

# **CHARTER**

## **Safety, Sustainability, Operations and Construction Committee**

**August 2024**

## **1. Purpose of the Charter**

The Board of Directors (Board) of WSA Co Limited (WSA or Company), has established a Construction, Operations, Safety and Sustainability Committee (COSSC or Committee) as a Project related committee of the Board to review, oversee and advise the Board in relation to:

- (a) the core design, construction and delivery projects associated with the development of Western Sydney International (Nancy-Bird Walton) Airport (the Project);
- (b) all airport operational and related matters;
- (c) all sustainability and environmental plans and proposals and related matters;
- (d) maintaining the highest levels of health and safety for employees, contractors, operators, airport users and visitors, and the community, generally.
- (e) assurance and comfort that the Company's obligations under the Western Sydney Airport Project Deed (the Deed) are being met, as well as the Company's legal, regulatory, and contractual obligations in relation to construction, operations, safety, and sustainability matters.

The Committee will engage with Management in a constructive and professional manner in discharging its responsibilities and formulating its advice to the Board.

## **2. Authority of the Committee**

The Board has delegated authority to the Committee and an outline of the Committee's responsibilities is provided in section 4 of this Charter.

### **2.1 Access to Information**

The Committee may obtain any information and advice it requires, including information from Management, external consultants or advisors as it considers necessary or appropriate to enable it to properly discharge its responsibilities. The Committee may meet with external consultants or advisors without Management being present.

### **2.2 Resources**

The Company will provide the Committee with the necessary resources for payment of:

- (a) any professional or other advisers it engages to assist it in the discharge of its responsibilities; and
- (b) the administrative expenses incurred in carrying out its duties.

### **2.3 Reporting to the Board**

The Committee will regularly update the Board on its activities and make recommendations to the Board, as appropriate.

The Chairperson of the Committee will report to the Board at the next Board meeting following a meeting of the Committee on any matters that the Committee considers should be brought to the attention of the Board.



### **3. Membership**

#### **3.1 Term of Appointment**

Committee members are appointed by the Board for a term that coincides with the member's term of appointment as a Director or any lesser period that coincides with the termination of the Committee or following changes to the composition of the Committee (as determined by the Board). Existing members may be re-appointed by the Board.

#### **3.2 Committee Chairperson**

The Chairperson of the Committee:

- (a) will be appointed by the Board; and
- (b) where the Chairperson of the Committee is absent from a meeting and no acting Chairperson has been appointed, the members of the Committee present at the meeting have the authority to choose a Director who is a member of the Committee to be acting Chairperson for that particular meeting.

The secretary of the Committee will be the company secretary, or such other person as is nominated by the Board.

#### **3.3 Composition of the Committee**

The Committee comprises:

- (a) at least three members of the Board. In addition, the CEO, CFO, Executive General Manager, Airport Infrastructure, Chief Technology Officer, and Chief Operating Officer will be invited to attend each Committee meeting; and
- (b) at least one member who has an understanding of airport design, construction and/or airport infrastructure so as to be able to assist the Committee to effectively discharge its duties.

#### **3.4 Review of Composition of the Committee**

Membership of the Committee will be reviewed annually by the Board to ensure a suitable mix of qualifications, knowledge, skills, and experience.

#### **3.5 Induction and Training**

The Committee will adopt and maintain a program of induction, training and awareness-raising for its members, with the objective of enabling the Committee to keep abreast of contemporary developments and leading practices in relation to its functions.,

### **4. Roles and Responsibilities**

The Committee will:

- (a) review and make recommendations to the Board in relation to the approach taken in respect of design and construction and monitor compliance with the Deed, with reference to the Commercial Freedoms Framework, Statement of Expectations, Equity Subscription Agreement, the Company's objectives enshrined in the Constitution, relevant regulatory and Airport Plan obligations, and the Corporate Plan;

- (b) review and make recommendations to the Board on procurement strategy and endorse preferred provider(s) for material (>\$20 million) project management, design and construction works;
- (c) review and make recommendations to the Board in relation to the approach taken in respect of the operational model and associated impacts and opportunities.
- (d) review, guide, oversee and make recommendations to the Board on operational and related issues, such that WSI meets all regulatory, legal, contractual, and industry obligations as applying to airport operations in an optimal, safe, effective and where appropriate, innovative manner;
- (e) review and make recommendations to the Board on the delivery strategy for material design and construction works packages;
- (f) review and oversight of operational, ODP and ORAT issues, in preparation for airport opening;
- (g) ensure there is sufficient transparency and accountability in respect of the activities being carried out by Management in respect of the Project. Agree an appropriate reporting framework with Management to ensure consistent and structured reporting;
- (h) review and critically assess the performance of the Delivery Partner;
- (i) critically assess the quality and reliability of reporting information provided by Management for presentation to the Board;
- (j) ensure there is visibility of any potential or actual issues arising which may impact the timing and budget of the project. Where appropriate, inform the Board of such issues as soon as possible;
- (k) identify, seek to mitigate and monitor risks associated with design and construction, reporting to the Board as appropriate;
- (l) seek to maintain and build on broad-based support for the Project, including by working cooperatively with the Government and other key stakeholders;
- (m) report and recommend actions in order to ensure an efficient and effective project delivery;
- (n) proactively review and provide guidance on COSSC strategies, policies, initiatives, risk exposure, targets and performance of WSA and, where appropriate, of its suppliers, consultants, contractors and other third parties;
- (o) monitor the delivery of any COSSC strategies and management systems;
- (p) review and recommend for Board Approval Sustainability and Environmental Plans as required under the Project Deed;
- (q) receive regular reports from Management about COSSC performance, including details of any serious incidents or near misses investigated and / or reported and any community complaints or issues; processes and resources for responding to this information, including any associated action plans for improvement or rectification;
- (r) review and monitor compliance with regulatory requirements associated with COSSC matters, including licences and approvals and including any audit undertaken in respect of such compliance;
- (s) review and monitor the development and implementation of a strategy to assess contractor, consultant and other third-party COSSC performance, focusing specifically on the Company's assurance program for the management of hazardous activities;
- (t) review and monitor the adequacy of systems for managing and reporting actual or potential COSSC incidents, including any emergency response plans;



