



HEALTH, SAFETY, ENVIRONMENT AND OPERATIONS COMMITTEE CHARTER

The Board is responsible for approving this Charter and any amendments to it.

This Charter was approved by the Board in May 2022.



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1. Introduction

- 1.1 The Health, Safety, Environmental and Operations (HSEO) Committee is established as a committee of the Board of Directors of Channel Infrastructure NZ Limited (the **Company** or “**Channel Infrastructure**”).
- 1.2 This Charter sets out the roles and responsibilities, authorities, membership and structure of the Committee.

2 Role of the Committee

- 2.1 The role of the Committee is to assist the Board to provide leadership and policy in managing HSEO risks and discharging its HSEO (including product quality) responsibilities within the Company and its subsidiaries (the **Channel Infrastructure Group**).
- 2.2 HSEO risks include all risks that could cause harm to people, physical and cyber assets, customer product or the environment arising out of the Channel Infrastructure Group’s operations and activities. This covers all non-financial operational risks from activities at the Marsden Point Import Terminal site, the Jetty and the Marsden Point to Auckland pipeline, and compliance with applicable statutory and regulatory HSEO obligations. It does not include financial risks or other risks addressed by the Audit and Finance Committee, or climate change enterprise risks addressed by the Board. Note: “Health and Safety” at Channel Infrastructure includes Occupational Health, Process Safety and Personnel Safety risks.

3 Duties and Responsibilities

- 3.1 The Committee is responsible for:
 - a) Reviewing, monitoring and making recommendations to the Board on Channel Infrastructure’s health, safety and environment and operational (including quality) (HSEO) risk management framework and policies to ensure that the Company has clearly set out its commitments to manage HSEO matters effectively.
 - b) Reviewing and making recommendations for Board approval on strategies for achieving HSEO objectives.
 - c) Reviewing and recommending for Board approval targets for HSEO performance and assessing performance against those targets.
 - d) Monitoring the Company’s compliance with applicable laws, regulations and policies.
 - e) Ensuring that the systems used to identify and manage HSEO risks are fit-for-purpose, being effectively implemented, regularly reviewed and continuously improved. This includes ensuring that the Board is properly and regularly informed and updated on matters relating to HSEO risks.
 - f) Seeking assurance that the Company is effectively structured and resourced to manage HSEO risks. This includes having competent staff and supervision, adequate organisational capacity, the required procedures and appropriate culture.
 - g) Reviewing selected HSEO related incidents and considering the appropriateness of actions to minimise the risk of recurrence.
 - h) Making recommendations to the Board regarding the appropriateness of resources available for supporting the HSEO management systems.



- i) Ensuring that effective HSEO risk management and compliance systems are in place and monitored to protect the Channel Infrastructure Group's assets and to minimise the possibility of the Channel Infrastructure operating beyond legal or regulatory HSEO requirements or beyond acceptable HSEO risk parameters.
- j) Reviewing management's emergency response and crisis management preparedness.
- k) Reviewing independent and internal reviews and audits of HSEO matters within the business, including assurance with respect to the HSEO culture.
- l) Reviewing Management responses to assurance recommendations and, where agreed actions arise from such recommendations, ensuring that these are implemented.
- m) Any other duties and responsibilities which have been assigned to it from time to time by the Board.

3.2 All members of the Committee both individually and collectively will undertake site visits through the year for the purpose of assessing the site implementation of the Company's HSE policies, plans and HSE culture.

4 Authority of the Committee

- 4.1 The Committee has the authority of the Board to obtain any information and to investigate any matter within its terms of reference.
- 4.2 The chairman of the Committee has the authority of the Board to obtain independent legal or other professional advice and research and to engage such advisors and involve such consultants (at the expense of the organisation) as the Committee considers necessary to carry out its responsibilities.
- 4.3 The Committee does not have the authority to make a decision in the Board's name or on its behalf. The Committee will make recommendations to the Board on all matters requiring a decision.
- 4.4 The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors or auditors employed by the Committee.
- 4.5 All employees are directed by the Board to respond cooperatively with any request made by the Committee.

5 Membership

- 5.1 Unless otherwise determined by the Board, the HSE Committee shall comprise of every Board member.
- 5.2 The Board will appoint the Committee Chairperson.
- 5.3 Management should only attend Committee meetings at the invitation of the Committee Chairperson.

6 Secretary of the Committee

- 6.1 The secretary of the Committee shall be the Company Secretary or such other person as nominated and agreed by the Board.



7 Meetings of the Committee

- 7.1 Meetings of the Committee shall be held at the discretion of the Committee Chairperson or if requested by any member of the Committee, the Board or the Chief Executive. At least three meetings will be held per calendar year.
- 7.2 A quorum for a meeting of the Committee shall be three members.
- 7.3 Other than in exceptional and urgent circumstances, management will provide the meeting agenda, papers and recommendations to the Committee at least five business days before the meeting.
- 7.4 The Committee may invite to its meetings any Management, including the Chief Executive Officer (CEO), GM Operations and Health, Safety and Environmental Manager, or other personnel of the Company, or any third parties, as it deems appropriate to carry out its responsibilities.
- 7.5 Committee members may participate in, or conduct a meeting of the Committee through the use of any means of communication by which all members participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.
- 7.6 The procedural requirements for the Committee meetings, including those relating to the keeping of minutes, shall be the same as those detailed in the Constitution of the Company for a meeting of the Board.

8 Review of the Committee

- 8.1 The Committee will review its performance annually against this Charter by means of a self-assessment. The Committee will report the results of this review to the Board so that the Board is able to review the performance of the Committee in accordance with this Charter.
- 8.2 The Committee will review this Charter annually and recommend any proposed amendments to the Board for approval.
- 8.3 The Committee charter will be posted on the Company's website.