



# CORPORATE HEALTH AND SAFETY COMMITTEE TERMS OF REFERENCE

## 1. STATEMENT OF PURPOSE

HEALTH and SAFETY COMMITTEE Terms of Reference – Adopted pursuant to a resolution of the GFSL Board of Directors November 2020.

"The GFSL Board retain responsibility for establishing and promoting a positive and proactive Health and Safety culture, delivered via a robust framework to strengthen H&S within its governance Framework"

"The H&S Committee has been established specifically to oversee the framework and management systems which enhance clarity around roles, accountability and responsibility throughout the organisation, providing enhanced assurance to the GFSL board and client. Providing visibility of team and employee compliance and performance.

The effectiveness of the Committee will be evaluated annually and feed into the wider GFSL board effectiveness review.

*Note: References to "the Committee" shall mean the Health, Safety Committee and references to "The Board" shall mean the full Board of GFSL.*

## 2. SCOPE

The H&S Committee will review, challenge, consider and advise on the health, safety and welfare aspects of all GFSL policy, procedure and practice relating to staff, contractors and other interested parties.

## 3. COMMITTEE DUTIES

3.1 The Committee is a Committee of The Board established under the Articles of Association of the Company ("the Articles").

3.2 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.

3.3 The purpose of the Committee is to assist The Board to fulfil their overall responsibilities in relation to health, safety and matters arising out of the activities of GFSL and as they affect the HMPPS, MOJ, inmates public, employees, contractors and suppliers.

3.4 The Committee will agree and set out clear performance targets for the business which will be designed to help drive its H&S performance to initially meet industry standard and then target say top quartile performance over 2 years. This will include the development of a high performing H&S culture.

3.5 The Committee will devise and implement an annual workplan to examine the nature and delivery of key components of our corporate Health and Safety plan

3.6 The Committee will operate with reference to the corporate governance code

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## 4. ROLE OF THE COMMITTEE

- 4.1 recommend to The GFSL Board, a Health and Safety policy (Appendix 1) for adoption by them and, as the Committee deems necessary, recommend changes to that policy and to review this on a regular basis at least annually or if there is a relevant change in legislation;
- 4.2 monitor the Company's compliance with the approved Health and Safety policy and report regularly to the board;
- 4.3 assess compliance of processes by the Company with Health and Safety legislation;
- 4.4 ensure that the company processes are continually improved to align with best practice;
- 4.5 review the holistic outputs of accident/incident investigations to ensure that all of the appropriate learnings are captured and being effectively utilised in the development of the business
- 4.6 Oversee and support the development of a continuous improvement Health and Safety culture in respect to, performance, learning, and underlying values'.
- 4.7 consider Health and Safety issues that may have strategic, business, and reputational implications for the Company, MOJ and HMPPS and to recommend appropriate measures and responses
- 4.8 Assure the board in respect to the effective communication of policies, procedures, and H&S arrangements throughout the business.
- 4.9 To provide scrutiny and challenge to ensure internal control mechanisms are operating effectively
- 4.10 To ensure that an independent review of H&S policy, operations, culture and performance is conducted on at least Triennial basis and outcomes reported to the full board.
- 4.11 To ensure that suitable, sufficient and effective staff wellbeing plan is in place along with appropriate metrics which will be reported to the full board.
- 4.12 To ensure that suitable and sufficient arrangements, and policies are in place to deal with critical incident management and that these compliment business continuity arrangements.

## 5. MEMBERSHIP

- Two Non Executive Directors (One of whom shall chair the committee)
- Two Executive Directors (one of whom shall be the Operations Director)
- Two members of the Senior Leadership Team (One of whom shall be the Health and Safety Manager and the other who shall be the Chief Engineer)

**CORPORATE  
HEALTH AND SAFETY COMMITTEE  
TERMS OF REFERENCE**

**Standing Invited Guests**

CEO  
Change and Transformation Director  
Soft Services Manager  
Head of Projects  
Regional Area Directors

The Chair of the Committee, who shall be an independent non-executive Director member, shall be proposed by the Chair of The GFSL Board and approved by the Board.

Other guests/members of the Committee shall be at the absolute discretion of the non-executive Director member in conjunction with the CEO who may invite such other members as they in their absolute discretion think fit, including but not limited to:

- Any GFSL manager or employee for relevant agenda item
- Any interested party, i.e., client team, MOJ representative, and/or third-party expert relevant for agenda any item.

Engagement parameters;

- Duration of appointment - The membership of the committee will be reviewed on an annual basis by the committee and Board.
- Notice period for termination of appointment - 1 to 3 months; dependent on circumstances.
- Reason(s) for termination of appointment - HR related or end of tenure.

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. In business areas and functions that are not unionised, the appointment of non-trade union health and safety champions is an effective way of ensuring all areas are represented.

**6. FREQUENCY OF MEETINGS**

The H&S Committee will meet at least 4 times a year and the meeting schedule will be published three months in advance. It is expected that meetings will not be cancelled or rearranged without good justification and the Chair will have the deciding authority on this point.

**7. ATTENDANCE**

The expectation is that all members of the H&S Committee will attend each meeting. However, if this is not possible then a nominated substitute can attend provided they have been nominated by the member & approved by the H&S Committee Chair.

In order to enable the efficient and accurate flow of information the nominated substitute should be identified to the H&S Committee and their attendance notified within 2 weeks of the draft agenda being issued.

Where a substitute has been agreed it will be the responsibility of the Committee member being

# **CORPORATE HEALTH AND SAFETY COMMITTEE TERMS OF REFERENCE**

substituted to ensure the substitute is fully briefed and able to fully contribute to the meeting.

The directors shall ensure that any committee shall include, as a minimum, at least one Non-Executive Director: and the quorum for a meeting of any committee shall not be less than 3 committee members, of which one must be a Non-Executive director.

## **8. AGENDA AND MINTUTES OF MEETINGS**

The draft agenda will be circulated by the secretariat 10 working days before the planned meeting date. Any items members wish to add to the agenda should be submitted to the Chair via the secretariat not less than 2 weeks before the meeting date.

The draft minutes of the meeting will be produced by the secretariat within 4 weeks following the meeting date and circulated to all members for comment.

Comments on the draft minutes should be submitted to the Chair via the secretariat within 5 working days following the draft circulation. The final approved minutes will then be published once ratified by the Committee at its subsequent meeting.

The outcomes of the meetings will be reported to the Executive Board at the next Board Meeting via H&S Report, although a verbal report may be provided.

The agenda and minutes will be made available to all staff via GFSL communication channels ten working days prior to the meeting.

## **9 REPORTING RESPONSIBILITIES**

The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties.

## **10 TERMS OF REFERENCE**

These Terms of Reference will be reviewed at least every 12 months, within each financial year and subsequent to any major changes by the Secretariat, in consultation with the Chair and put to the Board for approval.

Appendix 1  
Health and Safety policy