



## **Health and Safety and Wellbeing Committee**

### **Terms of Reference**

## **HEALTH, SAFETY and WELLBEING COMMITTEE Terms of Reference**

Adopted pursuant to a resolution of the Board of Directors dated 21 May 2020.

Note: References to “the Committee” shall mean the Health, Safety and Wellbeing Committee and references to “the Board” shall mean the full Board of Directors of Transport for Wales (“the Company”).

### **Duties**

1. The Committee is a Committee of the Board established under the Articles of Association of the Company (“the Articles”).
2. Proceedings and meetings of the Committee will be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with these terms of reference.
3. The purpose of the Committee is to advise and assist the Board to fulfil their overall responsibilities in relation to health, safety and wellbeing and matters arising out of the activities of the company and as they affect the general public (including passengers), employees and suppliers.
4. The Committee shall have the following functions:
  - to recommend to the Board Health, Safety and Wellbeing policy (Appendix A) for adoption by them and, as the Committee deems necessary, recommend changes to that policy;
  - to monitor the Company’s compliance with approved Health, Safety and Wellbeing policies;
  - to assess compliance of processes by the Company with Health, Safety and Wellbeing legislation;
  - to ensure that Company processes are continually improved to align with best practice;
  - to receive and review outcomes from significant investigation reports regarding Health and Safety incidents and significant wellbeing issues within the Company;
  - to deliver the Health and Safety Strategy and plans for the Company;
  - to develop and deliver continuous improvements in Health, Safety and Wellbeing performance;
  - to consider Health, Safety and Wellbeing issues that may have strategic, business and reputational implications for the Company, and to recommend appropriate measures and responses; and
  - produce an annual report of its activities over the preceding year and an outline of activities over the next year, for inclusion in the company’s annual report.

## **Membership**

1. The Committee shall consist of at least two independent non-executive Directors, the Director Safety and Sustainability, and such other members as Committee Chair shall decide.
2. The Committee Chair, who shall be an independent non-executive Director member, shall be proposed by the Chair of the Board and approved by the Directors.
3. Initially the additional membership of the Committee shall consist of representatives from corporate, operational services, construction services parts of the company. This shall be reviewed by the Chair after 12 months.
4. Membership of the Committee other than the non-executive Directors membership shall be at the absolute discretion of the Committee Chair who may appoint such other members on such terms and conditions as they in their absolute discretion think fit, including but not limited to:
  - duration of appointment
  - notice period for termination of appointment
  - reason(s) for termination of appointment
  - remuneration and reimbursement of reasonable expenses
  - confidentiality

## 5. Employee Engagement

It is important that we ensure all employees are involved and engaged with our vision and aspirations for health and safety.

The Health and Safety (Consultation with Employees) Regulations 1996 sits alongside The Safety Representatives and Safety Committees Regulations 1977. We have a duty to consult with employees under both sets of regulations.

## **Meetings**

1. The Committee shall meet formally at least quarterly or more often as required.
2. A meeting of the Committee may be called by any Committee member.
3. Notice of each meeting confirming the date, the venue and time together with an agenda of items to be discussed together with relevant papers shall be forwarded to each member of the Committee, where practical, not fewer than five working days prior to the date of the meeting.

4. The quorum for the Committee meetings shall be four of whom at least one must be a Non-Executive Director of the Company.

6. The Chair of the Board and the Company Chief Executive shall have the right to attend and speak at Committee meetings; others may be called upon or shall be able to speak by prior arrangement with the Committee Chair.7. 4. The Committee shall have access to professional advice from employees within the Company and, where necessary, from appropriate external advisers.

### **Resolutions**

1. Other than set out in these provisions the Committee shall reach decisions by a simple majority of those voting on the issue in question. If the numbers of votes for and against a certain proposal are equal, Committee Chair has a casting vote.

