

<b>CHARTER TOPIC</b> Safety & Risk Review Committee	Issued on: 21 February 2019	Version: 1.0	Approved by: Board
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## 1. Introduction

The Board of Directors (the **Board**) has ultimate responsibility for safety and operational risk oversight and management. To continuously improve its performance, the Board has established a Safety & Risk Review Committee (the **Committee**) as an efficient mechanism for focusing attention on this area.

This Charter sets out the purpose, authority, responsibilities and membership of the Committee.

## 2. Purpose

The Committee has been established to assist the Board to provide effective oversight of operational safety, and workplace health and safety of the Ardent Leisure Group Limited. The Committee will also ensure that the focus of the Group is to maintain best practice in safety management, including compliance with legal and regulatory obligations and internal systems of control.

## 3. Authority

The Committee has authority to:

- exercise any power and authority delegated to it by the Board;
- make recommendations to the Board or management
- request any investigation required to fulfil its responsibilities;
- have direct access to any employee of the Group and seek any information it requires from any employee in order to perform its duties;
- obtain all information necessary for the performance of its duties, including undertaking site visits and receiving presentations from subject matter experts;
- obtain legal, technical or other advice as it considers necessary; and
- require the attendance of members of management at Committee meetings.

## 4. Responsibilities

The responsibilities of the Committee include providing effective oversight of operational safety and workplace health and safety risks by:

- reviewing systems of operational safety and workplace health and safety risk management and related internal compliance and control;

- ensuring appropriate corporate governance and legal compliance systems are established, and monitoring compliance with those systems;
- monitoring the effectiveness of WH&S policies and the safety related aspects of the operational risk management framework necessary to maintain a safe occupational working environment within the Group including drafting, implementing, evaluating and recommending improvements;
- reviewing in conjunction with management the scope and results of periodic internal and external reviews of all workplace health and safety and operational safety risks including the process of identifying and assessing risks and the adequacy of existing risk management systems;
- monitoring the adequacy of all operational safety and workplace health and safety risk management processes used for the reporting of accidents, incidents, and regulatory breaches throughout the Group;
- monitoring serious investigations and remedial actions;
- monitoring of environmental issues within the Group that potentially impact safety;
- monitoring the operational safety and workplace health and safety risk management processes maintained by the Group's third party providers, and receiving reports on any significant incidents or adverse trends; and
- monitoring, examining or considering any other matters referred to it by the Board or Management.

The Committee is not itself responsible for:

- conducting safety and health risk reviews; or
- implementing, managing and maintaining safety, health and operational risk management strategies, systems, policies or procedures, the Committee's role being one of overseeing, monitoring and reviewing processes and procedures.

## **5. Compliance**

The Committee will assist the Board to fulfil its obligations by:

- monitoring compliance with statutory and regulatory obligations and internal policies and procedures relating to operational safety, and workplace health; and
- monitoring the Group's reporting to, and recommendations and directions received from, regulatory bodies responsible for operational safety and workplace health and safety.

## **6. Risk Management**

The Committee will review the operation of the safety and risk management system.

When reviewing the system of safety and risk management the Committee will consider:

- material operational and workplace health and safety risks identified by management;
- whether risk management policies reflect the Group's risk profile/appetite;

- the elements of the risk management and internal control systems in place to address material operational and workplace health safety risks;
- strategies, policies, frameworks, models and procedures in place to govern the identification, management and mitigation of material operational and workplace safety risks; and
- the processes in place across the Group to ensure that current and emerging operational and workplace safety risks are identified and managed effectively.

## **7. Committee Membership**

- The Committee shall comprise a minimum of three members. The majority of members should be independent directors.
- The Board shall appoint the Chairman of the Committee.
- An expert External Adviser will be appointed by the Board to assist the Committee in undertaking its responsibilities.
- With the exception of the Chairman, Committee Members will be appointed for an initial term of up to two years with the appointment being subject to review annually, or earlier, if circumstances dictate.

## **8. Secretary**

The Company Secretary or delegate shall act as the Secretary of the Committee, unless otherwise determined by the Committee.

## **9. Meetings**

- The Committee will meet at least four times per annum. Additional Committee meetings may be convened as the Chairman of the Committee considers necessary, taking into account requests from any Committee member, the Chief Executive Officer or the External Adviser to the Committee.
- The Committee will receive papers from management outlining the safety and risk management activities and performance from the reporting period (nominally three months). The CEO and respective Divisional managers will be present at the meeting to discuss their reports.
- A quorum of the Committee will comprise any two members.
- If the Chairman of the Committee is unable to attend a Committee meeting, the Chairman, or the Committee members present, will appoint another member who is an Independent Director to act as Chairman at that meeting.
- The External Adviser must attend all Committee meetings unless otherwise agreed with the Chairman of the Committee.
- All members are expected to participate in all Committee meetings. Committee meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution approved by a majority of members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each approved by one or more Committee members. The expressions “written” and “approved” includes fax or other electronic means.

- The Committee may meet privately with the External Adviser to the Committee prior to each meeting as required to discuss any issues arising from the proposed meeting agenda.
- All Directors shall have the right to attend Committee meetings.
- The Chairman of the Committee may invite any person, including any employee of the Group, to attend meetings of the Committee to present and discuss reports, give presentations on any matter, or otherwise as an observer.
- The Chairman of the Committee will report to the next Board meeting on the proceedings of the Committee meeting, including putting to the Board any recommendations which require Board approval.

#### **10. Minutes**

The Committee Secretary or delegate will prepare minutes of the Committee meeting within seven (7) working days. After the Chairman has given preliminary approval, the draft minutes are to be circulated to all Committee Members.

The minutes of meetings must be confirmed and signed at the next Committee meeting.

#### **11. Meeting timetable**

The Company Secretary or delegate is to distribute a meeting timetable for each forthcoming calendar year.

#### **12. Review**

The Committee will undertake annually an evaluation of its performance and effectiveness, and review its membership and this Charter to determine its adequacy for current circumstances, and make recommendations to the Board.