

## **Health, Safety and Environment Committee**

### **Terms of Reference**

The Committee has been established due to the importance the Board places on health, safety and environmental matters and to provide a forum for Board level review of HSE policies and practices on a regular basis. It is not designed to replace the role and responsibility of the Executive HSE Committee run by the Director of Operations & Engineering or remove the CEO's responsibility from HS&E matters.

### **Membership**

1. The Committee shall comprise at least three members appointed by the Board. Two shall be permanent members, one of whom shall be a Non-Executive Director and one shall be the Chief Executive Officer. The third shall be a temporary member, who shall be any one of the Non-Executive Directors of the Company and shall attend Committee meetings on a rotational/availability basis.
2. The majority of members of the Committee shall be independent of the management of the Company.
3. The Board shall appoint the Chairman of the Committee who shall be a non-executive Director and shall not be the Chairman of the Board and must be independent of the management of the Company.
4. The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

### **Meetings**

1. The Committee shall meet formally at least two times a year and at such other times as the Chairman of the Committee shall determine.
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. The quorum necessary for the transaction of business by the Committee shall be two, one of whom must be independent of the management of the Company.
4. Notice of each meeting of the Committee confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers where appropriate shall be delivered to each member of the Committee not less than five days prior to the date of the meeting.
5. A meeting of the Committee may consist of a conference between members who are not all in one place, but of whom each is able (directly or by telephonic or electronic communication) to communicate with each of the others simultaneously, and the word "meeting" shall be construed accordingly.
6. In the absence of the Chairman of the Committee or appointed deputy (if any), the remaining members present shall elect one of their number to chair the meeting. Other members of the Board may also attend meetings of the Committee.
7. The Committee can invite employees to attend meetings of the Committee. The Director of Operations and Engineering and the Group Health and Safety Officer will be expected to attend meetings of the Committee and, for meetings

taking place on site, the relevant Regional Director and Site Manager will be expected to attend the meeting of the Committee.

8. The Secretary shall keep appropriate records of all meetings of the Committee with appropriate minutes of the proceedings and resolutions.
9. The Chairman of the Committee shall report its proceedings to the next meeting of the Board of Directors following meetings of the Committee and copies of the minutes of the meetings of the Committee shall be circulated to all members of the Board.

### **Duties and responsibilities**

The Committee shall:

1. Review and approve on behalf of the Board the framework or broad policy in the areas of health, safety and the environment and propose any amendments to existing policies for approval by the Board.
2. Review and approve on behalf of the Board group health, safety and environmental objectives.
3. Review management's performance in the achievement of health, safety and environmental objectives.
4. Review health, safety and environmental reports produced by business units for compliance with all health, safety and environmental local codes of practice, legislation and relevant industry practice and to seek assurance that all the Group's health, safety and environmental policies and standards are maintained and applied across the business.
5. Review major incidents and issues of public concern and make such recommendations and reference thereto as the Committee considers desirable.
6. Ensure that the Chairman of the Committee attends the Annual General Meeting prepared to respond to any shareholder questions on the Committee's report and activities.
7. To review, once a year, its own performance to ensure it is operating to maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

### **Authority**

The Committee shall be authorised to:

1. Investigate any activity within its terms of reference and to seek any information it requires from any employee of the Company (all employees being directed to co-operate with any such request by the Committee) in order to perform its duties.
2. When the fulfilment of its duties requires, to obtain any outside legal or other independent professional advice including the advice of independent consultants and to secure the attendance of external advisers at its meetings, if it considers this necessary, at the Company's expense. The Committee shall have full authority to commission any reports or surveys which it deems necessary, to help it fulfil its obligations.