



HEALTH & SAFETY AND REGULATORY COMPLIANCE COMMITTEE CHARTER

April 2017

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1. Introduction

- 1.1. The Board of Directors of Sanford Limited has established a Committee of Directors known as the Health & Safety and Regulatory Compliance Committee (*Committee*). The objectives, composition, duties and responsibilities of the Committee are as set out in this Charter and in the Board Charter.

2. Role of the Committee

- 2.1. The role of the Committee is to assist the Board to provide leadership and policy for health and safety and regulatory compliance within the following areas;
 - 2.1.1. Fisheries;
 - 2.1.2. Environmental;
 - 2.1.3. Political;
 - 2.1.4. Food safety; and
 - 2.1.5. Quality control within Sanford Limited
- 2.2. The Committee will focus on compliance with legislative and regulatory requirements, and the promotion of good health & safety and regulatory compliance governance.
- 2.3. The Board will demonstrate its commitment to H&S by:
 - 2.3.1. effective delegations and monitoring of the HSRCC,
 - 2.3.2. visits to factory sites,
 - 2.3.3. speaking with staff, executives, consultants and experts,
 - 2.3.4. holding the right people and committees to account
 - 2.3.5. external and internal audit
- 2.4. Workers will be involved and be able to communicate via:
 - 2.4.1. Appointed representatives,
 - 2.4.2. Visiting governors and managers that speak on these matters and emphasise their importance
 - 2.4.3. Encouraging and rewarding proactivity
 - 2.4.4. 360 degree reporting
- 2.5. Targets will be set realistically and in a way that does not motivate adverse behaviour by:
 - 2.5.1. Obtaining expert input in the setting of targets
 - 2.5.2. Reviewing targets regularly against actual experience
 - 2.5.3. Regular consulting and communication with affected/relevant stakeholders
 - 2.5.4. Benchmarking with other companies and best practice
- 2.6. The Board will receive regular reports via company systems and the HSRCC including from auditors focused on relevant KPIs.

- 2.7. Workers will be trained according to annual planned programs developed and by specialised personnel inside and outside the company. Training including feedback will be regularly monitored.
- 2.8. Sanford will plan and monitor the resources devoted to H&S with internal and external assistance.
- 2.9. Sanford will plan an annual program of audits and reviews by specialised internal staff and specialist auditors.
- 2.10. Sanford will assess, measure and monitor relevant risks via a risk management framework operating at the levels of the executive, the AFC, HSRC and the Board.
- 2.11. Sanford will maintain and develop appropriate policies and monitor/report compliance with them.
- 2.12. Sanford will recognise, celebrate and reward exemplary behaviour by Sanford stakeholders.

3. Constitution and Membership

- 3.1. The Committee shall be appointed by the Board from the directors of the company, and shall consist of not less than three members.
- 3.2. The Chairman of the Committee shall be appointed by the Board, and the Chief Executive Officer shall nominate an executive to act as the secretary of the Committee.
- 3.3. The quorum shall be two members.
- 3.4. The Chief Executive Officer (CEO), Chief Operating Officer (COO), will normally attend meetings of the Committee except where conflicted for personal reasons.

4. Secretarial and procedure

- 4.1. The Board will ensure that minutes of all meetings are kept.
- 4.2. 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.
- 4.3. All Directors are entitled to attend meetings of the Committee (including Executive Directors except where conflicted for personal reasons). Only members of the Committee may vote.
- 4.4. The members of the Committee and all other members of the Board shall be given reasonable notice of meetings and the business to be conducted at them.
- 4.5. Meetings shall be held regularly throughout the year and otherwise as required. Any member of the Committee may request a meeting at any time if they consider it necessary.

- 4.6. The Chairman of the Committee shall report back to the Board at the next appropriate meeting on any substantive matters raised and addressed by the committee.
- 4.7. Subject to direction from the Board, the Committee shall follow such procedure as it shall determine.
- 4.8. A resolution in writing, signed or assented to by the greater of more than half of the members or at least two 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. Such resolutions may be signed in counterpart (including fax or email) with each counterpart signed or assented to by one or more members of the Committee.

5. Duties and Responsibilities

5.1. The Committee's duties and responsibilities are as follows:

5.1.1. Policy and Planning

- (a) Make recommendations to the Board from time to time on high level health & safety and regulatory compliance strategy and policy.
- (b) Specify targets, in consultation with management, that will enable the Board to track the organisation's performance in implementing health & safety and regulatory compliance strategy and policy.
- (c) Manage the health & safety and regulatory compliance performance of the CEO and COO including specifying expectations and providing feedback.

5.1.2. Management Systems

- (a) Be sufficiently informed about the business with Sanford Limited and its hazards and risks to exercise effective health & safety and regulatory compliance governance.
 - (b) Exercise due diligence to ensure that the systems used to manage the hazards and risks are fit for purpose, being effectively implemented, regularly reviewed and continuously improved.
- (c) Make recommendations to the Board regarding the sufficiency of resources available for operating the health & safety and regulatory compliance systems and programmes.

5.1.3. Monitor Actions & Risks

- (a) Receive timely reports on serious incidents and monitor investigations, reports and actions to be taken as a result.
- (b) Specify the reports required to be provided by management in order to monitor the health & safety and regulatory compliance performance of the organisation with respect to the matters referred to in clause 5.1.3(a)

- (c) Receive timely reports on identifying and managing health and safety and regulatory compliance risks and monitoring the performance of the organisation in the management of those risks.

5.1.4. **Review**

- (a) Formally review the health & safety and regulatory compliance performance of the organisation, including review of audits (internal and external), system reviews, performance results, significant incidents and investigations, the impact of organisational changes and benchmark data. The CEO will be responsible for producing sufficient information for this review to occur, with input from the Chief Operating Officer.
- (b) Receive and consider independent reviews and/or audits of health & safety and regulatory compliance within the business.

6. Authority

- 6.1. The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.
- 6.2. The Committee has the authority of the Board to obtain any information and to investigate any matter within its terms of reference.
- 6.3. The Chairman of the Committee has the authority of the Board to obtain independent advice and research and generally to engage such advisors and involve such consultants as the Committee considers necessary for its function.

7. Reporting Procedures

- 7.1. The Chairman of the Committee will, after each meeting, report the Committee's findings and recommendations to the Board.
- 7.2. The minutes of all Committee meetings will be circulated to members of the Board. Extracts from the minutes may be made available to management and to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

8. Accountability to the Board

- 8.1. The Committee will, on an annual basis, undertake a self-review of its objectives and responsibilities. Objectives and responsibilities will also be reviewed by the Board and the CEO and any other person the Board considers appropriate.

Adopted by the Health & Safety and Regulatory Compliance Committee on 20 April 2017.

Signed: Rob McLeod
Chairman

A handwritten signature in black ink, appearing to be 'Rob McLeod', written over a faint, dotted rectangular box.

Dated: April 2017