Gov Facility Services Limited

CORPORATE BOARD TERMS OF REFERENCE
HEALTH & SAFETY
RAG/GUI/004 rev 1
Risk Assurance and Governance

1. Constitution

The Health & Safety Committee is constituted as a Committee of the Board of Gov Facility Services Ltd (GFSL).

2. Membership

a. The committee shall comprise at least three members, two of whom shall be independent non-executive directors. The Chief Executive Officer, Chief Operating Officer and Chief Programme and Transition Officer, where appointed, shall also be members.

b. Appointments to the committee are made by the board on the recommendation of and in consultation with the chair of the Health & Safety Committee and shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided members (other than the chair of the board, if they are a member of the committee) continue to be independent.

c. Only members of the committee have the right to attend committee meetings. However, a standing invitation is extended to the National Delivery Director, Head of Health & Safety, Technical Director, Soft Services Director and Projects Director. Other guests and external advisers may be invited to attend for all or part of any meeting, as and when appropriate, at the direction of the Chair.

d. The board shall appoint the committee chair who shall be an independent non-executive director. In the absence of the committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the board. The chair of the board shall not be chair of the committee.

3. Secretary

The Company Secretary or their nominee shall act as the secretary of the committee 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.

4. Quorum

The quorum necessary for the transaction of business shall be three, two of whom shall be Non-Executive Directors.

5. Frequency of Meetings

The committee shall meet at least four times a year and otherwise as required.

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6. Notice of Meetings

a. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair or any of its members.

b. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee and any other person required to attend no later than five days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees, as appropriate, at the same time.

7. Minutes of Meetings

a. The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

b. Draft minutes of committee meetings shall be circulated to all members of the committee. Once approved, minutes should be circulated to all other members of the board and the company secretary unless, exceptionally, it would be inappropriate to do so.

8. Duties

The Health & Safety Committee has been established to assist the Board in fulfilling its obligations in overseeing and assuring the health & safety framework and management systems that enhance clarity around roles, accountability and responsibility throughout the organisation. It will do that through monitoring the Company's compliance with the approved Health and Safety policy and report regularly to the board.

In particular the committee shall review, advise and challenge where necessary:

a. **Conformity:** Compliance of processes by the Company with health, safety, environmental, and sustainability legislation

b. **Continuous improvement:** That relevant company processes are fit-for-purpose and aligned to available resources and risk appetite, including MOJ resources and risk appetite

c. **Incidents analysis and learning:** Ensuring that the comprehensive outcomes of accident and incident investigations are captured and effectively utilised to enhance performance, and when appropriate, that such investigations evaluate environmental impacts, support waste reduction strategies, and identify opportunities for sustainable recovery.

d. **Organisational culture:** The development of a Health and Safety culture with regard to performance, learning, and underlying values, and that a culture of sustainability within the organisation is fostered, promoting responsible resource usage and ethical practices.

e. **Strategic implications:** Evaluating health, safety and sustainability risks that may have business, reputational, or regulatory consequences for the Company, MOJ, and/or HMPPS, and advising on mitigation measures.

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f. Policy & communication: Reviewing health, safety, and sustainability policies, procedures, and guidance, and the effective communication thereof throughout the business.

g. Internal controls & accountability: Ensuring relevant health, safety, and sustainability measures are integrated into internal control mechanisms and business oversight.

h. Employee wellbeing & sustainability: Whether suitable, sufficient and effective staff wellbeing plans are in place, together with appropriate metrics,

i. Crisis & continuity planning: Ensuring that appropriate and comprehensive arrangements and policies are in place for critical incident management, which complement business continuity strategies and integrate sustainability-focused crisis responses, such as environmental disaster preparedness.

9. Reporting Responsibilities

a. The committee chair shall report to the board after each meeting on the nature and content of its discussion, recommendations, and action to be taken.

b. The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for board discussion when necessary.

c. The committee shall provide a description of its work in the annual report.

d. If the committee has appointed any external consultant, they should be identified in the annual report alongside a statement about any other connection they have with the company or individual directors.

10. Other Matters

The committee shall:

a. Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required.

b. 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.

c. Give due consideration to all relevant laws and regulations, the provisions of the Code and published guidelines or recommendations regarding the remuneration of company, as appropriate.

d. Ensure that a periodic evaluation of the committee's own performance is carried out.

e. At least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11. Authority

The committee is authorised by the board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.

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Date of approval	Date of next review
3 November 2026	3 November 2027

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