



Port of Tauranga
Connecting New Zealand and the World

Board H&S Committee Charter

February 2026

Constitution

The Board Health and Safety Committee (**Committee**) shall be established by the Board as a committee of the Board.

Objectives

The objective of the Committee is to assist the Board in discharging its health and safety governance responsibilities by providing leadership and focusing specifically on health and safety issues. This includes ensuring the company is complying with relevant laws and regulations, promoting a good culture of health, safety, and well-being, and addressing issues that are directly mandated to the Committee

The Committee will work to enhance health, safety, and wellbeing, risk management, and security, in the company and support the Board in making informed decisions that support and prioritise the health and safety of everyone coming into contact with the company's work and workplaces.

Membership

Members of The Committee shall be appointed by the Board. The Committee shall consist of at least three Directors of the company, with the majority of the members being independent Directors. The Chairperson shall be appointed by the Board and must be an independent Director.

Secretarial and Meetings

- Meetings shall be held no fewer than three times a year. Further meetings will be arranged on an as-needed basis.
- Notice of meetings and the business to be conducted at them, shall be given to the members of the Committee, all other members of the Board, and the Chief Executive Officer (**CEO**) and General Manager – Health and Safety (**GM H&S**).
- A quorum of members of the Committee shall be two.
- All Directors shall be entitled to attend meetings of the Committee, but only members of the Committee have the rights and responsibilities set out in this Charter.
- The CEO and the GM H&S shall attend the Committee's meetings, and such other persons as the Committee considers necessary may attend also, by invitation.
- The Committee shall invite a representative of the company's worker health and safety committee to attend a meeting of the Committee and provide worker feedback on how the business is operating.
- The secretary of the Committee shall be appointed by the Board. The secretary will prepare and keep the meeting minutes.
- The Chairperson will share the minutes (and any supporting documents produced or considered by the Committee) with the Board and, at the next scheduled Board meeting, the Chairperson will report to the Board on key issues considered by the Committee and any findings or recommendations made by the Committee.

Responsibilities

The responsibilities of the Committee are:

- Acquire and keep up to date knowledge of health and safety matters generally.
- Promote ongoing dialogue between management and the Board on health and safety matters, including industry learnings, research findings, and relevant technological changes that may affect the company and its activities.

- Understand the nature of the company's operations and the hazards and risks associated with those operations. The Committee will conduct periodic deep dives into critical risks and their controls.
- Liaise with the CEO and ensure an appropriate ongoing programme of education, including site visits, is provided to the Committee and the Board on the key risks arising in the business and on the company's health and safety management system and approach to health and safety matters.
- Seek and consider periodic management and external assurance reporting to ensure that the company is effectively structured to manage health and safety risks, including having competent workers and adequate communication procedures with the Board, workers, and third parties.
- Liaise with management and make recommendations to the Board on health and safety objectives for the company and on strategies for their achievement.
- Review, monitor and make recommendations to the Board on the company's health and safety risk management framework and policies to ensure that the company has clearly set out its commitment to manage health and safety matters effectively.
- Seek and consider periodic management and external assurance reporting to ensure the systems and programmes used by the company to identify and manage health and safety risks are: fit for purpose, being effectively implemented and regularly reviewed including plans for continuous improvement.

It is important that the Committee is properly and regularly informed and updated on matters relating to health and safety risks in the company's operations, utilising both internal and external assurance mechanisms.

- Consider with management, and make recommendations to the Board, on appropriate benchmarks for the company's health and safety performance and engage with management to assess the company's performance against those benchmarks.
- Engage with management and review the appropriateness of resources available for operating the company's health and safety management systems and programmes and ensuring all of the company's work can be (and is) completed safely and make any appropriate recommendations to the Board about changes to resources that may be required.
- Receive and review information on the culture within the company, including worker feedback and external reviews, and make recommendations to the Board about measures that may be required to improve the health and safety culture within the company.
- Ensure timely information about the company's hazards, risks and incidents is provided to the Committee and the Board and that this information is being appropriately considered and actioned by management.
- Review reports on corrective actions and trends identified from any health and safety incidents and engage with management and report to the Board about efforts to minimise the risk of recurrence.
- Receive and review relevant information including management reporting and external reviews, to confirm compliance with the company's health and safety systems, policies, and procedures, and report to the Board on any significant or systemic issues arising.
- Seek verification, through periodic internal and external reporting, that the company's established systems and processes comply with all duties and obligations required under legislation, including the Health and Safety at Work Act 2015 and relevant regulations. The company's systems and processes should be regularly audited and reviewed to ensure their ongoing compliance and effectiveness.

Authority

- The Committee is authorised by the Board to undertake any activity according to its functions and responsibilities as defined in this Charter, and otherwise to complete any task assigned to it by the Board. The Committee is authorised to seek any information it requires from any employee of the company, and all employees shall be directed to cooperate with any request made by the Committee.
- The Committee is authorised by the Board to obtain legal or other independent professional advice, and to invite the attendance of third parties with relevant experience and expertise at any of its meetings, if it considers this desirable.
- Unless specifically mandated, the Committee has recommendatory powers only.
- The Committee shall not have nor exercise any power that the Board is prohibited from delegating under s130 of the Companies Act 1993.

Review

The Committee shall:

- Undertake a self-review of this Charter and its activities annually and recommend any appropriate consequential changes to this Charter to the Board.

Approved:	Board
Policy Owner:	GM Health & Safety
Effective Date:	23 December 2024
Next Review Date:	December 2026 (or earlier if required)
Approval:	The GM Health & Safety and CEO have the authority to approve minor revisions or amendments, provided prior written notice is given to the Board and the Committee.