# GAS NETWORKS IRELAND SAFETY, SUSTAINABILITY AND PEOPLE COMMITTEE

# TERMS OF REFERENCE

## Section 1 Membership

The Safety, Sustainability and People Committee (the "**Committee**") shall be appointed by the Gas Networks Ireland Board (the "**Board**") in consultation with the Chairperson of the Committee (the "**Chairperson**") and shall consist of not less than three Gas Networks Ireland Directors.

While membership of the Committee shall be reviewed annually by the Chairperson and changes as required recommended to the Board, a member of the Committee shall ordinarily serve a period of three years from the date of appointment, which may be renewed for up to three years. Membership may, exceptionally, be extended beyond a maximum of six years in total depending on the number of Directors and committees in place. The general aim is to refresh the membership from time to time to ensure an appropriate balance between continuity and fresh perspective.

### 1.1. Chairperson

The Chairperson shall be appointed by the Board. In the absence of the Chairperson at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

- The Chairperson is responsible for ensuring that: the Committee is appropriately resourced;
- reports to the Committee contain relevant information and are provided at the right time in an appropriate format;
- absent Committee members are briefed on meetings and attendance records are maintained and reviewed annually;
- regular verbal and written reports of the Committee's proceedings are provided to the Board; and
- matters arising are reported on at each subsequent meeting.

Where the Chairperson calls upon members of the Committee to vote on any issue, decisions will be by way of simple majority. Where there is an equality of votes, the Chairperson shall have a second or casting vote .

### 1.2. Company Secretary

The Gas Networks Ireland Company Secretary or his/her nominee, as agreed with the Chairperson, shall act as Secretary to the Committee (the "**Secretary**") and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

### 1.3. Training

The Committee shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members. The Secretary will be responsible for ensuring that this training, as identified by the Committee members, is provided. The Chairperson and Committee members shall make recommendations to the Board on the Committee's and individual members' training needs.

## Section 2 Meetings

### 2.1. Quorum

The quorum for any meeting of the Committee shall be three (3).

### 2.2. Conflicts of Interest

Committee members shall take personal responsibility to declare any potential conflict of interest arising in relation to any items on the agenda for Committee meetings.

A register of Committee members' interests shall be maintained by the Company Secretary. Where a conflict of interest arises, a Committee member shall bring this to the attention of the Chairperson and, where necessary, absent themselves from the meeting for the duration of the discussion and not take part in any decisions in relation to the matter in question. Similar arrangements apply in relation to relevant meeting documentation where such documentation will not be made available to the Committee member. This shall be noted in the minutes of the Committee meeting.

### 2.3. Attendance

Only members of the Committee are entitled to attend and vote at Committee meetings. The Chairperson may invite any Director, executive or other person to attend any meeting(s) of the Committee from time to time, as and when appropriate and necessary.

### 2.4. Frequency

Meetings shall be convened at the discretion of the Chairperson but shall be held at least three times per annum. The Board or the Committee members may request further meetings as they consider necessary.

### 2.5. Minutes

The Secretary shall be responsible for recording the minutes of each meeting including the names of those present and in attendance. Draft minutes of meetings will be circulated to all members in advance of their formal adoption by the Committee and their noting by the Board.

## Section 3 Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information, including documentation, it requires from any employee or agent of Gas Networks Ireland (including its subsidiary companies) to enable it to discharge its responsibilities.

The Committee may obtain external legal or other independent professional advice (including external remunerated consultants where required) if considered necessary. It shall have access to adequate funding to enable it to discharge its duties. The Committee is authorised, subject to the approval of the Board, to co-opt additional members to provide specialist skills, knowledge and experience if considered necessary.

## Section 4 Duties and Responsibilities

The Committee's main duties and responsibilities are:

1. to review an d challen ge Gas Networks Ireland's sustainability strategy, key sustainability and environmental performance indicators and Modern Slavery Statement in each case in line with emerging standards including the Climate Action Framework for Commercial Semi State Companies;

2. to monitor:
   - 2.1. the embedding of a positive organisational culture including health and safety and sustainability;
   - 2.2. employee engagement and sentiment;
   - 2.3. the iBelong – Diversity, Equity and Inclusion programme; and
   - 2.4. talent development;

3. to review and challenge people strategies and organisational development plans;

4. to review and challenge:
   4.1. safety performance metrics;
   4.2. the safety action plan ("BUSAP");
   4.3. health and well-being initiatives;
   4.4. deep dives in respect of areas of high risk and/or particular interest; and
   4.5. the implementation of the gas safety framework;

5. to review safety strategies and policies;

6. to ensure the overall health and safety management of Gas Networks Ireland is subject to an effective audit programme

7. to monitor customer and communications strategies;

8. to monitor Gas Network Ireland's stakeholder strategy;

9. to approve minutes of Committee meetings;

10. to work and liaise as necessary with all other Board committees; and

11. to perform any other duties or responsibilities expressly delegated to the Committee by the Board.

## Section 5 Reporting Procedures

The Committee shall compile an annual report to the Board for inclusion in the Gas Networks Ireland Annual Report describing its membership and its duties and responsibilities.

Gas Networks Ireland management shall ensure that all information relevant to the discharge of its responsibilities is provided to the Committee (and as requested by the Committee). Management shall also ensure that matters of material concern that are relevant to the Committee's responsibilities are brought promptly to the attention of the Committee.

## Section 6 Review

On an annual basis, the Committee will review the effectiveness of its operations and report to the Board on its findings and recommendations.

The Committee will also review these terms of reference at least annually and will make recommendations on updating or amending them to the Board as appropriate.

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