

# Mueller Water Products

## **BOARD OF DIRECTORS ENVIRONMENT, HEALTH & SAFETY COMMITTEE CHARTER Revised October 22, 2014**

### **Purpose**

The Environment, Health & Safety Committee (the “Committee”) of the Board of Directors of Mueller Water Products, Inc. (the “Corporation”) shall provide assistance to the Board of Directors in fulfilling its responsibility to provide oversight and support of the Corporation’s health, safety and environmental policies, procedures, programs and initiatives.

### **Structure and Operations**

#### *Composition and Qualifications*

The Committee shall consist of not less than two independent directors and may include one non-independent director. “Independence” shall be determined by the Board of Directors in accordance with applicable rules of the New York Stock Exchange (“NYSE”) or other applicable rules, and applicable state and federal law.

#### *Appointment and Removal*

The members of the Committee shall be appointed by the Board of Directors upon recommendation from the Nominating and Corporate Governance Committee and may be removed by the Board of Directors.

#### *Chairman*

Unless a Chairman is designated by the Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

### **Delegation to Subcommittees**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **Principal Functions**

The Committee shall periodically review Corporation policies and procedures for compliance with applicable laws, rules and regulations relating to health, safety and the environment, and shall be responsible for oversight of the Corporation's compliance with its policies and procedures. The Committee shall monitor and review all aspects of environmental, health and safety risks which are relevant to the Corporation's operations and shall oversee the Corporation's strategies relating to matters of health, safety and the environment.

The Committee shall encourage and oversee programs and initiatives that demonstrate sound environmental stewardship and the Corporation's progress on sustainability practices.

The Committee shall oversee management's monitoring of applicable and developing laws, rules and regulations, and shall review reports from management on emerging trends affecting health, safety and environmental issues.

The Committee shall report periodically to the Board of Directors on health, safety and environmental matters affecting the Corporation.

## **Responsibilities and Duties**

The functions set forth below are common recurring activities of the Committee in carrying out its responsibilities as outlined in the "Purpose" section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be, in its sole discretion, necessary or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

The Committee shall be given full access to the Corporation's internal and independent auditors with respect to environmental, health and safety audits, as necessary to carry out its responsibilities.

Common recurring activities of the Committee may include:

- (1) Periodically reviewing the various policies and procedures of the Corporation regarding compliance with the various laws, regulations and rules pertaining to health, safety and the environment.
- (2) Overseeing the Corporation's performance concerning health, safety and the environment, including obtaining periodic reports from Corporation and subsidiary management, legal counsel and health and safety personnel.

- (3) Reviewing the proposed scope of internal and independent environmental, health and safety audits and assessment of sustainability programs.
- (4) Reviewing the process for identifying sites requiring environmental remediation and the progress being made in remediation.
- (5) Reviewing and supporting management's initiation and monitoring of sound environmental stewardship programs and projects, including assisting management in setting strategy, establishing goals and reporting results of sustainability activities across the Corporation.

### **Meetings; Records and Reports**

The Committee shall meet at least three times annually. Meetings may be called by the Chairman of the Committee and by the Chairman of the Board of Directors at the request of management of the Corporation. All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. All meetings of the Committee shall be held pursuant to the By-laws of the Corporation with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Corporation records. Meetings of the Committee may be held telephonically. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

### **Annual Performance Evaluation**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.