



## **R&R Delivery Authority Ltd (the 'Company')**

### **Health, Safety, Wellbeing & Sustainability Committee**

#### **Terms of Reference**

##### **1 Constitution**

- 1.1 The Health, Safety, Wellbeing & Sustainability Committee ('the Committee') shall be constituted as a standing Committee of the Company's Board ('the Board') on the terms as set out below. Meetings shall take place at least twice a year to consider matters within the remit of the Committee.

##### **2 Membership**

- 2.1 The Committee shall have at least five members, a majority of whom shall be non-executive directors of the Company and shall include the Chief Executive Officer and Programme Director of the Company.
- 2.2 Membership of the Committee, including the Committee Chair (who shall be a non-executive director), shall be agreed by the chair of the Company's Board in consultation with the Nominations and Remuneration Committee of the Company. A list of current members is annexed to these terms of reference. This Annex may be updated from time to time without the need to amend these Terms of Reference.

##### **3 Attendance (non-voting)**

- 3.1 The Health, Safety & Wellbeing Director shall, and the Human Resources Director, the General Counsel and the Head of Sustainability, or their nominees, may attend the Committee.
- 3.2 Other Non-Executive and Executive Directors may attend the meeting at the invitation of the Committee Chair. These Directors attend in an observer capacity and do not have voting rights.
- 3.3 A representative from the secretariat of the Company shall attend meetings of the Committee.

##### **4 Term**

- 4.1 A member's appointment to the Committee shall run concurrently with their term of office as director of the Company. Any appointment as a member of the Committee shall automatically cease when they cease to be a director of the Company.

##### **5 Quorum and Voting**

- 5.1 The quorum shall be three members, the majority of which shall be non-executive directors. Only members of the Committee shall count for the quorum and the Committee has no authority to make decisions at a meeting unless a quorum is present.
- 5.2 The Committee Chair may nominate a deputy to act in their capacity. The deputy will have the same authority as the Committee Chair in such circumstances.
- 5.3 In the absence of the Committee Chair, the remaining non-executive members shall elect one of themselves to chair the meeting.



5.4 Decisions at Committee meetings shall be made by a majority vote, and each Committee member shall be entitled to one vote. In the event of equality of votes at a meeting the Committee Chair shall have a casting vote.

## **6 Interests**

6.1 If a Committee member has a pecuniary, personal or family interest, whether that interest is actual, potential or perceived and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Committee, the member shall disclose that interest as soon as he/she becomes aware of it. The member shall then be excluded from any discussion or consideration of the matter in respect of which he/she has disclosed an interest.

## **7 PURPOSE, REMIT and AUTHORITY**

7.1 The purpose of the Committee is to assist and advise the Board in its consideration of Health, Safety, Wellbeing and Sustainability matters.

### **Advisory Authority**

7.2 The Committee may advise on, assist, make recommendations to and report to, as the context requires, the Board in any such circumstance that the Committee considers it appropriate and in order to facilitate the Board's consideration of all Health, Safety, Wellbeing and Sustainability matters related to the planning and delivery of the works to be undertaken by the Company.

7.3 The Committee's work shall have oversight of, and periodically review the Company's Health, Safety, Sustainability and Wellbeing policies, strategy, procedures, risks (and mitigation strategies) and assess the Company's performance against the same. In particular and without limitation to the above, this includes:

- Monitoring and review of aspects such as:
  - Health, Safety & Wellbeing practices in relation to the employees of the Company including, without limitation, occupational health, mental health and wellbeing.
  - Health, Safety & Wellbeing practices in relation to design activities and the management of critical risks.
  - The management arrangements in place to ensure:
    - legal compliance (specifically with regard to Client Duties under Construction (Design and Management) Regulations 2015); and
    - adoption of best practice and benchmarking comparisons of performance to other similar major programmes.
  - The setting of and performance against proactive and reactive metrics and targets.
  - The management of interface issues of concern, including the protection of the workers, Members and Parliamentary officials and the general public on-site, adjacent to the site, and off-site (but consequential on Programme delivery).
  - Trends from the results of internal audits undertaken.
- Review and oversight of any issues or concerns raised by enforcing authorities or significant non-compliances, near misses, incidents, investigations or audits and of proposals to address these issues or concerns.



- Review and oversight of activities in connection with sustainability, including progress towards Net Zero Carbon.

7.4 The Committee shall, in a timely manner, report any major incidents, material concerns or issues within its scope to the Board.

7.5 The Committee is authorised to instruct the procurement of reports, evidence and advice from third parties on any matter pertaining to its remit under this terms of reference.

## **8 ADMINISTRATION**

### **8.1 Meetings**

Meetings of the Committee shall be called by the Company on behalf of the Committee Chair, by notice served on the members of the Committee.

The notice of each Committee meeting, with the agenda and any supporting papers, shall normally be circulated no later than 5 working days before the meeting.

Late papers may be circulated prior to or tabled at a Committee meeting, subject to the prior approval of the Committee Chair.

Committee meetings may be held in person or by suitable electronic means as agreed by the Committee Chair and the members.

When required, the business of the Committee may be conducted by correspondence.

### **8.2 Minutes**

The Company shall minute the proceedings of the Committee meetings, which shall be circulated to the members of the Committee, and following approval by the Committee Chair, to the Board.

### **8.3 Reporting**

After each Committee meeting the Committee Chair shall provide an oral update to the Board at its next meeting. The Committee minutes shall be made available to the Board.

### **8.4 Equality and Inclusion**

In carrying out its functions, the Committee shall give due regard to the principle of equal opportunity for all people, taking proper consideration of relevant policies of the Company.

### **8.5 Effectiveness Review**

The Committee members shall contribute to the annual review of governance effectiveness, which shall be reported to the Board.

**(Approved by the Board on 24/07/2023)**



## **Annex to Health, Safety, Wellbeing & Sustainability Committee Terms of Reference**

The membership and standing attendance (non-voting) of the Committee shall be as follows:

### **Members**

<b>Name</b>	<b>Position</b>
Dr Stephen Duckworth OBE	Committee Chair
Mike Brown CBE MVO	Delivery Authority Company Chair
Neil Sachdev MBE	Non-Executive Director
David Goldstone CBE	Chief Executive
Matt White	Programme Director

### **Standing Attendees (non-voting)**

<b>Name</b>	<b>Position</b>
Mark Jaggard	Health & Safety Director
Janet Campbell	Human Resources Director
Omar Rouchdy	Head of Sustainability
Andy Syk	Head of Legal