



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 December 2023.



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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 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 (including the climate) 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, the Marsden Point to Auckland pipeline and other locations where the Company operates, 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-related enterprise risks addressed by the Board. Note: “Health and Safety” at Channel Infrastructure includes Occupational Health, Process Safety and Personal 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 and climate-related operational risks) risk management framework (including asset management, quality, contingency planning and emergency response) 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 relevant to HSEO matters.
 - 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 (including through onsite safety engagements by directors with staff).
 - f) Seeking assurance that the Company is effectively structured and resourced to manage HSEO risks. This includes having competent workers, adequate organisational capacity, the required procedures and appropriate culture.
 - g) Reviewing significant 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 processes are in place to develop, implement, audit, regularly review and update the health, safety, environment and operational risk (including, but not limited to, climate-related operational risks) management framework to be consistent with accepted standards, ensure compliance with legal or regulatory requirements and the Channel Infrastructure Group risk parameters.
- j) Formally reviewing the health and safety performance of the organisation including reviewing audits, system review, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data (with the GM – Operations being responsible for producing sufficient information for this review with input from the senior management team).
- k) Receiving and considering independent and internal reviews and audits of HSEO matters within the business; including assurance with respect to the HSEO culture. and reviewing Management response to assurance recommendations and, ensuring that these are implemented where appropriate.
- l) 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 and the Board 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 Company) as the Committee considers necessary to carry out its responsibilities. This could include, from time to time, appointment of a specialist safety governance adviser to the Committee to assist the Committee in carrying 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 The Committee shall be comprised of not less than three and no more than five Directors of the Company. All directors shall be entitled to attend meetings of the Committee.
- 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 four meetings will be held per calendar year.

7.2 A quorum for a meeting of the Committee shall be two 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 Environmental, Health and Safety 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. The minutes of the Committee meetings, and key findings of the Committee, will be reported to the Board following each Committee meeting.

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.