



# Safety, Health & Environment Committee Charter

---

**Adopted by the Board:** 25 June 2010  
**Last reviewed by the Board:** 20 June 2018

**Aurizon Holdings Limited (the “Company”)**

ACN 146 335 622  
Level 8, 900 Ann St  
Fortitude Valley QLD 4006  
Australia

**Contact**

Telephone: 13 23 32  
Email: [companysecretary@aurizon.com.au](mailto:companysecretary@aurizon.com.au)  
Website: [www.aurizon.com.au](http://www.aurizon.com.au)

## Table of Contents

---

### Contents

1.	Purpose .....	3
2.	Administration .....	3
3.	Authority and resources.....	5
4.	Reporting Responsibilities .....	5
5.	Review of the Committee Performance and Charter .....	5

## Safety, Health & Environment Committee

### Charter

---

#### 1. Purpose

**1.1** The Safety, Health & Environment Committee (the **Committee**) is a Committee of the Aurizon Holdings Limited (the **Company**) Board (**Board**). The purpose of the Committee is to review and make recommendations to the Board on the following matters:

- Policies, principles, initiatives and attitudes which promote excellence in safety, health and environmental performance.
- Compliance with statutory obligations relating to environmental and safety obligations.
- Environmental, health and safety strategy, policies, internal governance and internal control arrangements and performance against stated objectives and targets.
- Environmental, health and safety risk profiles, strategy and policies.

and to undertake any other specific tasks or functions delegated to the Committee by the Board.

**1.2** For the avoidance of doubt, the Committee discharges the above responsibilities in relation to the Company and as applicable, the entities it controls (the **Group**).

**1.3** The Committee also exercises the administrative powers delegated to it by the Board.

---

#### 2. Administration

##### 2.1 Membership and Expertise

2.1.1 The Board appoints the members and Committee Chairman. The Committee must be comprised of at least three Board members. A majority of the Committee must be independent non-executive directors.

2.1.2 Each Committee member must:

- Have a reasonable knowledge of the scope and nature of operations across the Group, its environmental, health and safety risk profile obligations, strategy, policies and performance against stated objectives and targets.
- Make themselves aware of the obligations of officers to exercise due diligence in ensuring the Group complies with its statutory duties and obligations.
- Dedicate the necessary time and attention to Committee matters.

- 2.1.3 The Company's Company Secretary (the **Company Secretary**) or with the approval of the Committee a delegate of the Company Secretary, will be the Committee Secretary (the **Committee Secretary**).

## 2.2 Meetings

- 2.2.1 Meetings shall be held at least four (4) times a year on dates determined by the Chairman or more frequently if required. Any member may require the Committee Secretary to convene a meeting of the Committee.
- 2.2.2 Meetings are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and the Committee should seek to determine matters before the Committee by consensus.
- 2.2.3 A quorum for any meeting is at least two independent non-executive members of the Committee.
- 2.2.4 In the absence of the Committee Chairman or appointed delegate, the Committee members will elect one of their number as Chairman of that meeting.
- 2.2.5 The Committee may invite other people including any employee of the Group to attend all or part of its meetings.
- 2.2.6 Any person with a material personal interest in a matter being considered at a meeting must not be present for consideration of that matter.
- 2.2.7 Other members of the Board are entitled to attend Committee meetings but cannot vote on any matter being considered.
- 2.2.8 The agenda for meetings is determined by the Committee Chairman in consultation with the Committee Secretary, and others as expressly directed by the Committee Chairman.
- 2.2.9 Reports and other papers of the Committee are available to all members of the Board, subject to the rules in relation to conflict of interests set out in the Board Charter from time to time.
- 2.2.10 Decisions of the Committee may be made at a duly called and constituted meeting or otherwise as agreed by all Committee members.

## 2.3 Minutes

- 2.3.1 The Committee Secretary must prepare minutes for each Committee meeting.
- 2.3.2 The draft minutes of each Committee meeting are to be reviewed by the Committee Chairman and circulated to all Committee members by the Committee Secretary as soon as practicable after each Committee meeting.
- 2.3.3 A copy of the Committee minutes, once they have been approved by the Committee, are to be signed by the Committee Chairman and made available

for the Company's Board to view via the Directors' only website as soon as practicable.

---

### **3. Authority and resources**

**3.1** The Board has authorised the Committee to:

- perform the activities required to discharge its responsibilities to the Board
- obtain either directly or via the Company Secretary, external independent professional advice on terms it deems fit and as it considers necessary to meet the Committee's purpose and discharge its responsibilities

have access, subject to the terms of the Board Charter, to any Group employees and information it considers necessary to perform its duties

---

### **4. Reporting Responsibilities**

**4.1** The Committee will report to the Board through the Committee Chairman and will ensure that matters requiring Board attention are notified to the Board.

---

### **5. Review of the Committee Performance and Charter**

**5.1** The Committee will review annually its performance, its membership and Charter and make recommendations as it sees fit to the Board.