

Safety, Health, Environment and Community Committee Charter

November 2019

INTRODUCTION

1. Overview

WSA Co Limited (ACN 618989272) (**Company** or **WSA Co**), has been established to develop and operate Western Sydney Airport, having regard to the Australian Government's objectives for the Airport, being to:

- (a) improve access to aviation services in Western Sydney;
- (b) resolve the long-term aviation capacity issue in the Sydney basin;
- (c) maximise the value of a Western Sydney Airport as a national asset;
- (d) optimise the benefit of a Western Sydney Airport on employment and investment in Western Sydney;
- (e) effectively integrate with new and existing initiatives in the Western Sydney area; and
- (f) operate on commercially sound principles having regard to the Australian Government's intention to preserve its options with respect to ownership and governance arrangements.

The Company has all the powers necessary or incidental to the achievement of its objects and which are consistent with Australian Government policy as communicated to the Company by the Shareholder Ministers.

2. Purpose of Charter

The Board has established a Safety, Health, Environment and Community Committee (**SHEC Committee** or **Committee**) to assist the Board in its oversight of safety, health, environment and community (**SHEC**) matters arising out of WSA's activities as they may affect its employees, contractors and the local communities in which it operates

3. Authority of the SHEC Committee

3.1 Delegated Authority

The Board has delegated authority to the Committee and an outline of the Committee's responsibilities are outlined in section 5 of this Charter.

3.2 Access

The Committee may access any information it requires, interview management and, with the prior approval of the Board, obtain advice from professional or other advisers as it considers necessary or appropriate to enable it to properly discharge its responsibilities.

3.3 Resources

The Company will provide the Committee with the necessary resources for payment of:

- (a) any professional or other advisers it engages to assist it in the discharge of its responsibilities; and

- (b) the administrative expenses incurred in carrying out its duties.

3.4 Reporting to the Board

The Committee will regularly update the Board on its activities and make recommendations to the Board, as appropriate.

The Chair of the Committee will report to the Board at the next Board meeting following a meeting of the Committee on any matters that the Committee considers should be brought to the attention of the Board.

4. Membership

4.1 Term of Appointment

Committee members are appointed by the Board for a term that coincides with the member's term of appointment as a Director or any lesser period that coincides with the termination of the Committee or following changes to the composition of the Committee (as determined by the Board). Existing members may be re-appointed by the Board.

4.2 Committee Chair

The Chair of the Committee:

- (a) will be appointed by the Board;
- (b) must be an independent Non-Executive Director appointed by the Board who is not the Chairperson of the Board; and
- (c) has the authority to appoint an independent Non-Executive Director who is a member of the Committee as acting Chairperson, should the Chairperson of the Committee anticipate being absent from a meeting. Where the Chairperson of the Committee is absent from a meeting and no acting Chairperson has been appointed, the members of the Committee present at the meeting have the authority to choose an independent Non-Executive Director who is a member of the Committee to be acting Chairperson for that particular meeting.

4.3 Composition of the Committee

The Committee must comprise:

- (a) a majority of independent Non-Executive Directors; and
- (b) at least three members.

The secretary of the Committee will be the company secretary, or such other person as is nominated by the Board.

4.4 Review of Composition of the Committee

Membership of the Committee will be reviewed annually prior to 1 December by the Board with the aim of ensuring an appropriate balance between continuity of membership, the contribution of fresh perspectives and a suitable mix of qualifications, knowledge, skills and experience.

5. Roles and Responsibilities

The Committee will:

