



BRISCONNECTIONS

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BRISCONNECTIONS UNIT TRUSTS

Health, Safety and Environment Committee Charter

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Distribution

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1. Introduction

1.1 *Role of the committee*

The role of the Health, Safety and Environment Committee (Committee) is to assist the Board of BrisConnections Management Company Ltd (BCMCL) in performing its role as responsible entity of BrisConnections Unit Trusts (BrisConnections Investment Trust and BrisConnections Holding Trust). The work of the Committee is directed towards assisting the Board to oversee the performance of the BrisConnections Group towards achievement of the Group objectives. The Committee is accountable to the Board for its performance. This charter sets out how the Committee will perform its role.

1.2 *Areas of focus*

The Committee will focus on the following matters:

- 1.2.1 Occupational health & safety, environmental management and security across all the Group's activities and operations.
- 1.2.2 Operational risk management regarding occupational health & safety, environmental issues and security matters (in coordination with the Audit, Risk & Compliance Committee).
- 1.2.3 Compliance with legal and regulatory obligations regarding occupational health & safety, environmental issues and security.
- 1.2.4 Other matters relating to occupational health & safety, environmental issues and security as appropriate or as requested by the Board.
- 1.2.5 The Committee's areas of focus will include the activities and operations of the Group's contractors, agents and other business partners.
- 1.2.6 The Committee may investigate any activity within its areas of focus.

1.3 *Nature of role*

- 1.3.1 The Committee is a non-executive and advisory body. The Committee's role is to report to the Board on the Committee's activities, and to recommend to the Board appropriate actions arising from the Committee's activities.
- 1.3.2 The Committee, with the assistance of management, will maintain effective communication with the Audit, Risk & Compliance Committee so that the activities of the two committees are coordinated effectively.

2. Duties and Responsibilities

2.1 *Occupational Health and Safety*

The Committee will:

- 2.1.1 require management to protect the Group's reputation for high standards of occupational health and safety,
- 2.1.2 recommend to the Board an OHS policy as provided by management, which clearly states the commitments of BrisConnections Management Company Ltd to manage OHS related matters effectively,
- 2.1.3 request management to establish planning and process controls to provide for safe operations and for safety management in all the Group's workplaces,
- 2.1.4 require management to monitor and report on the Group's safety performance,
- 2.1.5 review the processes implemented by management to achieve compliance with legal and regulatory obligations regarding occupational health and safety,

- 2.1.6 monitor the adequacy of safety reporting systems for workplace incidents, breaches and operational incidents, and
- 2.1.7 monitor the investigation of matters referred to in paragraph 2.1.6 and the implementation of remedial actions. including rehabilitation activities.

2.2 Environment

The Committee will:

- 2.2.1 require management to protect the Group's reputation for high standards of environmental management,
- 2.2.2 recommend to the Board an environmental policy as provided by management, which clearly states the commitments of BrisConnections Management Company Ltd to manage environmental related matters effectively,
- 2.2.3 request management to establish planning and process controls designed to achieve satisfactory environmental outcomes in all the Group's workplaces,
- 2.2.4 require management to monitor and report on the Group's environmental performance,
- 2.2.5 review the Group's policies and processes implemented by management to achieve compliance with legal and regulatory obligations regarding environmental issues,
- 2.2.6 monitor the adequacy of environmental reporting systems for workplace incidents, breaches and operational incidents, and
- 2.2.7 monitor the investigation of matters referred to in paragraph 2.2.6 and the implementation of remedial actions including rehabilitation activities.

2.3 Security

The Committee will:

- 2.3.1 review the Group's policies and processes to achieve compliance with legal and regulatory obligations related to operational security
- 2.3.2 monitor the adequacy of operational security reporting systems for actual and potential breaches and incidents
- 2.3.3 monitor the investigation of matters referred to in paragraph 2.3.2 and the implementation of remedial actions.

2.4 Operational risk management

The Committee (in coordination with the Audit, Risk & Compliance Committee) will monitor management activities to establish and operate a risk management system designed to identify, assess, monitor and manage operational risks and will:

- 2.4.1 review the risk management processes in place to identify and manage road safety risks, occupational health and safety risks, environmental risks and operational security risks
- 2.4.2 review the Group's operational contingency planning processes to manage road safety risks, occupational health and safety risks, environmental risks and operational security risks including risks to critical operational systems and processes.