- (u) review and monitor those particular COSSC risks identified pursuant to any risk management framework, including related processes and resources to eliminate or manage those risks; and
- (v) review and approve for publication to the Company website, COSSC related compliance and other reports

## **5. Committee Operations**

### **5.1 Frequency of Meetings**

- (a) The Committee will meet at least four times per calendar year. Meetings may be convened when there are material or critical matters, directly associated with the progress of the Project, that require escalation.
- (b) Any member of the Committee or the CEO may request the Chairperson of the Committee convene an additional meeting when required.
- (c) Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically present in the same place. A member who is not physically present but participating by technological means is taken to be present.

### **5.2 Attendance at Meetings**

- (a) All Committee members are expected to attend each meeting, in person or via telephone or video conference or other technological means.
- (b) Any member of the Committee may request the Chairperson of the Committee arrange the attendance at a meeting of the Committee of any person, including members of the Board, Management, other Company employees or external advisers.

### **5.3 Planning**

The Committee will develop and maintain a forward meeting schedule that includes the dates, location, and proposed agenda items for each meeting for the forthcoming year, and that covers all the responsibilities outlined in this Charter.

### **5.4 Quorum**

A quorum will consist of a majority of Committee members. The quorum must be in attendance at all times during the meeting.

### **5.5 Agenda, Meeting Papers and Minutes**

The meeting agenda for each meeting will be approved by the Chairperson and will be circulated by the Company Secretary along with the meeting papers at least one week before the meeting.

The minutes of the meeting will be prepared by the Company Secretary, reviewed by the Chairperson and circulated within two weeks of the meeting to each member of the Committee.

Minutes should accurately record the resolutions of the Committee, key reasons for those decisions (where appropriate) and actions arising.

The minutes should include or be accompanied by an action list that includes accountabilities and the nature and timing of subsequent reporting. The action list will be prepared by the Company Secretary, approved by the Chair and circulated to each member of the Committee with the minutes of the meeting.



Reports and other papers of the Committee will be made available to all Directors on request where this is consistent with the Conflicts of Interest section of the Board Charter and the Company's Conflict of Interest and Related Party Transaction Policy.

## **5.6 Decisions**

At a Committee meeting:

- (a) all decisions will be by majority vote of the members of the Committee in attendance; and
- (b) persons attending a meeting of the Committee who are not members are not entitled to vote on resolutions.

## **5.7 Conflicts of Interest**

This section should be read in conjunction with the Conflicts of Interest section of the Board Charter and the Company's Conflict of Interest and Related Party Transactions Policy.

At the beginning of each Committee meeting, members are required to declare any material personal interests that may apply to specific matters on the meeting agenda.

Where required by the Chairperson, the member will be excused from the meeting or from the Committee's consideration of the relevant agenda item(s).

The Chair of the Board is responsible for deciding if the Committee Chairperson should excuse themselves from the meeting or from the Committee's consideration of the relevant agenda item(s). Details of material personal interests declared by the Chairperson and other members, and actions taken, will be appropriately recorded in the minutes.

## **5.8 Review of Charter**

The Committee will review this Charter annually, or more often as necessary and this will include consultation with the Board. Any substantive changes to the Charter and any repeal and replacement of this Charter will be recommended by the Committee and formally approved by resolution of the Board.

## **5.9 Review of Performance of Committee**

The Committee will annually review the performance of the Committee and the Board will be informed of the outcomes of the review at the next available Board meeting following completion of the review.

## **6. Approved and Adopted**

This Charter was first reviewed by the Committee on 23 August 2024.

This Charter was adopted by the Committee, effective from the date of approval by the Board on 23 August 2024.

**Document Control**

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<b>Document Owner</b>	<b>Company Secretary</b>
<b>Approved</b>	23 August 2024
<b>Last Review Date</b>	23 August 2024
<b>Next Review Date</b>	September 2025
<b>Amendment History</b>	<p><b>August 2024:</b></p> <p>This Charter has been developed to make accommodation for the Governance Renewal – Review of Board Committees (paper for Agenda Item 4.3) exercise conducted at the 25 June 2024 Board meeting.</p>