



Health, Safety, Security and Environment Committee

Terms of Reference

1. Constitution

- 1.1 The HSSE Committee is a committee of the Bazalgette Tunnel Limited (the Company) Board (the Board).
- 1.2 The HSSE Committee's terms of reference may be amended at any time by the Board.
- 1.3 The HSSE Committee may from time to time investigate, discuss or review matters outside its terms of reference if required to do so by the Board.

2. Membership and appointment

- 2.1 The Board shall appoint the HSSE Committee. The HSSE Committee shall comprise not less than three members.
- 2.2 Each Shareholder Director shall have the right to appoint its Shareholder Director as a member to the Committee.
- 2.3 The Board shall appoint the Chair of the HSSE Committee from amongst the independent non-executive directors.
- 2.4 A quorum shall be three members, and shall include at least (a) at all times one Shareholder Director; (b) one independent Non-Executive Director; and (c) the Chair of the HSSE Committee.
- 2.5 Appointments to the HSSE Committee shall be for a period of up to three years or to the end of the relevant director's term of appointment, whichever is shorter, and may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the HSSE Committee.

3. Secretary

- 3.1 The Deputy Company Secretary of the Board shall be the Secretary of the HSSE Committee

4. Attendance at meetings

- 4.1 No one other than the HSSE Committee members, Board Observers, independent Non-Executive Directors, Executive Directors, Director of Business Services & HSW, Chief Technical Officer and the Deputy Company Secretary shall be entitled to attend HSSE committee meetings, unless by invitation of the HSSE Committee.

5. Frequency of meetings

- 5.1 Meetings shall be held not less than two times a year or otherwise as required.

6. Notice of meetings

- 6.1 Meetings of the HSSE Committee shall be called by the Secretary of the HSSE Committee at the request of any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the HSSE Committee, any other person required to attend, no later than five working days before the meeting.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all meetings of the HSSE Committee, including recording the names of those present and in attendance.
- 7.2 The minutes of HSSE Committee meetings shall normally be considered at the Board meeting following the HSSE Committee meeting, unless in the opinion of the Chair of the HSSE Committee it would be inappropriate to do so.

8. Duties

- 8.1 The responsibilities of the HSSE Committee shall be to:
 - 8.1.1 Review and recommend to the Board the HSSE Strategy including objectives.
 - 8.1.2 Provide advice assistance, recommendations and reports, as the context requires, to the Board in order to facilitate the Board's understanding, reviewing and monitoring of the implementation of the Company strategy relating to HSSE issues, including:
 - (i) Best practice comparator(s);
 - (ii) Legal compliance;
 - (iii) Interface issues, including:
 - Delivery agents
 - Industry partners
 - Sponsors
 - Stakeholders;
 - (iv) Third Party and general public protection
 - On site
 - Abutting the site
 - Off site (but resulting from Programme delivery);
 - (v) Any issues and concerns raised by enforcing authorities (inclusive of proposals to address those issues and/or concerns); and
 - (vi) HSSE risk mitigation strategies.
 - 8.1.3 Review of the Company Integrated Management Systems to ensure legal compliance.
 - 8.1.4 Trend Analysis, inclusive of:
 - (i) audits, inspections and safety tours carried out;
 - (ii) Third party audits carried out;
 - (iii) Non-compliance report analysis;
 - (iv) Incident and near miss analysis;
 - (v) Reaction time and close out; and
 - (vi) Occupational health analysis.
 - 8.1.5 Reviewing and approving significant Company actions relating to HSSE.

- 8.1.6 Review incident investigation reports and the close out of resulting actions for all incidents involving fatalities and any other serious incident as the Committee sees fit.
- 8.1.7 Reviewing the Company's security policy, strategy and actions.
- 8.2 The Committee will undertake an annual effectiveness review of its performance and other related matters.

9. Reporting Procedures

- 9.1 The HSSE Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other matters

- 10.1 The HSSE Committee shall have access to sufficient resources to carry out its duties, including access to the executive management team of the Company; relevant written materials and other communications; access to the Deputy Company Secretary for assistance as required; and the ability to obtain independent professional and/or legal advice as is reasonably required.
- 10.2 The HSSE Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 10.3 The HSSE Committee shall oversee any investigation of activities which are within its terms of reference.
- 10.4 The HSSE Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1 The HSSE Committee is authorised by the Board to obtain, at the Company's expense and in consultation with the Chair of the Board and/or the Chief Executive, outside legal or other professional advice on any matters within its terms of reference.