



Number : **GLR-POL-GOV-013**  
Name : **SUSTAINABILITY COMMITTEE CHARTER**  
Category : Corporate Governance

## **ROLE OF COMMITTEE**

The role of the Sustainability Committee (Committee) is to assist the Board in its oversight of the Company's sustainability strategy, plans, policies and reporting in the areas of health, safety, environment and community (HSEC) and broader environmental, social and governance (ESG) matters.

This charter defines the Committee's function, composition, mode of operation, authority and responsibilities.

### **1 Composition**

Composition of the Committee shall meet the following criteria, subject to factors such as number of directors on the full Board, overall Board composition, and appointment of directors to other sub-committees. If it is not practicable to meet the following criteria, the Committee composition shall be 'fit for purpose' as determined by the Board, or the full Board will perform the functions of the Committee.

The committee shall comprise at least three Directors, the majority being independent, non-executive Directors.

The Committee will be chaired by an independent Director who will be appointed by the Board.

The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

### **2 Duties and Responsibilities**

#### **2.1 Sustainability Strategy, Performance and Reporting**

The Committee will assist the Board in fulfilling its responsibilities relating the Company's approach to sustainability by:

- (a) Overseeing the establishment and monitoring of, and making recommendations to the Board in respect of, the Company's strategies, policies and standards in respect of sustainability and ESG matters, including:
  - (i) Carbon emissions and climate change
  - (ii) Biodiversity
  - (iii) Water management
  - (iv) Health and safety (physical and mental)
  - (v) Diversity and inclusion
  - (vi) Local community and traditional owner group engagement and impact
  - (vii) Human rights and modern slavery
  - (viii) Other environmental, social and corporate governance compliance and best practice.



- (b) Reviewing and recommending to the Board sustainability and ESG targets and position statements.
- (c) Oversight of the Company's sustainability reporting, including recommending to the Board for approval an annual Sustainability Report (or equivalent); the Company's annual Corporate Governance Statement (as required under ASX Listing Rule 4.10.3), and other related information regarding sustainability matters, including targets and results.
- (d) Monitoring the effectiveness of all Company strategies, policies and standards as they relate to sustainability.
- (e) Reviewing and recommending to the Board external material industry trends with respect to sustainability which may have significant implications for the Company.
- (f) Monitoring and reporting to the Board on material sustainability compliance matters including incidents and investigations.
- (g) Overseeing identification and management of sustainability risks, to the extent this is not inconsistent with the duties and responsibilities carried out by the Audit and Risk Committee.
- (h) Monitoring compliance with applicable sustainability and ESG-related laws and regulations and other external commitments, made on behalf of the Company.

## 2.2 Corporate Governance

The Committee will assist the Board in fulfilling its responsibilities relating to corporate governance by:

- (a) monitoring trends and developments in corporate governance best practice, including pursuant to the most current ASX Corporate Governance Principles and Recommendations and making relevant recommendations to the Board (including measurable objectives to achieve diversity).
- (b) reviewing and recommending to the Board for approval the Company's annual ASX Corporate Governance Statement.
- (c) Reviewing and monitoring the Company's ethical standards (including the Code of Conduct) and making relevant recommendations to the Board.
- (d) ensuring the Company's governance policies are relevant and up to date in light of best practice, regulatory developments and the needs of the Company, including policies for continuous disclosure and dealings in securities.

## 2.3 Other

The committee shall perform other duties and activities that it or the Board considers appropriate.

## 3 Meetings

- 3.1 The committee will meet at least three times per year and additionally as circumstances may require.
- 3.2 Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the committee.



- 3.3 A quorum shall comprise any two members of the Committee. In the absence of the Chair of the committee or appointed delegate, the members shall elect one of their members as Chair.
- 3.4 Where deemed appropriate by the Chair, meetings and subsequent approvals may be held or concluded by way of a circular written resolution or a conference call.
- 3.5 Decisions will be based on a majority of votes with the Chair of the committee having the casting vote.
- 3.6 The committee may invite any key management personnel team members or other individuals, including external third parties, to attend meetings of the committee, as they consider appropriate.

#### **4 Secretary**

- 4.1 The Company Secretary or their nominee shall be the Secretary of the committee and shall attend meetings of the committee as required.
- 4.2 The Secretary will be responsible for keeping the minutes of meeting of the committee and circulating them to committee members and to the other members of the Board.
- 4.3 The Secretary shall distribute supporting papers for each meeting of the committee as far in advance as possible.

#### **5 Reliance on Information or Professional or Expert Advice**

Each member of the committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Company whom the member believes on reasonable grounds to be a reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Company in relation to matters within the Director's or officer's authority.

#### **6 Access to Advice**

- 6.1 Members of the committee have a right to access the books and records of the Company to enable them to discharge their duties as committee members.
- 6.2 The committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the committee consulting an independent expert will be borne by the Company.

#### **7 Review of Charter**

- 7.1 The Board will conduct an annual review of the membership to ensure that the committee has carried out its functions in an effective manner and will update this Charter as required or as a result of new laws or regulations.
- 7.2 The charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.



**8 Reporting**

- 8.1 The committee must report to the Board formally at the next Board meeting following from the last committee meeting on matters relevant to the committee's role and responsibilities.
- 8.2 The committee must brief the Board promptly on all urgent and significant matters.

Last review and approval: February 2023