

## TERMS OF REFERENCE

### HEALTH & SAFETY & ENVIRONMENT

The Terms of Reference set out the specific responsibilities delegated by the Board to the Health, Safety & Environment Committee (“the Committee”) and details the manner in which the Committee will operate.

#### 1. **Definitions**

<i>Board</i>	For the purpose of these Terms of Reference, means the Board of Directors of Thames Water Utilities Limited
<i>CEO</i>	The Chief Executive Officer of the Company
<i>Company</i>	For the purpose of these Terms of Reference, means Thames Water Utilities Limited

#### 2. **Scope and Duties**

The Committee shall be responsible on behalf of the Board to review and monitor health & safety, environment, drinking water quality & security matters arising from the Company's activities and operations, including monitoring performance against targets. The scope and duties of the Committee shall include (but is not limited to):

##### (a) *Health & Safety:*

- (i) annual review of the health & safety policy
- (ii) review significant health and safety incidents & investigation reports
- (iii) injury and illness prevention measures within the annual H&S plan aimed at enhancing standards and promoting a culture free from harm to people
- (iv) drinking water quality & public safety
- (v) compliance with statutory H&S obligations
- (vi) review of related contractor and supplier performance
- (vii) review significant physical security incidents & relevant reports from the company security board
- (viii) receive and review any relevant H&S audits

##### (b) *Environment:*

- (i) review pollution incidents & respective investigation reports
- (ii) environmental protection and review of performance
- (iii) review environmental impact prevention strategy through the promotion of an environment which encourages staff to identify and participate in sustainability initiatives
- (iv) ensure legal duties, statutory obligations, internal policies and procedures are implemented
- (v) review the company waste reduction strategy according to the principles of reduce, reuse and recycle

#### 3. **Membership, Attendees and Voting**

3.1 Members of the Committee shall be appointed by the Board. The Committee shall be made up of a minimum of four Board members comprising at least two independent non-Executive Directors,

and the CEO. Meetings shall be attended by the Strategic Planning & Investment Director, the Chief Operating Officer and the Chief Health, Safety & Security Officer.

- 3.2 The Chairman of the Committee shall be a Non-Executive Director of the Company. In the absence of the Committee Chairman, the remaining members present shall elect one of their number to chair the meeting.
- 3.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend and speak, as and when appropriate, but not to vote at any meetings of the Committee.
- 3.4 Each member of the Committee shall be entitled to one vote.
- 3.5 The Chairman of the Committee shall not be entitled to a second or casting vote in the case of an equality of votes on any matter.

#### **4. Secretary**

The Company Secretary or their nominee shall act as the secretary of the Committee.

#### **5. Quorum**

The quorum necessary for the transaction of the Committee's business shall be three members, of whom at least one must be a non-Executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the Committee.

#### **6. Frequency of Meetings**

The Committee shall meet on a quarterly basis. At least one meeting will be held at an operational site of the Company.

#### **7. Notice of Meetings**

- 7.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of the Committee Chairman.
- 7.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend at least five days before the date of the meeting. Supporting papers shall be sent to the Committee members and to other attendees, at the same time or as soon as practicable thereafter.

#### **8. Minutes of Meetings**

- 8.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 8.2 Minutes of Committee meetings shall be circulated to all members of the Committee as soon as practicable after such Committee meeting and, once agreed, to all members of the Board.

#### **9. Other Matters**

- 9.1 The Committee shall:
  - 9.1.1 at least once a year, review its own performance, 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;

- 9.1.2 have access to sufficient resources in order to carry out its duties, including access to the Company's Secretariat for assistance as required;
- 9.1.3 be provided with appropriate and timely training, both for new members and on an ongoing basis for all members;
- 9.1.4 be authorised to seek independent legal or other professional advice, at the Company's expense where it considers it necessary to carry out its duties.

**10. Reporting Responsibilities**

- 10.1 The Committee shall in a timely manner report any major incidents, concerns or issues to the Board of the Company and its shareholders.
- 10.2 The Committee Chairman shall report formally to the Board on the committee proceedings after each committee meetings
- 10.3 The Committee shall make a statement in the Company's Annual Report about its activities, membership, number of meetings and attendance.

Approved by the Board on 27 June 2018.