

People, Health, Safety and Environment Committee Charter

1. Introduction

- 1.1. The Board of CleanCo Queensland Limited (**CleanCo**) established the People, Health, Safety and Environment Committee (**Committee**) in January 2020. This People, Health, Safety and Environment Committee Charter (**Charter**) sets out the purpose, role and responsibilities of the Committee
- 1.2. The Committee is directly responsible to the CleanCo Board and has no executive powers, unless delegated to it by the CleanCo Board. The role of the Committee in relation to CleanCo's people, including their health and safety and CleanCo's consideration of the environment, is to assist the CleanCo Board in fulfilling its responsibilities, and to also assist the Board to ensure that CleanCo:
 - 1.2.1. has appropriate systems in place to comply with all relevant health, safety and environmental legislation
 - 1.2.2. complies with employment legislation, relevant government policies and Enterprise Agreements (**EAs**)
 - 1.2.3. monitors CleanCo's safety performance, and improves CleanCo's people's health and wellbeing
 - 1.2.4. monitors and continuously improves the environmental, social and ethical outcomes associated with our activities
 - 1.2.5. meets shareholding Ministers' and the Board's expectations for industrial relations and remuneration
 - 1.2.6. has a people strategy that promotes CleanCo's values and an organisational culture that is consistent with the vision and mission of CleanCo
 - 1.2.7. has policies and procedures to attract, motivate and retain people with the values and capabilities required to enable CleanCo to meet its objectives
 - 1.2.8. has remuneration policies and practices which are consistent with the Company's strategic goals
 - 1.2.9. creates appropriate succession plans for key personnel and Board members as necessary
 - 1.2.10. has performance management systems in place to regularly review the performance of Executives and the Board
 - 1.2.11. develops and causes to be published appropriate external reports in relation to people, health, safety, social, ethical and environmental outcomes
 - 1.2.12. has a clearly articulated Environmental, Social and Governance (**ESG**) strategy, principles and targets that supports an enduring social license to operate and a prioritised approach to sustainability.

2. Roles and responsibilities

- 2.1. The Committee has been established as a Board Committee and does not replace or replicate established management responsibilities and delegations
- 2.2. The Committee's role is to review and recommend to the Board appropriate frameworks, processes and procedures
- 2.3. Responsibility for all items within this Charter remains with the Board.

3. Authority, access and delegation

- 3.1. The Committee has no delegated authority from the Board but may be authorised to:
 - 3.1.1. investigate any matter brought to its attention with full access to all books, records and facilities
 - 3.1.2. have access to, and meet with, CleanCo employees or any external advisors without Executives or management being present, following agreed protocols
 - 3.1.3. seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties
 - 3.1.4. request the attendance of CleanCo employees at meetings as it thinks appropriate
 - 3.1.5. the Committee Chair is authorised, with prior approval of the Chair of the CleanCo Board, to obtain independent external professional advice at CleanCo's expense and to secure the attendance at Committee meetings of external parties with relevant experience and expertise if it considers it necessary
 - 3.1.6. make recommendations to the Board for approval.

4. Committee Governance

Membership

- 4.1. The Committee will consist of at least three (3) Directors appointed by the Board and so far as is possible:
 - 4.1.1. The membership of the Committee will be comprised of the Board Chair, the Committee Chair and at least one (1) other Board member
 - 4.1.2. The Board Chair will nominate the Committee members who are experienced in workplace issues, health & safety and/or environment matters, including a member with appropriate experience and qualifications to Chair the Committee.

Quorum

- 4.2. Two (2) Committee members are required to be present to constitute a quorum for Committee meetings

Chair

- 4.3. The Committee will be chaired by a Director who is not the Board Chair
- 4.4. The Committee Chair is to be appointed by the Board Chair
- 4.5. If the Committee Chair is absent from any meeting of the Committee, the members of the Committee will appoint an Acting Chair for that meeting.

Secretariat

- 4.6. The Company Secretary (or appropriate delegate) will be appointed to facilitate the Committee meetings and reporting duties and will be responsible for:
- 4.6.1. the preparation and circulation of meeting agendas and supporting information in consultation with the Committee Chair
 - 4.6.2. providing administration support to the Committee Chair with appointment, induction and retirement of Committee members
 - 4.6.3. minuting Committee proceedings in consultation with the Committee Chair
 - 4.6.4. recording any action items arising from the meeting
 - 4.6.5. general administrative coordination of the Committee's activities.

Meetings

- 4.7. The Committee will, in order to discharge its roles and responsibilities:
- 4.7.1. meet at least four (4) times per year
 - 4.7.2. hold additional meetings as the Committee Chair sees appropriate
 - 4.7.3. call, via the Committee Chair a meeting if requested to do so by the Board to consider a matter
 - 4.7.4. prepare and approve in advance an annual meeting schedule for regular Committee meetings.
- 4.8. To the extent not specifically set out in this Charter, the rules and procedures adopted by the CleanCo Board in respect of Board meetings, outlined in the Board Charter, will be adopted for Committee meetings.

Attendance

- 4.9. Any CleanCo Director that is not a Committee member may attend a Committee meeting
- 4.10. The Chief Executive Officer (CEO), the Executive General Manager – Enterprise Services, the Executive General Manager – Asset Operations, the Executive General Manager – Development & Sustainability, the General Manager – Legal and Risk and the Company Secretary (or appropriate delegate) all attend Committee meetings
- 4.11. Representatives from CleanCo's external auditor and internal auditor function may be invited to attend Committee meetings
- 4.12. CleanCo employees may be required to attend Committee meetings (in whole or in part) on a regular basis or from time to time

Conflicts of interest

- 4.13. Committee members are required to declare any interests that could constitute a real, potential, or apparent conflict of interest with respect to participation on the Committee. The declaration must be made on appointment to the Committee and in relation to specific agenda items at the outset of each Committee meeting and be updated as necessary.

Agendas

- 4.14. The Committee Chair will agree the agenda for each Committee meeting after consultation with the appropriate parties.
- 4.15. The Committee Chair and Company Secretary (or appropriate delegate) are responsible for finalising each meeting agenda. Agendas and papers should be distributed to all Committee Members at least five working days prior to a meeting.

Minutes and reporting

- 4.16. The Company Secretary (or appropriate delegate) is responsible for keeping the minutes of the Committee meeting.
- 4.17. Minutes (or draft minutes if not yet confirmed) of Committee meetings will be submitted to the next meeting of the Committee and the Board and the Committee Chair will provide a verbal summary report to the Board including decisions and recommendations.
- 4.18. The Committee Chair will meet with the Board Chair and other standing committees of the Board (as appropriate) to consider and share key information identified by those committees and where appropriate, report to the Board for consideration.

Performance Review

- 4.19. The Committee Chair will submit an annual report to the Board in respect to Committee activities for the past year, together with any recommendations for improving Committee performance, including any recommended changes in respect of this Charter.
- 4.20. The Committee will participate in any evaluation of Board or Committee performance, as required by the Board.

Charter Review

- 4.21. This Charter, and any amendments or replacement, may only be approved by the CleanCo Board.
- 4.22. This Charter will be reviewed and, if appropriate, updated by the Board upon receipt of recommendation from the Committee biennially.

Publication of Charter

- 4.23. A copy of the charter will be made available at www.cleancoqueensland.com.au.

5. Document details

Title	People, Health, Safety and Environment Charter
Version	7.1
Document #	n/a
Approver	CleanCo Board
Owner	Company Secretary
Approval date	27 February 2026
Review period	Biennial