



PEOPLE, HEALTH AND SAFETY COMMITTEE CHARTER

June 2021

Table of Contents

1.	Introduction.....	2
2.	Role of the Committee	2
3.	Constitution and Membership	3
4.	Secretarial and procedure.....	3
5.	Duties and Responsibilities.....	3
6.	Authority	5
7.	Reporting Procedures.....	5
8.	Accountability to the Board	6
9.	Signed	6

1. Introduction

- 1.1. The Board of Directors of Sanford Limited has established a Committee of Directors known as the People, Health and Safety 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 Board has ultimate responsibility for the people, health, safety and food safety and quality outcomes of Sanford's operational activities.
- 2.2. The role of the Committee is to assist the Board to provide leadership, governance and policy for:
 - 2.2.1. People, health and safety (including food safety and quality) ("PHS") performance and standards; and
 - 2.2.2. Legislative and regulatory compliance, across all operational activities of the business, including Fishing, Processing and Aquaculture.
 - 2.2.3. Regularly review the Company's risk management and compliance programmes with respect to people practices, employment, health, safety, food safety and quality regulations;
 - 2.2.4. Assist the Board on, and discharge its responsibilities in relation to the introduction, recruitment and appointment of the Company's Directors (both non-executive and executive);
 - 2.2.5. Assist the Board on, and discharge its responsibilities in relation to, setting the remuneration of the Company's Directors and senior executives including establishing appropriate remuneration policies and practices;
 - 2.2.6. Regularly review the Company's management structure and key talent and succession planning;
 - 2.2.7. Review the effectiveness of the Company's hiring practices with respect to Equal Employment Opportunities;
 - 2.2.8. Annually review and report to the Board on (amongst other indicators) the relative proportion of men and women who make up the Company's workforce at all levels of the business
- 2.3. The Committee has oversight for all operational risks that could cause harm to people arising out of Sanford's operations or activities but not including financial or other risks within the oversight of the Audit, Finance & Risk Committee

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 Chair of the Committee shall be appointed by the Board, and the Chief Executive Officer shall nominate an executive, or executive nominee to act as the secretary of the Committee.
- 3.3. The quorum shall be two members.
- 3.4. The Chief Executive Officer (CEO), Chief People Officer (CPO) and 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 Chair 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

The Committee assists the Board to fulfil its duties and responsibilities by:

Policy and Planning

- 5.1. Overseeing the planning and setting of development of high level strategy and direction for PHS outcomes and regulatory compliance.
- 5.2. In consultation with management, recommending to the board targets that will enable the Board to track the organisation's performance in implementing PHS strategy, policy, operational plans, and regulatory compliance.
- 5.3. Setting expectations of performance and providing feedback to management in relation to delivery against the strategy, policy, operational plans and targets and plans for PHS.
- 5.4. Ensuring there are processes in place to regularly consult and engage with workers and other stakeholders who may be in a PCBU relationship with the organisation.
- 5.5. Ensuring that appropriate training systems and programmes are developed and executed to educate workers about PHS and food safety and quality ("FSQ") systems, operational hazards and risks, FSQ standards and the organisations processes for managing those hazards, risks and standards.
- 5.6. Set and review the remuneration policies and practices of the Company
- 5.7. Set and review, as appropriate, the terms of employment agreements and annual performance for the CEO and any other senior executives as the Board may from time to time determine.
- 5.8. Make recommendations to the Board (in each case in accordance with the Company's remuneration policies and practices) in respect of all components of the remuneration of the CEO. Such components may include base salary, bonuses, entitlements under employee incentive plans, any Company share schemes and Company option schemes, and all other entitlements and benefits arising from employment.
- 5.9. Review remuneration package recommendations made by the CEO in respect of the Executive Management Team.
- 5.10. Consider and, or review the terms of any Employee Incentive Plans or Company Share or Option schemes for employees.
- 5.11. Set and review the terms of any superannuation and/or pension schemes offered or operated by the Company.
- 5.12. Monitor people practices in areas of management succession and senior organisation structure.
- 5.13. Consider such other matters relating to employment and regulatory compliance issues as may be referred to it by the Board.

Management Systems

- 5.14. Ensuring the organisation has appropriate plans, processes and resources to:
 - (a) assess, measure and monitor relevant risks via a risk management system operating at all levels of the organisation;
 - (b) maintain and develop appropriate PHS policies and to monitor and report compliance with those policies;
 - (c) recognise and celebrate exemplary PHS behaviour by Sanford workers.
- 5.15. Ensuring Board members are sufficiently informed about the business and its hazards and risks to exercise effective PHS governance.
- 5.16. Exercising due diligence to ensure that the systems used to manage operational hazards and risks are fit for purpose, being effectively implemented, regularly reviewed and continuously improved.
- 5.17. Monitoring and, if necessary, making recommendations to the Board regarding the sufficiency of resources available to deliver the PHS strategy including regulatory compliance, systems and programmes.

Monitor Actions & Risks

- 5.18. Ensuring reports and updates are received from management on a regular and timely basis covering PHS performance and regulatory compliance and that those reports are sufficient to enable monitoring of the performance of the organisation in the management of those risks, such reporting to include details of system reviews or audits, performance results against approved targets, significant incidents and investigations, the impact of organisational changes and benchmarking of key data points from time to time.

Review

- 5.19. Ensuring that there are regular formal reviews of the PHS performance of the organisation, by appropriately qualified specialists including through the use of internal and external audits.

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 Chair 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 Chair 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 People Health and Safety Committee:

9. Signed

A handwritten signature in black ink, appearing to read 'Abby Foote', written in a cursive style.

Abby Foote
Chair, People, Health & Safety Committee

16th June 2021