



# **OPUS INTERNATIONAL CONSULTANTS LTD**

## **RISK AND HEALTH & SAFETY COMMITTEE CHARTER**

**APRIL 2016**

*Adopted at Opus Board meeting 12 April 2016*



# **OPUS INTERNATIONAL CONSULTANTS LIMITED**

## **BOARD COMMITTEE CHARTER**

### **1 Introduction**

The objective of the Board Risk and Health & Safety Committee (the Committee) is to assist the Board of the company to meet its objectives and to fulfil its responsibilities in relation to risk management and health & safety.

There is a separate Audit Committee whose objective is to assist the Board fulfil its responsibilities in relation to the company's accounting and financial responsibilities and practices.

The Executive Leadership Team (ELT), consisting of the Managing Director (MD) and direct reports, is responsible for leading and implementing risk management within the company. The Committee will work with the ELT to ensure that the Board, directors, and management are aware of all material actual and potential risks facing the business and that the system to identify, monitor and assess and manage those risks continues to be implemented and regularly monitored and reviewed.

The Board and the management will take a proactive approach to risk management, ensuring that the company wide system in place addresses all material internal and external risk factors facing the company.

The Committee makes recommendations to the Board. The Board will consider, and if appropriate, act on those recommendations. The Committee has unrestricted access to records of the company, and the ELT in order to fulfil its purpose and undertake its duties, and may engage external advisors as it considers appropriate.

The company recognises that the Committee plays a key role in assisting the Board fulfil its responsibilities to oversee risk management practices.

### **2 Board Committee**

#### **2.1 Composition**

The Committee will comprise at least three members:

- (a) who are directors of whom the majority must be independent directors; and
- (b) may include one management representative.

It is preferred that at least one member of the Committee is also a member of the Audit Committee. The Board will appoint one member of the Committee members as chair. The chair of the Committee may not be the chair of the Board or the management representative.

The Board will review the membership of the Committee annually.

The MD, CFO, the Director Risk & Assurance and the Global Health & Safety Manager will attend Committee meetings. The chair of the Committee will invite risk related auditors, both internal and external, and other employees and advisors to attend Committee meetings as appropriate.

Any director may attend any meeting with the prior approval of the chair.



## **2.2 Removal, Resignation and New Appointments**

If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee. The Board will appoint the successor. A new member of the Committee will be provided with a copy of this Charter and provided an induction programme to familiarise the new member with the Committee's activities.

## **2.3 Secretary**

The company secretary will be the secretary of the Committee.

## **3 Meetings**

### **3.1 Frequency**

The chair will convene at least three meetings of the Committee each year and any additional meetings that the chair considers necessary or appropriate to carry out the Committee's responsibilities. In addition, the Chair must call a meeting of the Committee if required by any committee member, the company's chief executive or the Board. Before or at the first meeting of each year, the Committee will approve a plan and timetable of activities for the forthcoming year.

### **3.2 Calling Meeting and Notice**

A notice of each meeting confirming the date, time, venue and agenda will be forwarded to each member of the Committee in the week prior to the date of the meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.

### **3.3 Advice**

The Committee may have access to employees of the company and to appropriate external advisers. The Committee may meet with those external advisors without management being present.

### **3.4 Report to the Board**

The chair of the Committee will report its findings and recommendations to the Board at the next Board meeting after each Committee meeting.

### **3.5 Minutes**

Minutes of proceedings and resolutions of meetings will be kept by the secretary. Minutes will be distributed to all Committee members and all members of the Board, after the Committee chair has approved the minutes. Minutes, agenda and supporting papers, will be made available to any director upon request to the secretary, providing no conflict of interest exists.

### **3.6 Quorum and Voting**

A quorum will comprise any two members of the Committee. In the absence of the chair, the members will elect one of their number as chair for that meeting.

In the event of a lack of consensus on any matter each member will have one vote, and the chair will not have a second or casting vote.

#### **4 Role and Responsibilities**

The role of the Committee is to provide oversight of the company's risk management practices including:

- reviewing the identification, assessment, monitoring and management of risk in the company
- overseeing the division of risk-related roles and responsibilities of the Board and its committees to ensure that oversight of any risks are adequately covered
- reviewing and recommending to the Board for approval the company's enterprise-wide risk management framework
- reviewing and recommending to the Board for approval an annual plan of health and safety focus, improvement and audit activities
- reviewing the information released to investors of material changes to the company's risk profile

The responsibilities of the Committee are as follows:

- review the company's risk appetite statement and risk tolerances, as approved by the Board, covering relevant categories of risk including strategic, financial, security, property, legal, information technology, business continuity, regulatory, reputation, health & safety, operational, and other risks
- review and assess the various categories of risk and levels of exposure faced by the company, and recommend changes in the risk appetite statement and risk tolerances, and any governance actions, to the Board
- receive and review quarterly reports from management, and review and evaluate the company's risk management policies, systems, programmes, and practices
- receive half yearly updates on progress, monitoring, and audit outcomes on health and safety performance, and monitor management of emerging health and safety issues including changes in legislative requirements
- continually obtain reasonable assurance from management that all material known and emerging risks have been identified and mitigated or managed
- review of all material claims against the company and by the company (including litigation), and ensure that significant matters are brought to the attention of the Board
- review how certain risks have been mitigated by risk transfer strategies, including the scope, type, duration, terms and cost of insurance arrangements

The Committee shall also examine any other matters referred to it by the Board, as well as any other matters of concern that come to its attention.

## **5 Review**

The Committee will review its performance and compliance with its terms of reference on an annual basis.

The Committee will review this charter and recommend any changes for approval to the Board at least every two years.

