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Chapter 3 – Company Responsibilities and Authority

References:	[ISM Code] International <i>Safety Management Code</i> (2018)
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1. Introduction

1.1 Regulatory Backdrop:

The ISM Code requires our SMM to define and document the responsibilities, authorities, and interrelation of all personnel responsible for functions essential to the implementation of, and adherence to, this SMM. This **Chapter 3** serves that purpose.

1.2 Our Business Activities:

Incorporated in the State of Texas in 1996, TDI-Brooks specializes in marine technical surveys essential to offshore resource and infrastructure development. Our organizational structure is summarized in **Chapter 1**. TDI-Brooks operates our vessels solely to facilitate those survey services, and not for trade. This SMM covers the safety aspects of these vessel operations by our Marine department, and does not cover our other departments.

1.3 Our Vessels:

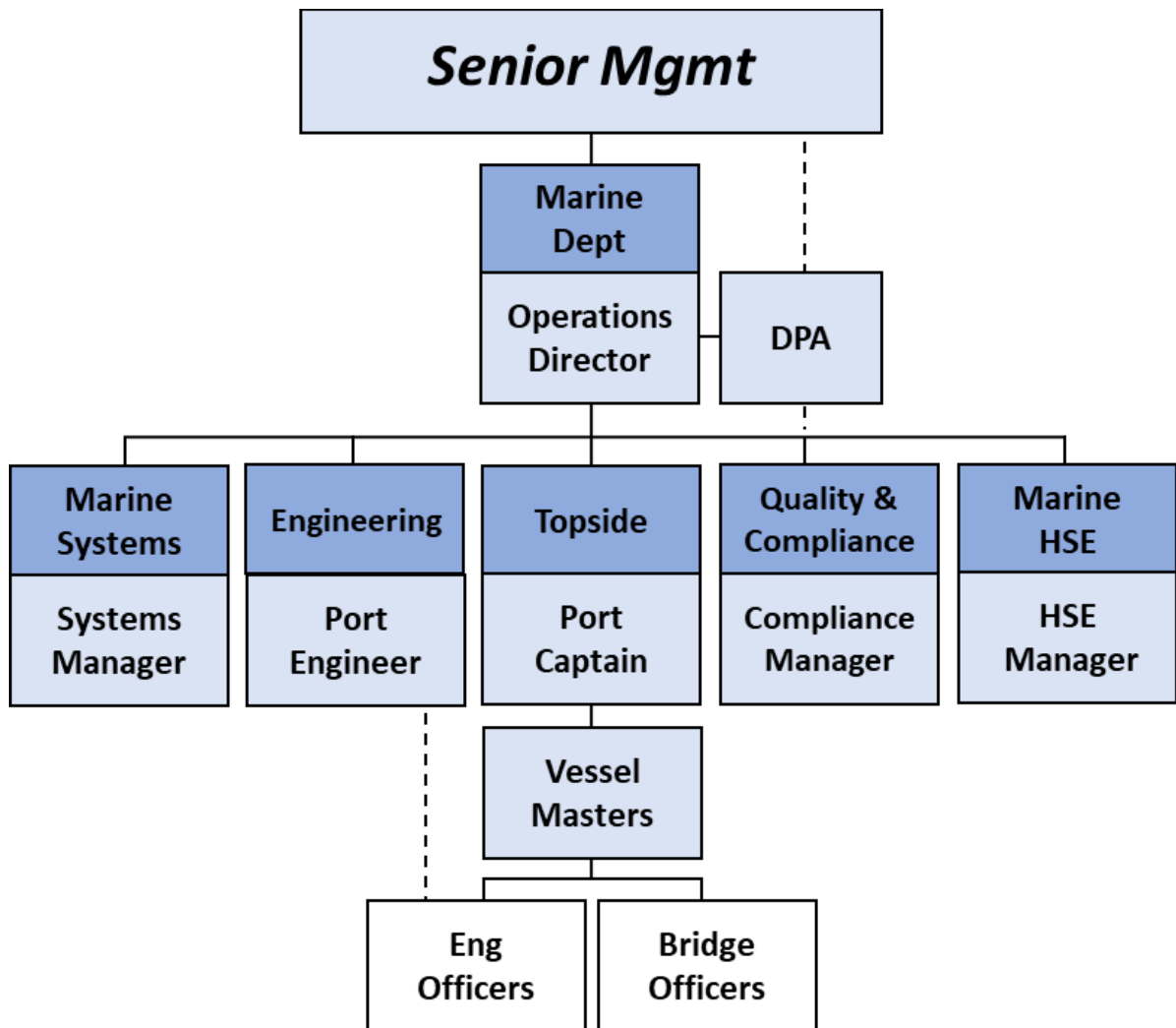
As presented in **Chapter 1**, vessels covered by this SMM presently include three (3) Vanuatu-flagged vessels owned and operated by TDI-Brooks and two (2) US-flagged vessels on bareboat charter. The phrase “our vessels” as used in this SMM always refers to these.

