

## Committee Charter

# HEALTH SAFETY AND SECURITY COMMITTEE

The Board of Air New Zealand Limited has established the Health Safety and Security Committee (“the Committee”) which is governed by this Charter.

## Purpose

The purpose of the Committee is to advise and assist the Board in discharging its responsibilities with respect to health, safety and security matters arising out of activities within and by Air New Zealand.

## Role

- To provide assurance to the Board and other relevant stakeholders on health, safety and security matters including:
  - the development of management responses to, and compliance with, applicable regulations, requirements, and standards;
  - satisfactory levels of current performance, risk management, and appropriate corrective actions;
  - the effectiveness of management systems and capabilities to continue to deliver the expected outcomes;
- To monitor health, safety and security audit plans, findings and corrective actions, with particular focus on trends and identification of underlying causes;
- To monitor plans and progress for health, safety and security improvement initiatives and ongoing development of organisational capability;
- To promote standards for each director on the Board of Air New Zealand Ltd in respect of health, safety and security matters, processes and obligations, and ensure they can reasonably be satisfied as to the performance of their individual responsibilities.

## Responsibilities

- Provide guidance on key elements of the health safety and security management processes including objectives, key policies, performance targets and organisational commitment;
- Monitor the effectiveness of Air New Zealand’s internal control, assurance, and risk management framework for health safety and security and performance enhancement initiatives;
- Receive and review relevant information from management about the health safety and security risks, how these are managed, how effective the controls are (lagging and leading indicators) and how this has been verified (as audit), compliance with regulations, remedial actions as well improvement initiatives (plan, actual, etc) and their effectiveness.

- Review industry and Air New Zealand trends and risks, including (but not limited to) potential liabilities and changes in legislation, community expectations, operational events including accidents and near misses, research findings and technological changes, and where appropriate the mitigation actions or other responses;
- Monitor the implementation of remedial actions where adverse performance to target performance is indicated;
- Ensure continual improvement of processes and systems;
- Provide the Board with assurance of compliance with applicable regulations, based on enquiry made of management and other relevant parties, and review actions to correct any material non-compliance and prevent recurrence;
- Ensure an appropriate ongoing programme of education, including site visits, is provided to the Committee and the Board on the key risks, regulations and management approaches relating to health, safety and security matters.
- Promote ongoing dialogue between management and independent Directors on health safety and security matters, including customer and community expectations, industry learning, research findings, and relevant technological changes;
- Demonstrate and promote health safety and security leadership, including through engagement with management and other staff.
- Address any other matters referred to it by the Board.

## **Composition and Appointment**

### **Membership/Appointment/Qualifications**

The Committee shall be appointed by the Board and shall consist of at least three (3) members.

All members of the Committee must be non-executive directors and a majority must be independent directors.

### **Chair**

The Chairperson shall be appointed by the Board and must be an independent director.

## **Authority**

Unless specifically mandated, the Committee has recommendatory powers only.

The Committee is authorised by the Board to undertake any activity pursuant to its functions and responsibilities defined in this Charter or otherwise assigned to it by the Board. It is authorised to seek any information it requires from any employee and all employees shall be directed to cooperate with any request made by the Committee.

The Committee shall have the authority of the Board to obtain legal or other independent professional advice, and to secure the attendance at meetings of third parties with the relevant experience and expertise if it considers this necessary.

The Committee shall not have nor exercise any power that the Board is prohibited from delegating under s130 of the Companies Act 1993.

The Committee has authority to sub-delegate. The Committee must ensure any activities outside the scope of the Committee are referred to the appropriate responsible body.

## **Administration**

### **Secretary**

The Chief Operational Integrity and Standards shall act as Secretary of the Committee.

### **Meetings**

The Committee will hold at least three (3) meetings per year.

Any Board member may request, through the Board Chair, that the Committee convene to address any matter within the purview of the Committee that is of serious concern.

The Chair of the Committee shall also call a meeting of the Committee if so requested by any Committee member.

The Secretary, in conjunction with the Chair, shall draw up the Agenda.

The Agenda and Committee papers shall be distributed to members at least one (1) week prior to each meeting.

If the Chairperson is absent from a meeting, the members of the Committee participating in that meeting shall elect a chairperson for the meeting from their number.

The contemporaneous linking together by telephone or other means of instantaneous audio or audio-visual communication of sufficient members of the Committee to constitute a quorum and by which all the members participating can simultaneously hear each other throughout the meeting, whether or not one or more of such members of the Committee shall then be out of New Zealand, shall be deemed to constitute a meeting of the Committee.

### **Quorum**

A quorum shall be more than half of the members of the Committee.

### **Conflicts of Interest**

A member of the Committee who has an interest in any matter being determined by the Committee shall excuse themselves from the relevant discussions and shall not vote on that matter.

### **Attendees**

Meetings shall be attended by the Chief Executive Officer, the Chief Operational Integrity and Standards, the Chief Air Operations and People Safety, the General Counsel and the Board Advisor, and others as appropriate, at the discretion and invitation of the Committee. Adequate notice shall be given to those to be invited.

Invitees may be requested to withdraw from the meeting at any time by the meeting Chairperson.

### **Written Resolutions**

A resolution in writing, signed or assented to by more than half of the members of the Committee, is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents (including transmissions by facsimile or e-mail or other similar means of written communication) in like form, each signed or assented to by one (1) or more members of the Committee.

### **Records**

The Secretary shall ensure minutes, resolutions, papers and other records of the Committee are retained in accordance with any applicable policies or guidelines issued by the General Counsel and Company Secretary.

## **Review**

The Committee shall undertake a formal review of its objectives and activities regularly, and recommend any consequential changes to this Charter to the Board.

The Committee's objectives and activities shall also be subject to Board review, and review by such other parties (including senior management) as the Board may determine.

## **Reporting**

### **Reporting to the Board**

The Chair of the Committee shall make a report to the Board after each Committee meeting on the findings and recommendations of the Committee.

### **Minutes**

The Committee must ensure that minutes are kept of all proceedings at its meetings.

Minutes shall be confirmed at the subsequent Committee meeting and/or signed as correct by the chairperson of the meeting.

Approved minutes shall be made available to all directors and attendees of the meeting, and to other parties as the Committee Chairperson or the Board directs.

*This Charter was last confirmed by the Board of Air New Zealand Limited on 23 May 2018.*