- (a) proactively review and provide guidance on SHEC strategies, policies, initiatives, risk exposure, targets and performance of WSA and, where appropriate, of its suppliers, consultants, contractors and other third parties;
- (b) monitor the delivery of any SHEC strategies and management systems;
- (c) review and monitor the Company's Communication Strategy;
- (d) review and approve a policy framework and strategy for community engagement and activities;
- (e) receive regular reports from Management and analyses of community engagement activities and programs; and consider issues and opportunities raised through community engagement;
- (f) receive regular reports from Management and analyses of health, safety and environmental performance, including details of any serious incidents or near misses investigated and / or reported and any community complaints or issues; processes and resources for responding to this information, including any associated action plans for improvement or rectification;
- (g) review and monitor compliance with regulatory requirements associated with health, safety and environmental matters, including licences and approvals and including any audit undertaken in respect of such compliance;
- (h) review and monitor the development and implementation of a strategy to assess contractor, consultant and other third-party health, safety and environmental performance, focusing specifically on the Company's assurance program for the management of hazardous activities;
- (i) review and monitor the adequacy of systems for managing and reporting actual or potential health, safety and environmental incidents, including any emergency response plans;
- (j) review and monitor those particular SHEC risks identified pursuant to any risk management framework, including related processes and resources to eliminate or manage those risks;
- (k) report to the Audit and Risk Committee on the effectiveness of the risk management framework in respect of identified SHEC risks;
- (l) report to the Board on the effectiveness of community engagement activities and programs; make recommendations as to how the Company can manage issues and opportunities raised through community engagement; and
- (m) monitor the demonstration of Management's commitment to positive SHEC outcomes.

6. Committee Operations

6.1 Frequency of Meetings

- (a) The Committee will meet at least four times per year.
- (b) Any member of the Committee or the CEO may request the Chair of the Committee to convene an additional meeting when required.

6.2 Attendance at Meetings

- (a) All Committee members are expected to attend each meeting, in person or via tele-or-video conference.
- (b) Any member of the Committee may request the Chairperson of the Committee arrange the attendance at a meeting of the Committee of any person, including members of the Board, Management, other Company employees or external advisers.

6.3 Planning

The Committee will develop and maintain a forward meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year, and that covers all the responsibilities outlined in this Charter.

6.4 Quorum

A quorum will consist of a majority of Committee members. The quorum must be in attendance at all times during the meeting.

6.5 Agenda, Meeting Papers and Minutes

The meeting agenda for each meeting will be approved by the Chairperson and will be circulated by the Company secretary along with the meeting papers at least one week before the meeting.

The minutes of the meeting will be prepared by the Company secretary, reviewed by the Chairperson and circulated within two weeks of the meeting to each member of the Committee.

Minutes should accurately record the resolutions of the Committee, key reasons for those decisions (where appropriate) and actions arising.

The minutes should include or be accompanied by an action list that includes accountabilities and the nature and timing of subsequent reporting. The action list will be prepared by the company secretary, approved by the Chair and circulated to each member of the Committee with the minutes of the meeting.

Reports and other papers of the Committee will be made available to all Directors on request where this is consistent with the Conflicts of Interest section of the Board Charter and the Board of Directors' Conflict of Interest and Related Party Transaction Policy.

6.6 Decisions

At a Committee meeting:

- (a) all decisions will be by majority vote of the members of the Committee in attendance; and
- (b) persons attending a meeting of the Committee who are not members are not entitled to vote on resolutions.

The Chairperson will not have a casting vote.

6.7 Conflicts of Interest

This section should be read in conjunction with the Conflicts of Interest section of the Board Charter and the Board of Directors' Conflict of Interest and Related Party Transactions Policy.

At the beginning of each Committee meeting, members are required to declare any material personal interests that may apply to specific matters on the meeting agenda. Where required by the Chairperson, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s).

The Chair is also responsible for deciding if he/she should excuse themselves from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of material personal interests declared by the Chair and other members, and actions taken, will be appropriately recorded in the minutes.

6.8 Review of Charter

The Committee will review this Charter annually prior to 1 December. This review will include consultation with the Board. Any substantive changes to the Charter and any repeal and replacement of this Charter will be recommended by the Committee and must be formally approved by the Board.

6.9 Review of Performance

The Committee will annually review the performance of the Committee and the Board will be informed of the outcomes of the review at the next available Board meeting following completion of the review.

6.10 Induction and Training

The Committee will adopt and maintain a program of induction, training and awareness-raising for its members, with the objective of enabling the Committee to keep abreast of contemporary developments and leading practices in relation to its functions.

7. Approved and Adopted

This Charter was first approved and adopted by the Board on 12 June 2018.

This Charter was adopted by the Committee effective from the date of Board approval on 18 November 2019.

Document Owner	Company Secretary
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Reviewed by the Committee on 4 November 2019.

Reviewed and approved by the Board on 18 November 2019.