



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, responsibilities and powers are set out in this Charter.

1 Function

The Committee will monitor and report to the Board on the effective discharge of the Company's responsibilities in relation to safety and health across the full scope of its activities. [The original drafting places a substantial additional legal burden on Committee members – and should be avoided. The role of the Committee should be to assist the Board in monitoring and reviewing the governance structures around health and safety.]

The overriding functions are:

- to monitor and assess whether Management promotes a safety conscious culture throughout the Company;
- oversee the function and effectiveness of the Health and Safety ("H&S") 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 Chief Operating Officer ("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 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.

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 their individual or collective 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 deliberations 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 Committee 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 in relation to its activities or responsibilities.

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

5 Responsibilities

To enable the Committee to fulfil its function, the Committee has the following responsibilities:

Culture

Assess whether management promotes 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 report to the Board on the measures and responses proposed by management.

Review with the Board the Corporate H&S Strategic Plan recommended by Management.

Reputation

Consider H&S issues that may have strategic business or reputational implications for St Barbara and report to the Board on any measures and responses proposed by Management.

Policies

Review the H&S policies of St Barbara and any proposed change, and report to the Board on any changes proposed by Management.

Systems

Review audits and reports in relation to H&S systems, processes and resourcing throughout St Barbara and report to the Board on the measures and responses proposed by Management.

Risks

Review recommendations from the H&S Management Committee in relation to H&S risk management and review with the Board measures and responses proposed by Management.

Compliance

Review and report to the Board on H&S compliance, including compliance standards,

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 review with the Board any recommendations for change.

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.

And review with the Board any responses or measures proposed by Management.

Legislation

Consider developments in relevant H&S legislation and regulations in light of H&S performance, issues or management at St Barbara.

Board

Inform the Board of any H&S matters, whether current or proposed which the Committee considers may be relevant.

Investigate and report on matters requested by the Board.

Consultation

Communicate, where practical and desirable, with employees and independent contractors in relation to health and safety matters.

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.

7 DECISION MAKING AUTHORITY

The Committee is a review and advice Committee and has no decision making authority and holds no delegated authorities from the Board

Date of formal adoption	November 2008
Date of previous formal review	November 2009
Date of this review	July 2010
Date of next formal review	June 2011