1.4 Our Senior Management:

Senior Management, as used in this SMM, is defined as our set of three Corporate Directors, who individually and collectively have direct authority to set and enforce policy on all matters pursuant to sustaining of true, systematic, and effective safety. Senior Management has the leadership responsibility to ensure an effective SMS, model desired behavior, champion compliance, and ensure that resources (including personnel) essential to directed outcomes are provided. In this role, Senior Management is responsible for ensuring the qualifications, proficiencies, and essential knowledge of the persons serving in the positions of Operations Director and Designated Person Ashore, each defined later in this chapter.

2. Organization Charts

The Organization Chart below illustrates our Marine department's key sections (dark blueshade), corresponding key positions (light blueshade), and interrelation of authorities of key positions (connecting lines) responsible for functions essential to the implementation of, and adherence to this SMM. Dashed lines illustrate additional essential communications pathways between positions. Following this chart, we define and document the responsibilities and authorities of all such positions. Our personnel may share responsibilities for these key positions.



3. Key Positions

The key-position descriptions in this chapter are scoped to ensure that the set of responsibilities and authorities required by our SMS are delineated and distributed..

3.1 Operations Director:

A direct report to **Senior Management**, oversees Marine department operations. Has the authority to ensure that staffing, equipment, procedures, maintenance, and funding necessary for sustained, systematic, and effective safety are provided. General responsibilities include the following:

- Ensures that fleet operations comply with flag, class, Coastal State regulations, our internal policies, and client mandates, while also following industry best practices.
- Represents the Marine department's interests when engaging with external and internal parties.
- Implements policies and procedures to detect, prevent, and eliminate fraud, waste, and abuse.
- Acts to ensure personnel safety and environmental protection during vessel operations.
- Provides coaching and feedback to mariners and shore-side managers to improve performance.
- Ensures the qualifications, proficiencies, and essential knowledge of the persons serving in the positions shown as his direct reports in the above Organization Chart.

3.2 Port Captain:

A direct report to the **Operations Director**, oversees the fleet's day-to-day operations. Has the authority to ensure readiness of vessels and crew and to provide effective logistical support. General responsibilities include the following:

- Coordinates vessel and marine equipment maintenance, assessments, and inspections required for statutory and class documents. to maintain vessel readiness and certificates.
- Liaises with auditors to ensure that statutory and industry-mandated audits are completed and resulting findings are addressed promptly.
- Ensures vessels are staffed and equipped as necessary to ensure operations comply with applicable safety rules and good practices, including confirming Masters' credentials and ensuring that they are conversant with our SMM.
- Conducts periodic assessments to ensure vessels adhere to SMS policy and procedures.
- Directly manages vessel Masters to ensure designated duties and functions comply with internal and external mandates.
- Coordinates routinely with the Port Engineer to ensure that shared oversight and facilitation responsibilities are timely and without conflict.
- Participates in all vessel-related incidents, accidents, and near-miss investigations.
- Manages upkeep of vessels in a non-operational, stacked, or lay-up status.
- Ensures the qualifications, proficiencies, and essential knowledge of the Vessel Masters.

