



**WorleyParsons**

resources & energy

**Eco**Nomics

# Health, Safety and Environment Committee Charter

**WorleyParsons Limited**

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**HEALTH SAFETY AND ENVIRONMENT COMMITTEE CHARTER  
WORLEYPARSONS LIMITED**

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## HEALTH, SAFETY AND ENVIRONMENT COMMITTEE CHARTER WORLEYPARSONS LIMITED

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Pursuant to a resolution of the Board of WorleyParsons Limited (**WorleyParsons**) passed on 29 June 2012, an “Health, Safety and Environment Committee” (the **Committee**) of the Board was established. The purpose and the powers of the Committee are set out in this document.

### 1. ROLE

The role of the Committee is to assist the Board to fulfill its responsibility to oversee health, safety and environmental matters arising out of WorleyParsons’ activities.

### 2. MEMBERSHIP OF THE COMMITTEE

The Committee will have at least three members and be comprised solely of non-executive directors, with the majority being independent directors. The Board will appoint the Chair of the Committee, who should be an independent director.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution.

Members of management must not be appointed members of the Committee. Non-committee members may attend meetings of the Committee at the invitation of the Committee Chair, who will have regard to potential conflicts of interest when making invitations. The invitation to attend the Committee meetings may be a standing invitation. The CEO, or any other attendee, may not participate in deliberations of the Committee where the matter could affect his or her position or where he or she has a personal interest in the matter.

### 3. ADMINISTRATIVE MATTERS

It is intended that the Committee will meet at least four times a year at a time coincident with Board meetings and that at least one of those meetings be coincident with the presentation of the annual Health, Safety and Environment Report to the Board. The Committee will meet as often as Committee members deem necessary in order to fulfil their role.

The Committee or an individual member may seek independent advice, at the company’s expense, where the committee or the individual member considers such advice necessary or appropriate.

The Committee may obtain information from and consult with the CEO or other internal management resources, as it considers appropriate.

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee (with a copy to all Board Members) at least five working days prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be reviewed and discussed. Any member may, and the Secretary must, convene a meeting of the Committee upon a member’s request.



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The Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

A quorum will comprise any two Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting.

Meetings and proceedings of the Committee are governed by the provisions of the WorleyParsons Constitution regulating meetings and proceedings of the Board.

### 4. REPORTING

The Committee Chair will provide a report of the actions of the Committee at the next Board meeting. The minutes and agenda of the prior Committee meeting will be included in the Board papers for the subsequent Board meeting.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

### 5. RESPONSIBILITIES AND FUNCTIONS

In this section "Group" means the group of companies formed by WorleyParsons and each of its subsidiaries.

#### ***Recommendations regarding resources, processes and performance***

Based on reporting provided by management and independent third party verification, the Committee will make recommendations to the Board regarding:

- the effectiveness of:
  - Group resources and processes for managing health, safety and environmental risks;
  - Group processes for appropriately elevating health, safety and environmental incidents, and for appropriately responding to reports of such incidents; and
  - Group processes for complying with health, safety and environmental laws;
- Group performance with respect to health, safety and environment, including whether or not management is satisfactorily achieving its health, safety and environment objectives; and
- whether or not the Board should approve the health, safety and environment aspects of the Group's Risk Management Plan.



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### ***Recommendations regarding independent third party verifiers***

Based on information provided by management, the Committee will make recommendations to the Board as to:

- the identity of the firms to be appointed by the Group from time to time to verify the effectiveness of the Group's resources, processes and performance with respect to health, safety and environment;
- the scope of each such firm's role; and
- the frequency with which such verifications are to be undertaken.

### ***Monitoring redress of ineffective resources, processes and performance***

Reporting provided by management or independent third party verification may indicate that the Group's resources, processes or performance with respect to health, safety and environment have been found to be ineffective in a material respect or otherwise unsatisfactory in a material respect.

If that occurs, the Committee will, on the Board's behalf, monitor implementation of the steps recommended by management or the third party to seek to ensure that, in a timely manner, the resources, process or performance become effective or otherwise satisfactory.

### ***Site visits***

While the Committee will rely primarily on reporting provided by management and independent third party verification to carry out its role, Committee members will also participate in a program of site visits. The purpose of those visits is to increase Committee members' understanding of the health, safety and environmental risks faced by the Group and to further raise the profile of health, safety and environmental risk management with staff on site and, in particular, with site management.

Committee members generally do not represent themselves as experts in the fields of health, safety, environment or risk management. As such it is not the responsibility of Committee members to conduct health, safety or environment risk reviews when visiting sites.

## **6. REVIEW**

The Board will annually, at the first meeting of each calendar year, review the membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary the Committee may, by resolution alter the responsibilities, functions or membership of the Committee and recommend to the Board the formal adoption of the revised charter for future operations of the Committee.