



# Health, Safety & Wellbeing Committee Terms of Reference

## *Kāhui hauora me te marutau*

Transpower New Zealand Limited – June 2023

We're for New Zealand. Tū mai Aotearoa.

## 1. Objective:

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### **To assist the Board by considering, assessing and reviewing:**

- Strategies for achieving health, safety and wellbeing objectives.
- The health, safety and wellbeing system and its fitness for purpose, and ensuring that it is reflective of legislative requirements and other industry trends.
- The adequacy of targets for health, safety and wellbeing performance, and frameworks for reporting and assessing performance against those targets.
- The adequacy of monitoring, reporting and management of health, safety and wellbeing-related incidents and the adequacy of identifying and implementing actions to minimise the risk of recurrence.
- Management's recommendations and external advice (if available) on material health, safety and wellbeing -related incidents.
- Key health, safety and wellbeing risk assessments, plans and policies.
- Health, safety and wellbeing compliance and assurance processes including relevant internal audit reviews and self-assessment reviews.

### **On behalf of the Board:**

- Review, monitor and make recommendations to the Board on Transpower's health, safety and wellbeing risk management framework and policies.
- Carry out in depth review of health, safety and wellbeing matters.
- Inquiring of management about significant health, safety and wellbeing risks or exposures and evaluating the steps taken to manage such risks to the Company.
- Any other duties and responsibilities which have been assigned to it from time to time by the Board.

### ***Relationship and collaboration with the Board and Audit & Risk Committee***

- The oversight of health, safety and wellbeing risk management remains the focus of the Board of Directors. This Committee will assist the Board in discharging its responsibilities.
- Risks relating to health, safety and wellbeing are the specific focus of this Committee. The Audit & Risk Committee (ARC) will have oversight of the risk and assurance programme (including those relating to health, safety and wellbeing) as a whole. The committees will work collaboratively, and this Committee will consider any health, safety and/or wellbeing-related risks recommended for its consideration and review by the ARC. This Committee will identify and recommend to the ARC any risk or assurance matters this Committee consider as necessitating the focus and consideration of the ARC.

## 2. Operation:

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- Investigate any activity and seek and obtain any information from any officer or employee as it deems appropriate to fulfil its functions.
- Report on Committee business to the Board with such recommendations as the Committee may deem appropriate, or as required by the Board.
- The Committee is authorised to engage any independent external professionals (including legal) to provide advice to assist as the Committee deems relevant to its objective or duties.
- The Committee is authorised to have ready access to all relevant records of the Company.

## 3. Membership:

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- Committee Members are to be appointed by the Board, preferably with expertise in relevant health, safety and wellbeing disciplines and areas.
- The Chair will be determined by the Board Chair and confirmed by the Board but must not also be the Board Chair, although the Board Chair may act as Chair for any periods where a permanent Chair has not been appointed.
- Unless otherwise agreed by the Board, membership will be not less than three, and a quorum will be any two members.

## 4. Attendees:

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- Committee Members, Chief Executive, General Counsel & Company Secretary (as Secretary), Governance and Administration Manager, and whichever General Managers and staff as are appropriate to the subject matter under consideration.
- Management attendees to include personnel responsible for three lines of health, safety and wellbeing defence being:
  - Level 1 – direct in field responsibility for health, safety and wellbeing; including lagging statistics, all events and operational updates.
  - Level 2 – responsibility for the health, safety and wellbeing management system and framework, leading statistics, policy development and technical expertise; and
  - Level 3 - Internal audit and/or health, safety and wellbeing assurance
- Non-member Board Directors may attend meetings.
- Other attendees at the invitation or request of the Chair or Chief Executive.

## 5. Meeting Frequency:

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- Unless otherwise agreed by the Committee or the Board, meetings will be held at least four times each year.
- The Chair may convene a meeting if she or he considers one is required. The Chair will also convene a meeting upon request of any Committee member who considers it necessary.
- At least 7 days' notice will be given for meetings, unless circumstances require an urgent meeting to be called.
- The agenda, together with any papers, is to be circulated is to be circulated at least 7 days prior to each meeting (except that such period may be shortened in the cases of urgency, as authorised by the Chair or the Board). The agenda and any applicable papers shall be distributed to the members of the Committee, other Board Members, and other invitees, as appropriate.

## 6. Administration:

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- The General Counsel & Company Secretary will act as Committee Secretary.
- Committee papers should be signed-off by a General Manager and the Chief Executive prior to distribution.
- Minutes of meeting are to be reviewed by the Chair prior to distribution. The minutes of all meetings will be circulated to the Board of Directors, the Executive, and at the discretion of the Chair, to other relevant personnel as appropriate.
- The Committee will undertake biennial self-review of its functioning and operation.

## 7. Agenda

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- The Secretary, in conjunction with the Chair, shall draw up the agenda for each meeting.
- The agenda will include reporting on defence Levels 1, 2 and 3 from Management personnel with the responsibility for such areas of assurance respectively, including:
  - performance reporting – leading and lagging indicators;
  - special events and/or ICAM (incident cause analysis method) reporting on events appropriate for Board attention;
  - health, safety and wellbeing management system improvement and strategy reporting;

- deep dive reporting on the Company's critical risks (with at least one critical risk on the agenda for each meeting);
- health, safety, and wellbeing audits, assurance reviews, and outcome reporting.