Sustainability, Culture & Safety Committee Charter

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EirGrid GROUP

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1. Introduction

The Sustainability, Culture and Safety Committee assists the Board in discharging its responsibilities in relation to oversight of the strategies, policies, programmes, risks, targets, and performance of the EirGrid Group, and where appropriate, of its suppliers and contractors in relation to safety, health, wellbeing, the environment and sustainability.

The Committee also supports the Board in providing oversight of the culture, employee engagement and corporate social responsibility including respect for human rights.

In discharging its duties, the Committee shall consider EirGrid's;

- Strategy, purpose and values
- Attitude and appetite for risk
- Corporate governance requirements

2. Definitions

"The Board" is the Board of Directors of EirGrid plc

"The Committee" is the Sustainability, Culture and Safety Committee

"EirGrid Group" means EirGrid plc and all subsidiary companies owned directly or indirectly by EirGrid plc except for SONI Ltd

The **"Company"** is EirGrid plc

The **"Company Secretary"** is the Company Secretary of EirGrid plc

"Executive Management Team" means direct reports of the Chief Executive

The **"Code"** means the Code of Practice for the Governance of State Bodies

3. Scope

The Committee's remit includes the Company and all companies in the EirGrid Group (as defined above) and all joint venture entities that the Company is party to.

4. Membership and Attendance

(a) Members of the Committee, and the Committee Chair, shall be appointed by the Board on the recommendation of the Chair of the Board.
(b) The Committee shall consist of a minimum of four members of whom the majority shall be non-executive members of the Board.
(c) The Chair of the Board may be a member of, but not the Chair of, the Committee.
(d) All Committee members should devote sufficient time to ensure the effective discharge of their duties.
(e) The expectation is for full attendance at all Committee meetings. Committee members should send their apologies to the Chair in advance of any meeting for which they are unavailable.
(f) Only members of the Committee have the right to attend committee meetings. However, the Chief Executive, and Executive Management Team members will be invited to attend meetings of the Committee on a regular basis. Other individuals including the Board Chair, other board members or other members of management or representatives of business functions relevant to the Committee's responsibilities may be invited to attend all or part of any meeting as and when appropriate and necessary.

5. Secretary

(a) The Company Secretary, or his or her nominee, shall be the Secretary to the Committee.

(b) The process for recording Declarations of Interest shall be the same as the Board.

(c) Committee members shall have access to sufficient resources to carry out their duties including access to the Company Secretariat for advice and assistance as required.

(d) The Company Secretary shall ensure that Committee members are provided with appropriate and timely training both in terms of an induction programme and on an ongoing basis.

6. Quorum

The quorum necessary for the transaction of business by the Committee shall be three members.

7. Frequency of Meetings

The Committee shall meet at least four times per year and at such other times as the Committee Chair may decide.

8. Notice of Meetings

(a) Meetings of the Committee shall be called by the Company Secretary at the request of the Committee Chair or any of its members.

(b) Unless otherwise agreed, notice of each meeting confirming time, date and venue along with the agenda for the meeting shall be sent to all committee members no later than five working days prior to the meeting. Supporting papers shall be sent to Committee members, as appropriate, at the same time.

(c) Meetings may be held by telephone or using any other electronic means of communication whereby the participants are able to communicate effectively with each other and may take decisions by unanimous written resolution, when deemed necessary or desirable by the Committee Chair.

9. Minutes of Committee Meetings

(a) The Company Secretary, or their alternate, shall minute the proceedings and resolutions of Committee meetings, including the names of those present and in attendance.

10. Authority

The Committee is authorised by the Board to:

a) Seek any information it requires from any employee of the Company in order to perform its duties.

b) Initiate any investigation of any activity within these Terms of Reference.

c) In connection with its duties to obtain, at the company's expense, any outside legal or other professional advice; and to commission any reports or surveys which it deems necessary to fulfil its obligations.

d) The Committee is exclusively responsible for setting the terms of reference for any legal and/or professional advisers selected by it to advise the Committee.

