

Health and Safety Committee Charter

Constitution

The Napier Port Holdings Limited (**Napier Port**) Health and Safety Committee (the **Committee**) shall be a committee of the board of directors of Napier Port (the **Directors** and the **Board**) established by resolution of the Board.

Purpose and objectives

The purpose of the Committee is to assist the Board in fulfilling its responsibilities in respect of the health, safety and wellness requirements within the Health and Safety at Work Act and regulatory framework.

The Health and Safety Committee operates in a context of:

- Vision that every person goes home safely every day
- Napier Port's Culture of Care
- Strategic objectives relating to People, Place and Planet.

The objectives of the Committee are to facilitate Directors to fulfil their individual obligations within the context of the relevant health & safety legislation and regulation, including:

- ensure an appropriate framework is maintained for the management of strategic and operational health, safety and wellness risk;
- oversight of the Health and Safety Team Plan, including objectives and appropriate resourcing for health & safety management;
- ensuring appropriate employee participation in health & safety management;
- ensuring focus on Director training and development (e.g. Bow Tie methodology, Fatigue Risk Management);
- ensuring processes are in place to undertake due diligence within the business (e.g. Napier Port Director Engagement Programme);
- ensure an effective internal audit and internal control system is maintained;
- be aware of and ensure an active commitment to health and wellness risks and initiatives e.g. fatigue, bullying and harassment

- review the health and safety reporting process, the system of internal controls and external review and audit processes;
- act as a formal forum for free and open communication between the Board, external reviewers and management; and

This Charter outlines the Committee's authority, duties and responsibilities and relationship with the Board. The Committee will ensure that this Charter appears on Napier Port's website. This Charter is supplemented by the Risk Management Framework adopted by the Board.

Membership

Members of the Committee shall comprise solely of Directors of Napier Port. The Board shall appoint a Chair from the members of the Committee. The Chair of the Board shall not be Chair of the Committee.

Responsibilities and duties

To meet its objectives, the following duties and functions will be undertaken by the Committee:

Duties with respect to legislative and regulatory compliance:

- Overseeing the company's responsibilities under direct and wider legislative and regulatory requirements e.g. the Health and Safety at Work Act, Maritime Transport Act, Customs and Excise Act, Biosecurity Act, Resource Management and regulatory framework;
- Ensuring an appropriate framework is maintained for the management of strategic and operational health and safety risk;
- Ensuring a port wide PCBU framework (including the Port User Health and Safety Forum) is in place that enacts the Port company's legislative and regulatory accountabilities;
- Making decisions with regard to longer term requirements for health and safety governance.

Duties with respect to key risk areas:

- Ensuring an understanding of critical risks and assurance against those;
- Ensuring that management is implementing Napier Port's health and safety risk management framework and policies;

- Monitoring of health, safety and wellness risk assessments and the internal controls instituted;
- Ensuring that these assessments, policies and controls adequately cover key health, safety and wellness risk areas;
- Ensuring Napier Port's health, safety and wellness risk management processes as a whole are sufficient.

Other duties:

- Monitoring management's response and actions to any reported areas of regulatory or other non-compliance; and
- Overseeing significant incident and near miss investigations (as identified by the Committee).

Secretarial / meetings

Meetings shall be held not less than three times a year.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, the Chief Executive Officer, and the General Manager Culture and Community.

The Committee may have in attendance such members of management including the General Manager Culture and Community, and such other persons including senior health and safety staff, as it considers necessary to provide appropriate information and explanations.

Any members of management in attendance at Committee meetings must be invited to attend such meetings. For the avoidance of doubt, Napier Port Group (being, for the purposes of this Charter, Napier Port and its subsidiaries) employees shall only attend meetings of the Committee at the invitation of the Committee.

The Chair of the Committee will generally meet with management (either together or separately as the Chair of the Committee deems appropriate) before each Committee meeting and at other times as required.

Minutes of all meetings shall be kept and approved by the Committee in a timely manner. Committee documents including minutes, management papers and other relevant material will be released to all members of the Board, and to such other persons as the Board directs.

The secretary of the Committee shall be appointed by the Board.

Review of the Committee and the terms of reference

The Committee shall undertake an annual self-review of its objectives and responsibilities and of its terms of reference and performance having regard to the purpose, objectives, duties and responsibilities of the Committee as set out in this Charter; and

Such objectives, responsibilities, Committee performance and terms of reference shall also be reviewed by the Board.

Communication and reporting procedures

The Committee shall maintain direct lines of communications with the external auditors, the Chief Executive Officer, the General Manager Culture and Community and external reviewers.

The Chief Executive Officer and the General Manager Culture and Community shall be responsible for drawing to the Committee's immediate attention any material matter that relates to notifiable events and significant near miss and incidents.

Review of the charter

The Board shall review this charter annually.