

JUNE 2021

Board Health and Safety Terms of Reference



Introduction

1. This Terms of Reference ("**ToR**") is approved by the Chorus Limited Board ("**Board**") who will take all practicable steps to ensure a healthy, safe and secure environment for Chorus people (including employees and contractors) and people in, or in the vicinity of, Chorus workplaces. In doing so, this will enable the Board to fulfil its corporate governance responsibilities relating to Health & Safety ("H&S") through the consideration of regular reporting at Board meetings. This ToR will be reviewed at least every two years by the Board in consultation with the Head of Business Resilience .

Board Commitment

2. The Board recognises that it has a critical role to play in the health and safety culture of Chorus and has a low tolerance for Chorus failing to operate in accordance with the Health and Safety Management System (HSMS); but has a zero tolerance for:
 - systemic or repeated failures of the HSMS that result in minor or worse health and safety impacts; or
 - any failures in the HSMS that result in moderate or worse health and safety impacts; or
 - unplanned or uncontrolled incidents that could cause major or worse health and safety impacts.
3. No business objective will be prioritised over the health and safety of any person. The Board will fulfil its obligations by ensuring that appropriate policies and procedures are adopted and implemented and by reviewing and monitoring the identification, reporting and management of significant risks.
4. The Board is committed to Chorus having an open reporting culture and one of continuous improvement.
5. All Directors will familiarise themselves with Chorus' obligations under the Health &

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Safety at Work Act 2015 (including any amendments) (the Act) and their obligations as Directors and ensure that appropriate policies and processes are in place to meet these obligations.

Meetings

6. H&S will be discussed at all scheduled Board meetings. The Board procedure as outlined in the Board Charter will apply. All Directors are encouraged to carry out site visits and will carry out at least one a year.
7. Directors of any subsidiaries may be invited to attend these meetings as observers and/or for educational purposes.
8. At all scheduled Board meetings, the Board will receive a health and safety report from Management. The report will contain a comprehensive summary of health and safety activity and outcomes, including data on all actual health and safety incidents, near misses, breaches, subsequent investigations and remedial actions. The Board will review the report and make any direction it considers is appropriate to Management.
9. The Board will receive updates at each scheduled Board meeting. On a quarterly basis the Board will receive a report on progress against the annual H&S plan.

Role

10. The Board's role in relation to H&S is to:
 - Set the strategy, culture and expectations in relation to H&S at Chorus working with and through the CEO;
 - Understand Chorus' operations, the H&S systems in place and the major areas of risk associated with the Chorus business;
 - Be informed and regularly updated about H&S including, without limitation, receiving and reviewing Management reports and understanding any relevant legislation, regulations, regulator or best practice guidelines, codes of practice, industry standards, and accreditation compliance;
 - Ensure that adequate resources and processes support H&S; and
 - Continuously hold Management to account for implementation of the H&S strategy and compliance with the Act (and other H&S obligations) and demand high quality reporting to ensure obligations are being met.

Responsibilities

11. The Board is committed to regular H&S education including, without limitation, attending site visits and receiving briefings from Management, advisers or experts, so that all Directors:
 - Understand Chorus' obligations to multiple parties under the H&S legislation;

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- Keep updated on new legislation, guidelines or international trends;
 - Are familiar with Chorus' daily operations;
 - Are familiar with the nature of the parties Chorus works with;
 - Are familiar with the common risks associated with the operations of Chorus and the parties it works with; and
 - Understand the processes that Chorus has in place for identifying and managing (eliminating or minimising) such risks, and for complying with the Act.
12. With each Director bringing an enquiring mind in relation to H&S at Chorus the Board will:
- Consider and approve all major H&S policy issues, including any significant proposed changes to Chorus' relevant H&S policies and practices;
 - Ensure that processes are in place to keep the Board regularly informed and updated on matters relating to governance, performance and compliance;
 - Ensure that Chorus has and effectively implements appropriate policies and procedures for identifying and managing risks through elimination or minimisation of these;
 - Set and monitor H&S targets in relation to the elimination and minimisation of risks (in consultation with Management);
 - Ensure, through Management, that H&S policies and procedures are fully popularised to all levels of workers (including contractors and sub-contractors);
 - Ensure, through Management, that there is effective worker participation in the development and implementation of Chorus H&S policies and procedures and decision making about H&S issues;
 - Ensure, through Management, that there are effective procedures for selection of contractors and subcontractors and monitoring their implementation of their own H&S policies and procedures to provide a healthy, safe and secure work environment for their workers who carry out work for Chorus and any other persons in, or in the vicinity of, the relevant workplace;
 - Review Chorus' maturity model and system for monitoring and ensuring compliance with applicable law, generally accepted principles and Chorus policies;
 - Receive regular reports from Management on the operation of risk management including mitigations, action plans and internal control processes;
 - Evaluate the adequacy of Chorus' relevant systems for reporting actual, potential or near miss incidents, breaches, subsequent investigations and their remedial actions;
 - Ensure, through Management, that there are defined responsibilities for H&S in Chorus;
 - Review H&S resourcing to ensure that appropriate financial resources are available;

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- Request and review audits or external reviews as it considers appropriate; and
- Request and monitor any remedial or corrective actions if necessary.

13. This ToR sets out key aspects of Chorus' corporate governance and is not in itself intended to independently give rise to legal rights or obligations on Directors or Chorus people (including employees and contractors).

Ownership and Review

Reviewer:	Head of Business Resilience
Ownership:	General Counsel and Company Secretary
Review:	June 2023