prepare reports or assessments from time to time, at the Committee's discretion, regarding the Committee's or the Group's HSE activities.

#### **2.4. Oversee specific categories of risks delegated by the Board in relation to matters within its remit**

Review and advise on the risk appetite and tolerance measures, review the Group's performance against the risk appetite, including narrative on performance indicators, and review high rated internal audit findings associated with the following categories of risk delegated to it by the Board:

- a) Health, wellbeing and safety operational performance;
- b) Environmental operational performance; and
- c) Community impact.

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### **3. Composition**

3.1. The Committee will have at least three members and will comprise only Non-Executive Directors, with a majority of members being assessed as independent by the Board.

3.2. The members of the Committee will appoint one of their members to be the Committee Chair provided that:

- a) the Committee Chair must be assessed as independent by the Board, and
- b) the Chair of the Board cannot be the Committee Chair.

3.3. In the absence of the Committee Chair, the members will elect one of their number as Committee Chair for that meeting.

3.4. The Committee Secretary will be a Company Secretary, or their delegate.

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### **4. Exercise of powers**

4.1. The Committee and the Committee Chair must exercise the powers delegated to them in accordance with any directions of the Board.

4.2. The Committee has authority to perform any function delegated to it by the Board and may make recommendations to the Board in relation to all matters within its responsibility.

4.3. The Committee may delegate any of its responsibilities to one or more members of the Committee or to any director or executive officer of the Group, subject to conditions and on any terms the Committee determines.

4.4. The Committee may exercise its powers:

- a) by resolution passed by a majority of directors who vote on the resolution at a meeting of the Committee; or
- b) by a resolution in writing signed by a majority of the members of the Committee entitled to vote on the resolution.

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## **5. Access to resources and independent advice**

5.1. The Committee is to have access to adequate internal and external resources and may obtain independent professional advice to assist it in the proper exercise of its power and responsibilities, with the cost to be borne by the Group.

5.2. The Committee is entitled to rely on employees of the Group or professional advisers or consultants engaged by the Group or the Committee where there are reasonable grounds to believe that the employee, adviser, or consultant is reliable and competent; and the reliance was made in good faith and after making an independent assessment of the information.

5.3. Each member of the Committee, with the consent of the Committee Chair, may attend seminars and training or seek independent professional advice at the expense of the Group on any matter connected with the discharge of his or her responsibilities. The consent of the Committee Chair will not be unreasonably withheld.

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## **6. Meetings**

6.1. The Committee will meet regularly, at the times determined by the Committee Chair, but at least four scheduled times a year.

6.2. A member of the Committee, Board Chair or MD&CEO may request that a meeting of the Committee be convened.

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## **7. Quorum**

7.1. Two members, present in person or by using any technology, will constitute a quorum.

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## **8. Attendance**

8.1. The MD&CEO may be invited by the Committee Chair to attend meetings of the Committee.

8.2. The Committee may invite any other person to attend for all or part of any meeting as it considers appropriate.

8.3. Non-executive Directors have a standing invitation to attend meetings except when the Committee Chair determines otherwise.

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## **9. Conflicts of interest**

9.1. Conflicts of interest will be managed in accordance with the Procedure for Managing Directors' Outside Interests.

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## **10. Equality of votes**

10.1. The Committee Chair will not have a second or casting vote.

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## 11. Committee papers

11.1. The Committee Secretary will distribute in advance of a meeting of the Committee an agenda and any related papers to each member of the Committee and, unless directed by the Committee Chair, each other Director.

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## 12. Committee minutes

12.1. The Committee Secretary will prepare minutes of meetings and have them approved by the Committee Chair.

12.2. Approved Committee minutes will be placed in the Minute Register within one month of the meeting.

12.3. Minutes of meetings will be confirmed at the next meeting of the Committee.

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## 13. Reporting

13.1. The Committee chair will immediately report to the Chair of the Board any matter that could materially impact the reputation of the Group.

13.2. Where a material matter arises at a Committee meeting which relates to the responsibilities of a different sub-committee then the Committee Chair will discuss the matter with the relevant Chair.

13.3. Minutes of each Committee meeting will be provided to the Board.

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## 14. Knowledge and Understanding

14.1. The Committee members will participate in a program of induction, training and development.

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## 15. Review

15.1. The Committee will evaluate its performance each year having regard to the purpose, responsibilities, and other requirements of its Charter, including assessing the effectiveness of knowledge sharing with other Committees in the fulfilment of its responsibilities.

15.2. The Committee will, at least once in each year, assess the adequacy of this Charter and recommend to the Board any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, current law and good governance.