### **Documentation, communication and reporting**

1. The Committee or its Chair shall report to the Board following each meeting.

2. Records shall be kept of all Committee meetings with minutes of the proceedings and resolutions.

3. After preliminary approval by the Chair, copies of the minutes of the meetings shall be circulated to all members of the Committee and to the Chair of the Board. Any director may upon request to the Director of Safety and Sustainability, as long as there is no conflict of interests, obtain copies of the Committee's agenda with relevant papers and minutes.

# Annex A: Tfw Health and Safety Policy



## Tfw Health Safety and Wellbeing Policy

Our customers, users, employees and suppliers have an expectation that when using or delivering our services or assets they will remain harm free. Our passion is "A safe happy and healthy experience for all". The Directors are committed to our passion and these expectations.

**Our aims are:**

- every journey is a safe journey for our customers and users
- the security of our customers and employees is assured
- our employees, agency staff and contractors go home safe and healthy every day
- we maintain our assets and deliver projects safely
- we fulfil our commitments to prevent pollution and nuisance by improving air quality, reducing waste and carbon emissions
- we are inclusive and accessible to all customers and users, including those who are disabled.

**How we go about this**

We will put in place health, safety and wellbeing rules and procedures, including emergency procedures that are regularly updated. These are for you to use. If you do not know where to find them ask your line manager or the Health, Safety and Sustainability Director.

We work with you to understand the risks and introduce health, safety and wellbeing measures to ensure risks remain as low as reasonably practicable. We will comply with legislation. There is regular review of safety, health and wellbeing statistics to identify positive and adverse trends and their root causes, so necessary action can be taken. We also assure ourselves that our suppliers maintain a good health, safety and wellbeing record.

Each year we develop detailed health, safety and wellbeing improvement plans to enhance what we do. These plans are regularly reviewed by the Directors in your part of the business.

Our customers, users, employees and suppliers have an expectation that when using or delivering our services or assets they will remain harm free. The Directors are committed to meeting our vision and these expectations.

When working for Tfw you will receive the necessary training and equipment to ensure that you can undertake your job safely, ensure the safety of customers and protect the environment.

As an employee, your physical and mental health and wellbeing is important and we provide occupational health services to help you stay healthy and in work and provide suitable welfare facilities at your work place.

We want to maintain a fair culture and employees or their representatives are consulted on health and safety matters as they arise, in a meaningful way, through scheduled health and safety meetings or more regularly where needed.

**What we can all do**

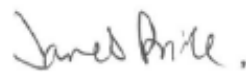
We all need to look out for each other and speak up if anything is unsafe or damaging to health or the environment.

We all have a duty to follow our health, safety and wellbeing rules and procedures. Do not take shortcuts. If you think rules or procedures are unhelpful let your manager know. Where necessary rules and procedures can be changed.

We can learn from the past, so always report accidents, incidents and near misses/close calls.

Demonstrate the TfW behaviours in everything we do.

In this way we can work together so that our vision for a safe and healthy environment is achieved.



James Price  
Chief Executive Officer Transport for Wales

Date: 15 April 2019

## **Annex B: TfW Health, Safety and Wellbeing Meeting Template Agenda**

- Apologies
- Previous Minutes and Matters Arising
- Board Update – Key Health, Safety and Wellbeing Messages
- Health and Safety Strategy and Risk Management
  - Health and Safety Risks
  - Update on Regulatory and Industry matters
- Health, Safety and Wellbeing Performance Reports
  - Lead and Lagging Indicators
  - Contractual and Operational Performance (e.g. SPAD's)
  - Training Compliance
  - Significant Incidents
  - Audit Results and Action Plan Progress
- Key Legislation Changes and Health, Safety and Wellbeing Policy Updates
- Updates from Employee (and Trade Union) Engagement
- Occupational Health and Wellbeing
  - Monitoring Procedures and Policies
  - Performance
- Health, Safety and Wellbeing Communications
  - Employees and Suppliers
  - Third Party Interfaces (other TOC's, NR)
  - Public