

**RIO TINTO  
COMMITTEE ON SOCIAL AND ENVIRONMENTAL ACCOUNTABILITY  
TERMS OF REFERENCE**

**Purpose**

The objective of the Committee is to oversee on behalf of the Board management processes, standards and strategies designed to manage social and environmental risks and achieve compliance with social and environmental responsibilities and commitments.

**Scope**

The Committee shall have oversight responsibilities in the areas of:

- Safety
- Health
- Employment practices
- Relationships with communities
- Environment
- Human rights of communities and employees and operations
- Land access in respect of achieving widespread societal support of projects
- Political involvement in respect of ensuring no business unit involvement in party politics or payments to political parties or individuals
- Sustainable development

**Membership**

The Committee shall comprise three or more independent non-executive directors who shall be appointed by the Board.

The Committee Chair shall be an independent director appointed by the Board. In the Committee Chair's temporary absence, one of the other Committee members, either nominated by the Committee Chair or elected by the Committee, will act as Committee Chair.

The Chair of the Board may be a member, but not Chair, of the Committee.

**Attendees**

By invitation.

**Quorum**

A quorum of the Committee shall comprise any two Committee members.

**Secretary**

The Global Head of Health, Safety & Environment, or a nominee, shall be the secretary of the Committee.

**Frequency**

The Committee shall meet not less than four times a year, and at other such times as any member, or the secretary of the Committee, shall require.

## **Agenda and papers**

The agenda and papers shall be available on request to all members of the Board.

## **Reporting procedures**

- The Committee shall regularly report to the Board on the matters discussed and the minutes of each Committee meeting shall be received by the Board.
- The Committee will report to the Board on its work in discharging its responsibilities during the year and the outcomes of its formal annual review.
- The Committee Chair (or another Committee member nominated by the Committee Chair) will attend the annual general meetings of the companies to respond to any shareholder questions on the Committee's activities.

## **Delegation**

The Committee has the delegated authority of the Board in respect of the functions and powers in these Terms of Reference. The Committee may sub-delegate any or all of its powers and authority as it thinks fit, including, without limitation the establishment of sub-committees from each party to analyse particular issues or themes and to report back to the Committee.

## **Resources**

The Committee shall have full authority and resources to investigate all matters falling within its Terms of Reference and accordingly, the Committee may:

- Obtain, at the Group's expense, any independent professional advice as it considers necessary in connection with its purpose and secure the attendance of such advisers at its meetings.
- Have such direct access to the Group's resources as it may reasonably require including access to management.

## **Review and evaluation**

The Committee will undertake a regular formal review of its performance, including the role and responsibilities of the Committee, its organisation and effectiveness. This shall include a review of these Terms of Reference.

## **Appendix - Committee responsibilities**

### *Policies and standards*

Review and recommend to the Board for adoption policies relevant to the Committee scope.  
Current social and environmental policies include:

- Safety
- Health
- Employment
- Communities
- Environment
- Human Rights
- Land Access
- Political Involvement
- Sustainable Development

### *Management processes and resources*

- Oversee management processes designed to ensure compliance with the policies and standards within the Committee's scope.
- Monitor the demonstration of management commitment to the behaviours required by the policies and standards within its scope.
- Monitor the resources applied to achieving compliance with the policies and standards within the Committee's scope.
- Receive reports from relevant senior management on the implementation and operation of policies and standards within the Committee's scope.

### *Risk management*

- Review at least annually periodic reports from senior management:
  - identifying the Group's material business risks within the Committee's scope; and
  - the risk management strategies and controls applied to these risks.

### *The whistle blowing programme*

- Ensure proportionate and independent investigation matters reported under the programme within the Committee's scope.

### *Audit and review*

- Receive reports of independent audits and reviews of how Rio Tinto's social and environmental policies and standards are being implemented and what results are being achieved.

### *Reporting and external disclosures*

- Recommend to the Board that the Sustainable Development Review in the annual report and other public documents be approved for disclosure.