

# St Barbara Limited

## Health and Safety Board Committee Charter

The Board of St Barbara Limited has established a Health and Safety Committee (the **Committee**). Its purpose and powers are set out in this Charter.

### 1 Function

The Committee will assist and advise the Board in the effective discharge of its responsibilities in relation to safety and health across the full scope of Company activities. The Board will generally retain decision making powers in relation to health and safety matters.

The overriding functions are:

- in conjunction with management to promote a safety conscious culture throughout the Company;
- oversee the function and effectiveness of the Health and Safety Management Committee; and
- report to the Board directly on H&S policy, plans, compliance and issues (whether current or reasonably foreseeable).

The Committee has unrestricted access to operations, employees and records and is authorised to take advice from external parties as appropriate at St Barbara Limited's expense. As an agreed protocol, the Managing Director and COO shall be informed in advance of planned Committee visits to site and/or planned discussions with employees.

### 2 Membership of the Committee

The Board appoints the Committee members and its Chairman.

The Committee will consist of two non-executive Directors and the Managing Director/CEO.

The Chair should be an independent director and preferably not the Chair of the board of directors.

Other non-executive directors who are not Committee members may attend meetings of the Committee should they wish. The Chief Operating Officer (COO) will have a standing invitation to attend Committee meetings. Selected other members of management may attend meetings of the Committee by invitation.

The Secretary of the Committee is the Company Secretary.

All persons appointed to the Committee will have sufficient appreciation and understanding of H&S issues to allow them to discharge their responsibilities.

The Board will review the membership and charter of the Committee annually, in accordance with paragraph 6.

### 3 Administration

The Committee will meet at least four times each year on pre-arranged dates, or as often as the Committee members deem necessary in order to fulfil its responsibilities. To the

extent practicable the Committee will endeavour to meet at each operating site at least once per year.

A quorum will comprise two members of the Committee. In the absence of the Committee Chairman, Committee members will elect a Committee member to act as Chairman for that meeting.

The COO will, in conjunction with the Chairman of the Committee and the CEO, settle agendas for and arrange meetings of the Committee. The preparation of papers to be presented to the Committee is the responsibility of management in consultation with the members of the Committee. The agenda and discussion papers should be distributed to the members of the Committee at least one week prior to each meeting.

The Company Secretary will be responsible for the minutes of all Committee meetings with draft minutes to be forwarded to the Chairman of the Committee for review as soon as practicable following the completion of the meeting. 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.

The Committee may have access to professional advice from external advisers as it reasonably determines.

## **4 Reporting**

A report of the actions of the Committee and/or a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee. The Committee Chairman will be responsible for the preparation of this report.

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

The Committee Chairman will attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

## **5 Responsibilities**

In meeting its purpose to assist the Board in the effective discharge of its responsibilities in relation to safety and health, the Committee has the following responsibilities:

### **Culture**

Promote throughout St Barbara a strong culture which values health, safety and the environment.

### **Strategy**

Consider reports from the H&S Management Committee on proposed strategies and the effectiveness of existing strategies for promoting a strong health, safety and environment culture and recommend to the Board appropriate measures and responses.

Develop and recommend to the Board the approval of a Corporate H&S Strategic Plan.

### **Reputation**

Consider H&S issues that may have strategic business or reputational implications for St Barbara and recommend to the Board appropriate measures and responses.

**Policies**

Review the H&S policies of St Barbara and any proposed change, and recommend to the Board any changes.

**Systems**

Review audits and reports in relation to H&S systems, processes and resourcing throughout St Barbara and recommend to the Board appropriate measures and responses.

**Risks**

Review recommendations from the H&S Management Committee in relation to H&S risk management and recommend to the Board appropriate measures and responses.

**Compliance**

Review H&S compliance, including compliance standards, and provide appropriate reports and recommendations for change to the Board.

**Performance**

Review H&S performance and monitoring standards for St Barbara, consider reports in relation to ongoing monitoring and performance in the H&S area, and provide appropriate reports and recommendations for change to the Board.

**Reporting**

Review:

- Reports from the H&S Management Committee;
- Investigations of major H&S incidents within St Barbara's operations;
- Reports on all major changes to St Barbara's H&S responsibilities.

Provide reports and recommendations as appropriate to the Board.

**Legislation**

Consider developments in relevant H&S legislation and regulations and provide appropriate reports and recommendations for change to the Board.

**Board**

Inform the Board of any significant H&S matters, whether current or proposed.

Investigate and report on matters requested by the Board.

**6 Review**

The Board will at least once in each year review the performance, membership and charter of the Committee to determine its adequacy for current circumstances. Where necessary, the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee.

Date of formal adoption                      23 April 2007

Date of next formal review                      23 April 2008