



Sustainability and Risk Committee Charter

Appendix 6

Tourism Holdings Limited
31 May 2019

1. PURPOSE & OBJECTIVES OF THE COMMITTEE

- The Sustainability and Risk Committee (**Committee**) is a committee of the Board of Directors of Tourism Holdings Limited (**thl**).
- The objective of the Committee is to ensure that **thl** considers, assesses and reacts to strategic risks appropriately, ensures a sustainable business model and engages in practices that are reflective of its role as a responsible corporate citizen.
- The main role of the Committee is to assist the Board to discharge its responsibility to exercise due care, diligence and skill in relation to **thl** and its subsidiaries in relation to:
 - Sustainability policies and practices:
 - Social, reputational and environmental issues that may impact **thl** or the wider community;
 - Ethical business practices;
 - Community sponsorship and engagement;
 - Diversity and inclusion;
 - Health, safety and well-being; and
 - Sustainability reporting;
 - Strategic risk management, in order to identify, assess and respond to long-term strategic risks and to maintain sustainable business practices.

2. MEMBERSHIP OF THE COMMITTEE

- The Committee shall be comprised solely of Directors of the Board, and members shall be appointed by the Board.
- The Committee shall have at least two non-executive Directors as members.
- The Board shall appoint a chairperson of the Committee (**Chairperson**) from the independent, non-executive members of the Committee. The Chairperson must also be a member of the Audit Committee.
- The Chairperson shall not be the Chairperson of the Board.

3. MEETINGS OF THE COMMITTEE

- Meetings shall be held not less than three times a year.
- Any member of the Committee, the Chief Executive Officer (**CEO**) or the Chief Financial Officer (**CFO**) may request a meeting at any time they consider it necessary.
- A quorum for a meeting of the Committee shall be three members.
- The CEO, the CFO and the General Manager responsible for Sustainability shall attend all meetings of the Committee, other than those which the Committee chooses to hold without any **thl** executives present.
- The Committee may also have in attendance such members of management and such other persons as it considers necessary to provide appropriate information and explanations.
- All Directors who are not members of the Committee shall be entitled to attend meetings of the Committee.

- Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, all other members of the Board, the CEO, the CFO and the GM Responsible Management.
- Minutes of all meetings shall be kept by the Board Secretary.

4. RESPONSIBILITIES OF THE COMMITTEE

- The Committee has oversight responsibility in two areas:
 - Sustainability; and
 - Strategic Risk Management.
- Matters relating to financial risk management are not within the responsibilities of the Committee and are separately monitored and reviewed by the Audit Committee.

4.1 Sustainability

The Committee shall be responsible for:

- Understanding the key sustainability issues that are relevant to **thl**;
- Recommending to the Board, for adoption, policies and procedures to allow **thl** to establish an effective system for management and oversight on such sustainability issues;
- Reviewing and monitoring **thl**'s community sponsorship, relations and support initiatives;
- Assisting in the integration of sustainability in to standard business planning, strategy and culture;
- Monitoring matters relating to occupational health and safety and physical and mental well-being; and
- Ensuring appropriate reporting mechanisms are in place in respect of **thl**'s sustainability performance.

4.2 Strategic Risk Management

The Committee shall be responsible for:

- Working with management to develop, monitor and update a Strategic Risk Management Framework identifying the key long-term strategic risks facing **thl**, the likelihood (and potential consequences) of these risks materialising and recommending to the Board proposed actions to mitigate the incidence and impact of these risks;
- Overseeing and reviewing management's approach to strategic risk management within the company, identifying deficiencies and assessing management's effectiveness in their approach;
- Obtaining from management written advice of significant changes to strategic risks (e.g. new or emerging risks, changes in risk assessments, etc.);
- Reviewing any issues or strategic risks raised by the Audit Committee that may affect **thl**'s strategic risk management; and
- Post-integration review and monitoring of acquisitions and strategic transactions.

5. **ACCESS AND AUTHORITY**

- The Committee is authorised by the Board to investigate any activity within its terms of reference as set out in section 4 of this Charter.
- The Committee is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.
- The Committee is authorised by the Board to obtain, at the expense of *thl*, such outside legal or other independent professional advice, and to arrange for the attendance at meetings, at the expense of *thl*, of outside parties with relevant experience and expertise, as it considers necessary to carry out its responsibilities.

6. **ACCOUNTABILITY AND REPORTING**

- The Committee shall ensure that processes are in place and shall monitor those processes so that the Board is properly and regularly informed and updated on risk and compliance matters.
- After each Committee meeting the Chairperson shall report the Committee's findings and recommendations to the Board.
- The minutes of all Committee meetings shall be circulated to members and the Board, the CEO, CFO and GM Responsible Management.

7. **REVIEW OF THE COMMITTEE AND CHARTER**

- At least once every second year the Committee will undertake a self-review and report on the effectiveness of the Committee to the full Board of Directors. The Board will review both this Charter and the Committee's performance against this Charter annually.
- Membership of the Committee will be reviewed each year after the Annual Meeting and at other times as necessary.

Approved by the Tourism Holdings Limited Board of Directors effective from 31 May 2019.