

PEOPLE & SAFETY COMMITTEE – TERMS OF REFERENCE

CONSTITUTION

The People and Safety Committee shall be a committee of the board established by the board.

OBJECTIVES

The objective of the committee is to assist the board in discharging its responsibilities relative to organisational culture, health, safety, and wellbeing management, and people and culture strategy.

MEMBERSHIP

Members of the committee shall comprise non-executive members of the board appointed by the board. At least a majority of the committee members must be independent directors.

The number of members of the committee shall be not less than three.

The board shall appoint a chairperson from among the members of the committee. The chairperson of the board shall not be the chairperson of the committee

Any director is entitled to attend meetings of the committee.

SECRETARIAL AND MEETINGS

The secretary of the committee will be the company secretary or their appointed delegate. Minutes shall be kept. A quorum of members of the committee shall be at least two.

The committee may have in attendance such members of management and such other persons, including external advisers, as it considers necessary to provide appropriate information and advice.

Meetings shall be scheduled to occur quarterly with regard to the company's reporting timetable, with additional meetings to occur as required. Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, and all other members of the Board as well as to management required to be in attendance.

RESPONSIBILITIES

Health Safety and Wellbeing

The committee's role is to assist the board in fulfilling its oversight responsibility to stakeholders of the company's strategies, systems, policies, and practices in respect of health, safety, and wellbeing matters. The committee will:

- review and recommend the health, safety and wellbeing strategy to the board for approval
- review, monitor, and make recommendations to the board on the organisation's health and safety risk management framework and policies to ensure that the organisation has clearly set out its commitments to manage health, safety, and wellbeing matters effectively. This includes the identification and suitable monitoring of its critical risks
- review high actual or potential risk rated health, safety, and wellbeing related events and consider appropriate actions to minimise the risk of recurrence. Ensure the timeframes of immediate and corrective actions are appropriate to the level of risk
- review and make recommendations for board approval on strategies for achieving health, safety, and wellbeing objectives through oversight of the organisation's major projects or other improvement plans
- review and recommend for board approval targets for health, safety, and wellbeing performance (lead and lag indicators) and assess performance against those targets
- make recommendations to the board regarding the appropriateness of resources available for operating the health, safety and wellbeing management system and programmes
- consulting with external advisors (including health and safety advisors, and legal advisors) in relation to health, safety, and wellbeing matters, where required, for advice or assistance

- monitor compliance with health, safety, and wellbeing policies and relevant applicable law through oversight of major assurance functions conducted across the business
- monitor that the systems used to identify and manage health, safety, and wellbeing risks are fit-for-purpose, being effectively implemented, regularly reviewed, and continuously improved. This includes properly and regularly informing and updating the board on matters relating to health, safety, and wellbeing risks.

People and Culture

- review, monitor, and make recommendations to the board on the organisation's people and culture strategies to ensure it has a robust framework for driving a positive culture and effective workforce aligned to the company's strategy
- review and make recommendations for board approval on strategies for achieving people and culture objectives through oversight of the organisation's major improvement plans
- monitor that the systems used to identify and manage people and culture risks are fit-for-purpose, being effectively implemented, regularly reviewed, and continuously improved
- monitor the instilling of the company's values, including reviewing and recommending to the board for approval the Code of Ethics Policy and its application for driving the desired culture
- review the outcomes and proposed actions from any team member engagement surveys and make recommendations to the board
- review, monitor and make recommendations to the board the diversity and inclusion (D&I) plan and associated policy and review progress against key D&I metrics (including objectives for achieving gender diversity in the composition of the board, senior leadership, and workforce generally)
- review the company's talent, succession and development planning framework annually and monitor its effectiveness in developing capability and mitigating risk

- annually review succession and development plans for the senior executive team and group chief executive and make recommendations to the board
- review and recommend to the board for approval the company's performance and remuneration policy and framework
- monitor and review the overall remuneration position of the company annually. Review and recommend to the board approval of annual salary adjustments and bonus budgets
- any other duties and responsibilities which have been assigned to it by the board.

REPORTING PROCEDURES

The committee shall maintain direct lines of communication with the group chief executive, chief people & safety officer, chief development and construction officer, chief executive officer – Australia, chief executive officer – New Zealand and the group health, safety & wellbeing manager.

The chief people & safety officer shall be responsible for drawing to the committee's immediate attention any material matter relating to significant safety or misconduct events, high potential near miss incidents, and significant adverse findings.

After each committee meeting the chair shall report the committee's findings and recommendations to the board.

The minutes of all committee meetings shall be circulated to members of the board, the group chief executive, chief people & safety officer, chief development and construction officer, chief executive officer – Australia, chief executive officer – New Zealand and to such other persons as the board directs.

The chair shall present an annual report to the board summarising the committee's activities during the year and any related significant results and findings.

AUTHORITY

- The committee has complete access to the organisation's senior executive team through the committee chair and group chief executive at any time.
- The committee has the authority of the board to obtain any information and to investigate any matter within its terms of reference.
- The chair of the committee has the authority of the board to obtain independent legal or other professional advice and research and generally to engage such advisors and involve such consultants (at the expense of the organisation) as the committee considers necessary to carry out its responsibilities
- The committee does not have the authority to make a decision in the board's name or on its behalf. The committee will make recommendations to the board on all matters requiring a decision.

REVIEW

On an annual basis, the committee shall carry out a review of its performance over the preceding 12 months.

The format of this review will be considered by the committee and recommended to the board for approval and the outcome of the review shall be reported to the board by the chairman.

OWNERSHIP

Approver: Ryman Healthcare Board

Reviewer: Ryman Healthcare Board

Ownership: Chief People & Safety Officer

Review: Annual or as necessary