

# **Board Safety & Environment Committee (SEC)**

Established as a Board Subcommittee under Clause 22.1(a) of the Constitution of THNSW

Terms of Reference

# As per the Constitution of THNSW

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- Clause 22.1(a) provides the Board with the power  
*“to appoint subcommittees for any purpose and to delegate to any such subcommittee such powers as it may think fit and to revoke or alter any such appointment or delegation and to require that committee report to the Board on a regular basis”*
- The Board:
  - Sets and approves the Terms of Reference for any subcommittee that it appoints
  - Retains ultimate responsibility for the functions delegated to the subcommittee
- The Chair of the Board:
  - Appoints the Committee Chair

# SEC – Purpose & Terms of Reference

- **Purpose:**

The SEC exists to enable the Board meet its obligations as Officers under relevant legislation by:

- Monitoring the effectiveness of THNSW Safety Management System (SMS) and Environment Management System (EMS), in achieving the vision of a “a healthy and sustainable safe workplace”
- Monitoring the safety risk profile to ensure that the management team are mitigating those risks SFAIRP (rail safety, work health safety and environment)
- Ensure continuous improvement in safety and environment performance and promotion of good Safety culture
- Ensure sufficient resources and funds are available
- Reviewing, endorse the Annual Safety Plan
- Reviewing, endorse the Annual Environment Plan
- Monitoring the achievement of the THNSW Annual Safety Plan, Annual Environment Plan and associated targets
- Reviewing the appropriateness and adequacy of the management responses to safety and environmental trends and other significant safety or environment incidents or issues
- Reviewing, endorse the Annual Safety and Environment Audit Plan
- Benchmarking the safety and environmental performance of THNSW against best practices in other business and industries
- To undertake regular safety and environment protection and conservation visits to the THNSW and related premises
- Considering reports and plans provided by THNSW management on matters material to safety including compliance with Safety, Environment and Rail Safety laws and regulations
- Reporting to the Board on the matters identified above and to consider such other safety or environment related topics as may be requested by the Board
- Support the Heritage Transport Sector to improve its understanding of safety requirements and methods to effectively achieve them

# SEC – Terms of Reference (continued)

- **Decision Making:**

- All Members of the Committee will be required to provide objective judgements at all times
- The Committee as a collective is responsible for making sound, appropriate and implementable recommendations for either Board or Management decision, depending on the specific nature/ scope of the recommendation
- In order to assist the Committee to make fair, transparent and impartial recommendations, the Committee should be familiar with and adhere to all relevant laws, policies, guidelines, procedures and reports

- **Meetings:**

- Meetings will be held as frequently as required, however not less than 4 times per year
- Each Meeting must be attended by at least one (1) Board Director
- The Committee Chair can nominate another Board Director to act as Committee Chair for a specific Meeting
- A quorum will consist of a minimum of three (3) Members present, which must include at least one (1) Board Director as/acting as Committee Chair
- If a quorum is not present, that Meeting will be adjourned and either rescheduled or carried over to the next scheduled Meeting
- Extraordinary meetings may be called, if required
- From time to time, alternative candidates may be appointed to the Committee on a temporary basis, i.e., as a substitute in the event that a member is unable to attend, or if specific expertise is required

# SEC – Terms of Reference (continued)

- **Agendas, Papers & Meeting Records:**

- The Safety, Environment & Quality Manager will circulate the agenda and any advance papers or other relevant materials to Members five (5) days prior to the meeting for information
- The Safety, Environment & Quality Manager will maintain Minutes of Meetings, keep records of Agendas and Papers, as well as an up-to-date status tracking log of agreed actions
- The draft Minutes and updated Actions Log will be distributed to Members within five (5) working days of a meeting taking place to ensure that Members have sufficient time to confirm them prior to the next Meeting and also to progress those Actions for which they are responsible

- **Reporting:**

- The Committee will regularly prepare its Report for summary/inclusion within Board Papers.

- **Annual Review:**

- The Committee will review its own performance and this Terms of Reference at least annually to ensure that both the Committee remains effective and continues to operate within its objectives, responsibilities, and authority.
- Any proposed significant changes are to be jointly recommended by the Committee Chair and the CEO to the Board for approval.
- The next review of these Terms of Reference shall be subject to independent review.

# SEC – Membership

## Membership

- **Committee Chair** - a Board Director, however cannot be the Chair of the Board
- **Other Director(s)** – all Directors to attend at least one (1) meeting per year
- **Chief Executive Officer**
- **Safety, Environment & Quality Manager**
- **Ad-hoc Invitees**

# SEC – Membership (continued)

## Roles & Responsibilities

- **Committee Chair**

- Determined by the Chair of the Board to act as the point of contact on behalf of the Board for the matters of the Committee
- Must have Rail Safety, Work Health Safety and Environment knowledge and experience

- **Other Director(s)** – all Directors to attend at least one (1) meeting per year

- **Chief Executive Officer (CEO)**

- **Safety, Environment & Quality Manager (SE&QM)**

- Reports as agreed regularly to the Committee's Chair and CEO
- Is the staff member who is the Subject Matter Expert and who is accountable for delivering the safety and environmental outcomes
- Undertakes all aspects of secretariat administering the Committee

- **Ad-hoc Invitees**

- Flexible by invitation of the Committee Chair in terms of membership composition and size in response to the specific scope of works, priorities, etc.
- May include member representatives and /or independent external representatives with subject matter expertise.