3. Committee Membership and Processes

3.1 Composition of Committee

- 3.1.1 The Committee will have the following members:
 - 3.1.1.1 two or more non-executive Directors
 - 3.1.1.2 the CEO
 - 3.1.1.3 one or more senior executives with relevant responsibilities, as determined by the Board.
- 3.1.2 At least one of the members of the Committee must also be a member of the Audit Risk and Compliance Committee.
- 3.1.3 The Board will appoint one of the non-executive Director members of the Committee as Chairman of the Committee. The Chairman of the Committee will be an independent Director, unless the Board resolves otherwise having regard to the skills and experience of the members of the Board and the Committee.
- 3.1.4 The Committee may appoint a person with relevant expertise and experience in relation to the matters within the Committee's area of focus as an expert External Adviser to assist the Committee in performing its role on terms agreed by the Board. All fees are at BrisConnections Group expense. The External Adviser (if any) will attend all meetings of the Committee.
- 3.1.5 The Board will review membership of the Committee annually (or earlier if necessary).

3.2 Committee meetings and proceedings

- 3.2.1 The Committee is established in accordance with rule **3.8.2** of the Board Charter. Proceedings and meetings of the Committee are governed by the provisions of the constitution to the extent they are applicable and consistent with this charter.
- 3.2.2 The Company Secretary (or a delegate) will be the Secretary of the Committee.
- 3.2.3 The Committee will meet as often as required, but at least three times each year.
- 3.2.4 The Secretary will convene a meeting of the Committee if asked to do so by any Committee member or the External Adviser.
- 3.2.5 Except in exceptional circumstances, the Secretary will distribute papers to all members at least six days before each meeting.
- 3.2.6 A quorum for a meeting of the Committee is two members of the Committee who are Directors. A quorum includes members linked by telephone or other electronic means.
- 3.2.7 The Committee will act by consensus. If consensus cannot be achieved on a matter, the Chairman of the Committee may determine the matter.
- 3.2.8 The Secretary will keep minutes of all meetings and proceedings of the Committee. Following preliminary approval of the minutes by the Committee chairman, the Secretary will circulate the minutes for review by all Committee members.
- 3.2.9 The Committee may invite any person to attend for all or a part of any of its meetings including, in particular, appropriate senior management, representatives of contractors with key safety or occupational health responsibilities and external advisers appointed by the Committee. A standing invitation to attend each meeting will be issued to each Director.

3.3 Access, support and independent advice

- 3.3.1 The Committee will have unlimited access to the External Adviser and to senior management and the records of the BrisConnections Group. The Committee may meet privately with any of these parties.

3.3.2 The Committee may obtain external legal or other independent professional advice on any matter connected with the discharge of its responsibilities on the same basis as that for the External Adviser. All fees are at BrisConnections Group expense.

3.4 Reporting to the Board

3.4.1 The chairman of the Committee will report to the Board after each meeting of the Committee. The Secretary will include in the papers for each Board meeting a copy of the minutes of meetings and proceedings of the Committee.

3.4.2 If required by the Board, the Committee will prepare a report to be included in the annual report.

3.5 Performance evaluation and development

3.5.1 The Committee will evaluate the performance of the Committee, and the governance processes that support the work of the Committee, at least annually.

3.5.2 The Committee may recommend to the Board any changes to this charter that the Committee considers would enhance the Committee's performance of its role.

3.5.3 The Committee may recommend to the Board that members of the Committee be provided with any training and further education the Committee considers necessary to enable the Committee to discharge its responsibilities.

4. Definitions

The following definitions apply in this document.

4.1 **Board:** Board of directors of BrisConnections Management Company Limited

4.2 **CEO:** Chief Executive Officer, including any person appointed as Managing Director

4.3 **Committee:** Health, Safety and Environment Committee

4.4 **Company Secretary:** Company Secretary of BrisConnections Management Company Limited or a delegate approved by the Chairman of the Committee

4.5 **BrisConnections Group (or Group):** BrisConnections Investment Trust and BrisConnections Holding Trust and their respective controlled entities

4.6 **External Adviser:** The person (if any) with relevant expertise and experience in relation to the matters within the Committee's areas of focus, appointed by the Committee in accordance with paragraph 3.1.4