



**OHS & ENVIRONMENTAL RISK COMMITTEE  
CALTEX AUSTRALIA LIMITED  
ACN 004 201 307**

**BOARD APPROVED – 1 SEPTEMBER 2009**

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## **COMMITTEE CHARTER**

### **INTRODUCTION**

1. The Occupational Health, Safety and Environmental Risk Committee (Committee) is established as a committee of the Board of Caltex Australia Limited on the terms set out in this *Charter* and in accordance with the Board's *Charter* and the company's Constitution.

### **ROLE OF THE COMMITTEE**

2. The Committee assists the Board in relation to occupational health, safety (OHS) and environmental matters arising out of the activities of the Caltex Australia Group (Caltex) and the impact of those activities on employees, contractors, customers and suppliers, and the communities and environments in which Caltex operates.
3. The Committee undertakes functions delegated by the Board, including the approval of OHS and environmental policies.
4. The Committee seeks to address the appropriateness of Caltex's OHS and environmental practices to manage material OHS and environmental risks, so that these risks are managed in the best interests of Caltex and its stakeholders.

### **RESPONSIBILITIES OF THE COMMITTEE**

#### ***Advisory role***

5. The Committee should undertake the following functions and, as appropriate, advise or make recommendations to the Board:
  - 5.1 Monitor Caltex's compliance with legal obligations and OHS and environmental policies
  - 5.2 Monitor the adequacy, integrity and effectiveness of the critical systems, internal controls, and processes and procedures used to manage OHS and environmental risks, as implemented by management, including the identification, assessment, elimination, avoidance and control of these risks
  - 5.3 Review investigations of significant OHS and/or environmental incidents with the potential to have a significant impact on Caltex and actions to prevent the recurrence of these incidents
  - 5.4 Review reports on Caltex's OHS and environmental performance and risk areas with the potential to have a significant impact on Caltex
  - 5.5 Review statements from management in relation to the effectiveness of risk management and internal control systems implemented to address material OHS and environmental risks
  - 5.6 Review reports from internal audit covering major issues arising from the internal audit plan in relation to OHS and environmental matters and the status of actions taken by management to address internal audit findings



- 5.7 Review reports from management on OHS and environmental practices in industries similar to the industry in which Caltex operates, and any changes in legislation, regulations, case law, community expectations and/or technology relevant to the OHS and environmental practices of Caltex

### ***Delegated authority***

6. The Committee has delegated authority to undertake the following functions:
- 6.1 Approve Caltex's OHS and environmental policies
  - 6.2 Approve the annual internal audit plan in relation to OHS and environmental matters
  - 6.3 Approve the OHS and environmental internal audit charter

### **MEMBERSHIP & ATTENDANCE**

7. The Committee should comprise **three** non-executive directors appointed by the Board and at least **two** Committee members should be **independent directors**.
8. The appointment of the Committee Chairman is a matter for the Board. The Committee Chairman must be an independent director.
9. The Managing Director & CEO, Group Manager – Operational Excellence & Risk, Internal Audit Manager and other members of the senior management team as requested by the Chairman, should attend Committee meetings. The Committee Chairman may invite external parties (as appropriate) to attend all or part of a meeting.

### **MEETINGS**

#### ***Quorum***

10. The quorum for a Committee meeting is **two** Committee members.

#### ***Number of meetings***

11. The Committee will meet as required but should meet **at least three times** a year.

#### ***Committee agendas and program***

12. The Chairman will approve the agenda for each committee meeting.
13. The Committee Secretary will develop a program of items of business to be considered by the Committee during the next year. The program should be provided to the Committee for its last meeting of the year.

### **COMMITTEE SECRETARY**

14. The Assistant Company Secretary will serve as the Committee Secretary. If this person is unable to attend a Committee meeting, an appropriate member of the Caltex Secretariat should attend the meeting in the capacity of Committee Secretary.

### **ACCESS TO INFORMATION & ADVISERS**

15. The Committee is authorised to require management to provide any information the Committee requires to discharge its responsibilities.
16. The Committee and Committee members have direct access to Caltex's senior management and advisers (both external and internal).



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17. The Committee is authorised to obtain external professional advice if it considers this is necessary.
18. Any Committee member may request a copy of any or all reports between the internal auditor and management.

**REVIEW OF COMMITTEE PERFORMANCE**

19. The Committee should periodically review its own performance, with particular attention being paid to the extent to which it has met its responsibilities in this *Charter*.

**REVIEW OF CHARTER**

20. The Committee should review its *Charter* every year and make recommendations for changes, if considered appropriate, to the Board.

**PUBLICATION**

21. The Committee Charter will be made available from the Caltex website ([www.caltex.com.au](http://www.caltex.com.au)).