

# Steel & Tube Holdings Health, Safety and Environment Committee Charter

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**Purpose** The Board of Directors of Steel & Tube Holdings Limited has established a Committee of Directors known as the Health, Safety & Environment Committee (Committee). The objectives, composition, terms of office, duties and responsibilities, and powers and authority are set out in this Charter.

**Company Purpose Statement** Steel and Tube is New Zealand’s leading Distributor and Processor of metal and related products. Our commitment to delivering exceptional service, quality and value to our customers and shareholders is maintained through our people who always act safe and are reliable, accountable and committed.

**Governance Objectives** The main objective of the Committee is to assist the Board of Directors to fulfil its HS&E roles & responsibilities in relation to:-

- Health & Safety policies and procedures
- Health & Safety legislative compliance
- Worker involvement in health and safety

In alignment with diligence requirements the Committee monitors, reviews and reports to the board on the adequacy of policies and management systems, compliance with statutory regulations and other significant issues with respect to health, safety and the environment to ensure S&T meets its primary duty of care. .

**Committee Composition** The Committee will be appointed by the Board and will comprise at least two Directors.

The Board shall appoint the Chairman of the Committee. The appointment and removal of Committee members is the responsibility of the Board.

**Role of the Chairman** The Chairman carries out a leadership role in the conduct of the Committee.

The Chairman will chair Committee meetings.

The Chairman must ensure that all member of the Committee are encouraged to participate in the affairs of the Committee and have an adequate opportunity to express their views.

**Committee Authority** The Committee is authorised to investigate any activity covered by its areas of responsibility under the Charter.

The Board has authorised the Committee to have the authority to:

- Engage, retain, terminate and consult with independent external advisors as required at the company’s expense
- To fulfil the Committees requirements, request the attendance at meetings of external advisors with relevant experience

The Committee has the powers to delegate to the Chairman to act in the capacity as the Committee where deemed appropriate.

The Committee are able to rely on Steel & Tube executives for matters within their responsibility and external advisors on matters for

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which they have deemed expertise after reasonable due diligence and review. The Committee shall make recommendations to the Board as it does not have the authority to make decisions on behalf of the Board except as specifically noted in the Charter.

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**Access to advisors**

The Committee may communicate directly with, and is to have unrestricted access to advisors as it sees fit. E.g.: In the case of serious health and safety incidents, obtain independent advice on the adequacy of the investigation and remedial actions.

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**Frequency and duration of meeting**

The Committee shall meet at least 3 times per year. The Committee will attend to different company sites at each of its meetings.

The Chairman will call a meeting of the Committee if requested to do so by any Committee member, by the Board Chairman or by the Chief Executive Officer.

A quorum shall be formed when the Chairman and one member of the Committee is in attendance.

All Directors have a standing invitation to attend any meetings of the Committee, will be notified of all meetings and will receive the papers for each Committee meeting.

The Chief Executive Officer and the Chief Financial Officer may attend each meeting.

The Committee may invite other senior managers or external advisors to attend the Committee meetings.

If in attendance, the Chief Financial Officer as Company Secretary is responsible for recording the minutes of the meeting, otherwise the Chairman is responsible for keeping the minutes; and after confirmation by the Committee present to the Board in the next circulation of Board papers.

The Chief Financial Officer as Company Secretary is to circulate appropriate papers to all Committee members and other Directors prior to each meeting.

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**Agenda**

The agenda is determined by the Chairman.

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**Duties and responsibilities**

The duties and responsibilities of the Committee include but are not limited to the matters outlined below:

- The effectiveness of company HS&E strategies, policies, culture and vision
  - HS&E legislative compliance
  - The effectiveness of the HS&E management systems.
  - Review and continuously improvement of the HS&E systems
  - HS&E performance targets performance reporting & compliance
  - HS&E assurance and audit schedule compliance & results
  - The effectiveness of the HS & E governance structure
  - Outcomes of the Executive HS&E Committee reviews
  - The appropriate response to all significant issues
  - Informing the Board of relevant legislative changes
  - Review of serious incidents
  - Alignment with health and safety due diligence requirements
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**Ownership &  
review**

Approver: Steel & Tube Board  
Reviewer: Health, Safety & Environment Committee  
Owner: Company Secretary  
Review: Two Yearly or as required  
Date: 21 September 2017

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