

# Safety, Assurance and Business Ethics Committee Charter

**JOHN WOOD GROUP PLC**  
**Approved by the Board on 14 November 2018**

## **1 Purpose**

The Safety, Assurance and Business Ethics Committee ('the Committee') is appointed by the Board to oversee the Group's management of HSSE and the Business Ethics and Compliance programme, consistent with the Group's core values.

## **2 Membership**

The members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee, and shall consist of not less than three members of the Board. Each member shall serve at the discretion of the Board and for such term or terms as the Board shall determine.

The Board shall appoint a non-executive director as Chair of the Committee. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The Company Secretary, or their nominee, will be secretary to the Committee.

The members of the Committee shall be listed each year in the Annual Report.

## **3 Responsibilities**

3.1 The Committee shall review and make recommendations to the Board regarding:

- 3.1.1 the Group's HSSE and Business Ethics strategy and performance.
- 3.1.2 the effectiveness of the Group's policies and systems, and evidence of a prevalent safety and ethical culture, for preventing Safety and Compliance failures within the Group's operations and ensuring compliance with applicable regulations and industry standards.
- 3.1.3 the effective management of HSSE and Business Ethics and Compliance critical risks, including; events that could result in catastrophic loss; bribery and corruption; trade sanctions; a major regulatory investigation; or a breach of data protection.
- 3.1.4 leadership development throughout the Group, particularly in frontline operations.
- 3.1.5 the quality and integrity of the Group's internal and external reporting of HSSE and Business Ethics performance and issues.
- 3.1.6 the Group's preparedness for response to a major safety or security incident.
- 3.1.7 the process for and outcomes of investigations into major HSSE and Business Ethics incidents and the effectiveness with which recommendations are assimilated throughout the Group.
- 3.1.8 the adequacy and effectiveness of the Assurance programmes for HSSE and the Business Ethics programme.
- 3.1.9 the expertise and appropriateness of the structure of the HSSE and Business Ethics and Compliance functions throughout the Group.

## **4 Exclusions**

4.1 The Committee shall not be responsible for reviewing and monitoring legislation or regulation relating to financial reporting, capital markets or fraud (which is the responsibility of the Audit Committee). Investigations that relate to serious or complex potential fraud matters are governed through the Oversight Committee and legal process.

## **5 Authority to meet with Group Personnel**

The Committee may request any director, officer or employee of the Group to attend a meeting of the Committee. The Committee shall have access to sufficient resources in order to carry out its duties, including access to the company secretariat and Group and business functions for assistance as required.

## **6 Meetings**

The Committee will meet as often as the members shall determine to be necessary or appropriate but at least two times during each year.

The quorum for Committee meetings shall be two.

The Secretary shall maintain the minutes of meetings of the Committee and circulate the minutes to all members of the Board.

## **7 Reporting procedures**

The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within the Committee's duties and responsibilities and shall make whatever recommendations to the Board it deems appropriate on any area within its remit.

The Committee Chair should make themselves available at the AGM to answer questions from shareholders.