

Safety, Wellbeing and Environment Committee Charter

Document Owner: **PGG Wrightson Board of Directors**

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Safety, Wellbeing and Environment Committee Charter

1. Purpose/Objectives

- 1.1. The objective of the Safety, Wellbeing and Environment (SWE) Committee of PGG Wrightson Limited (PGW) is to assist the Board to provide leadership and policy in consistently discharging their responsibilities in the governance of Safety, Wellbeing and Environment at PGW. and to support the Board to set and implement the Company's vision and commitment to safety, wellbeing and the environment. This includes setting and approving the PGW Safety and Well-being Policy, and Environment Policy to enable PGW to fulfil its responsibilities in relation to all health, safety and environment related risks arising out of PGW's activities.
- 1.2. The SWESWE Committee's approach to managing safety, wellbeing and environmental risks is to be based on a continuous improvement methodology to achieve increasing maturity in our safety and well-being culture and embed strong environmental management across PGW. The management of these risks includes a preventative management approach as well as a compliance focus to ensure all obligations are being met.

2. Authority

- 2.1. The Board authorises the Committee to perform activities within the scope of its responsibilities in section 5 of this Charter. The Board may assign priorities and strategic objectives to the Committee regarding new or emerging SWE risks as they see fit.
- 2.2. The Committee will make recommendations to the Board on all matters requiring a decision beyond its authority.
- 2.3. The Committee has authority to obtain outside legal or other independent professional advice if it considers this necessary. Committee expenditure is to be approved by the Board (withinDLA).

3. Constitution and Membership

- 3.1. The SWE Committee is a committee of the Board of Directors.
- 3.2. The Board shall appoint a chair from among the non-management members of the Committee. The Company Secretary will take minutes.
- 3.3. The SWE Committee members are all Directors. The Chief Executive Officer and General Manager Human Resources are required attendees. All members of the PGW Executive and any other key team members will be invited to participate and present on items of specificity to their area of organisational accountability.
- 3.4. A sub-group of the SWE Committee may be created to review specific action items to recommend and endorse items for Committee approval.

4. Meetings

- 4.1. A quorum for meetings is four members of the Committee, including the Chair. Alternates may be used to cover non-attendance of Committee members with 48 hours prior notice to the Chair.
- 4.2. Members may attend in person or by teleconference/videoconference.
- 4.3. The SWE Committee may request the attendance of any member of management, any employee or other such persons including external advisors, as it considers necessary to carry out its objectives and/or to provide appropriate information or explanations.

- 4.4. Meetings shall take place quarterly within a calendar year, or as required, generally being times coinciding with PGW's regular Board meetings. Any member of the Committee may request an additional meeting if they consider it necessary.
- 4.5. Reasonable notice of meeting agendas and business to be conducted will be given to Committee members. Full papers for all meetings will be circulated to Committee members by the Committee Secretary no less than two working weeks in advance of any scheduled meeting. Minutes will be circulated to Committee members within one working week of the meeting. A report on the recommendations and outcomes of the meetings will be included in the next Board papers for noting and discussion.
- 4.6. Action progress will be tracked quarterly at SWE Committee meetings.

5. Responsibilities

- 5.1. The SWE Committee is to assist Directors to consistently discharge their responsibilities by focusing on the governance and leadership of health, safety and the environment at PGW, having regard to the law and the highest standards of governance, including to:
 - a) Review policy and strategy determining PGW's direction for SWE management and/or make recommendations on policy and strategy for approval to the Board;
 - b) Monitor the Company's progress against SWE policies and strategy;
 - c) Review and approve the Company's annual safety & well-being plan and environmental management plan, including setting key performance indicators;
 - d) Monitor the Company's progress against the relevant plans, reviewing performance to plan and key performance indicators;
 - e) Exercise due diligence to ensure that PGW complies with its duties and obligations under the Health and Safety at Work Act 2015 (HSWA), the Resource Management Act 1991, the Environment Act 1986, and any other relevant legislation and regulation. With regard to the HSWA, this will include (i) acquiring and keeping up-to-date knowledge of work health and safety matters; (ii) gaining an understanding of PGW's operations and generally of the hazards and risks associated with those operations; (iii) ensuring PGW has available for use, and uses, appropriate resources and processes to eliminate or minimise health and safety risks; (iv) ensuring PGW has appropriate processes for receiving, considering, and responding in a timely way to information about incidents, hazards, and risks; (v) ensuring that PGW has, and implements, processes for complying with any duty or obligation it has under the HSWA; and (vi) verifying the provision and use of the resources and processes referred to in (iii) to (v).
 - f) Ensure an annual review of the integrated SWE management system is conducted to determine the effectiveness of the Company's systems to identify and manage SWE hazards and risks and report the findings of such a review to the Board;
 - g) Monitor the progress of, and responses to, external health, safety & environmental audits and reviews and report to the Board;
 - h) Monitor management of serious incident events, including high potential events and incidents that require external notification or result in regulatory non-compliance notices and report the findings of such reviews to the Board;
 - i) Review the Company's practices both for enabling staff and their representatives to participate in decision-making, implementation and monitoring of workplace health and safety and to support the recovery and rehabilitation of employees in the event of work-related injury or illness; and
 - j) Ensure that contractors and suppliers used by the organisation have satisfactory SWE standards.

6. Review of Charter and Committee Performance

- 6.1. The Charter will be reviewed annually or at the request of any Committee member and amended as appropriate. The Charter and amendments must be approved by the Board.
- 6.2. A copy of this Charter will be published on <https://www.pggwrightson.co.nz>