11. Duties

The Committee shall have the following duties:

11.1 Sustainability and the Environment

a) Review and challenge the Group's sustainability strategies, targets, risks and governance structures.

b) Review and approve the EirGrid Group Environmental and Biodiversity policies.

c) Review and seek assurance as to the adequacy of compliance monitoring frameworks for Sustainability, Environmental and Biodiversity reporting.

d) Receive reports on and monitor Key Sustainability, Environmental and Biodiversity Performance Indicators for the Group.

e) Support the Board in carrying out their risk responsibilities for ensuring that a robust process is in place for managing and reporting on climate, environment and biodiversity risks.

f) Review the Annual Sustainability Report and transparency of information provided in respect of the Group's sustainability practices and outcomes.

g) Satisfy itself that appropriate and robust process are in place to carry out environmental investigations. Review the outcome of serious incident investigations and monitor implementation of key recommendations.

h) Receive reports on significant forthcoming legislation and other external developments relating to sustainability and the environment and seek assurance as regards the adequacy of plans to address compliance.

11.2 Culture and People

a) Review and challenge EirGrid's People Strategy and the underlying plans to ensure the culture and capability to deliver EirGrid's strategy are in place.

b) Review and challenge the approach to growing a diverse, equitable and inclusive culture.

c) Support the Board in assessing alignment of culture with EirGrid's strategy, the embedding of EirGrid's purpose, values and behaviours, and the embedding of a positive health, wellbeing, safety and sustainability culture.

d) Review the results from employee engagement surveys and implementation of action plans to drive continuous improvement in employee engagement.

e) Monitor the EirGrid Group's commitment to universal human rights.

f) Review and approve the Company's Human Rights Policies and Modern Slavery Statement.

g) Monitor the EirGrid Group's culture framework including measurement of culture maturity and management of culture risk.

h) Review the Corporate Social Responsibility (CSR) strategy, policies and initiatives for alignment with the Company's strategy.

i) Support the Board in carrying out their risk responsibilities for ensuring that a robust process is in place for managing and reporting on people and culture related risks.

11.3 Safety, Health and Wellbeing (SH&W)

a) Review and challenge safety, health and wellbeing strategies and plans and provide overall strategic guidance in respect of SH&W programmes.

b) Review and approve the EirGrid Group Policy on Safety, Health and Wellbeing.

c) Receive reports on and consider on a quarterly basis the health, safety, and wellbeing performance of EirGrid Group, including key performance indicators, and report to the Board on any significant trends or developments.

d) Review and seek assurance on the adequacy of safety, health, and wellbeing processes and compliance monitoring frameworks.

e) Satisfy itself that appropriate and robust processes are in place to carry out safety investigations by competent personnel. Review the outcomes of significant safety investigations and ensure that recommendations arising are fully addressed by management.

f) Support the Board in carrying out their risk responsibilities for ensuring that a robust process is in place to manage and report on risks relating to health, safety and wellbeing.

g) Seek assurance from management that the level of resourcing and competence applied to the management of safety, health and wellbeing is appropriate to support a culture of continuous improvement.

h) Receive reports on significant forthcoming legislation and other external developments relating to safety, health and wellbeing matters likely to affect EirGrid Group.

i) Report to the Board on significant pending or threatened significant legal actions, including prosecutions, with respect of safety, health and the environment.

12. Reporting Responsibilities

(a) The Committee Chair shall report formally to the Board on its proceeding after each meeting.

(b) The Committee Chair will report annually to the Board on how the Committee has discharged its duties and responsibilities.

(c) The Committee shall compile a report on its activities to be included in the Company's Annual Report.

13. Other Matters

(a) The Chair of the Committee shall be notified of any fatalities, serious injuries, or serious environmental incident occurring in connection with or as a result of EirGrid Group's operations and shall be kept informed by the Chief Executive (or relevant Executive Management Team member) of any investigations or actions being undertaken.

(b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.

(c) The Committee shall at least annually review its own performance and its Terms of Reference and recommend any necessary changes to the Board.

(d) The Committee shall work and liaise as necessary with all other Board Committees, and in this regard the Committee Chair will meet, as required, with the Chairs of other Board Committees to update as appropriate on matters of mutual interest.

(e) The Committee shall keep its own training needs under review and ensure the timely induction of new members. The Committee should keep up to date with best practices and developments in the areas within its remit.

(f) Make its Terms of Reference publicly available.