3.3 Port Engineer:

A direct report to the **Operations Director**, oversees vessel hull, machinery, electrical, hydraulics, and propulsion systems maintenance. Has the authority to act as the primary technical representative for engineering matters, and is also a resource for matters related to vessel maintenance and upkeep. General responsibilities include the following:

- Ensures that the vessel hull, machinery, electrical, hydraulic, and propulsion systems are regularly maintained and serviced to ensure readiness and compliance with standards that meet or exceed those of flag, class, SSM, and client.
- Schedules and oversees vessel refits, repairs, modifications, and drydocking.
- Procures needed materials and equipment necessary to achieve the above.

3.4 Systems Manager:

A direct report to the **Operations Director**, analyzes internal database systems (Systems) and has the authority to ensure vessel operations and maintenance compliance with industry regulations and our internal standards (performance management). Also designs and implements ongoing Systems training programs for our employees and advises **Senior Management** on vessel operations performance relating to investment, risk, and other policy concern. General responsibilities include the following:

- Develops and implements Systems-based performance management policies and procedures.
- Provides training and guidance to managers and employees on Systems operation.
- Monitors the effectiveness of Systems and formulates adjustments in conjunction with other managers for **Senior Management** review.
- Works with managers to address performance issues and develop improvement plans.
- Facilitates communication between employees and managers to ensure clear expectations and understanding of vessel management performance goals.
- Conducts analysis and reporting on performance data from Systems to inform decision-making.
- Ensures compliance with legal and ethical standards related to performance management.

3.5 Compliance Manager:

A direct report to the **Operations Director**, keeps our vessel activities within the guidelines, regulations, and ethical expectations of the marine industry. Has the authority to audit risk-reduction performance, report infractions, review company policies for potential risks and liabilities, and research legal requirements for company initiatives. General responsibilities include the following:

- Analyzes Systems to ensure compliance with industry regulations and ethical standards.
- Creates, modifies, updates, implements, and ensures compliance with our internal policies.
- Collaborates with the **HSE Manager** in the development of risk management strategies.
- Designs control systems to report and address cases of violation of our internal policies.
- Designs ongoing compliance training programs for employees.
- Liaises with other managers to ensure all operations align with our policies and best practice.
- Advises **Senior Management** on operations relating to investment, risks, other policy concern.

3.6 HSE Manager:

A direct report to the **Operations Director**, and teaming with the **Compliance Manager**, **Port Captain**, **Port Engineer**, and **Systems Manager**, serves as the primary coordinator and driver of overall marine operational risk reduction. Has the authority to assess and report on performance of risk reduction policy and to drive change for the continual improvement safety-focused processes. General responsibilities include the following:

- Designs, establishes, and maintains comprehensive safety management systems aligned with industry standards and legal requirements.
- Conducts regular risk assessments to identify potential hazards, prioritize risks, and develop preventative measures to minimize safety incidents.
- Develops and delivers safety training programs for all employees, covering topics like hazard recognition, incident reporting, emergency procedures, and specific job-related safety protocols.
- Directs investigations of incidents, accidents, and near-misses, analyzes causal factors, and implements corrective actions to prevent recurrence.
- Monitors adherence to safety regulations and industry standards and promptly addresses non-compliance.
- Compiles and tracks safety performance metrics, analyzes trends, and generates reports to identify areas for improvement and inform decision-making.

- Effectively communicates safety policies, procedures, and updates to employees at all levels, focusing on fostering an open communication and feedback culture.
- Develops and maintains emergency response plans, including procedures for evacuation, first aid, and communication.
- Conducts regular safety audits and inspections to identify potential hazards and ensure compliance with safety standards.

3.7 Vessel Master:

A direct report to the **Port Captain**; is responsible for the vessel's safe navigation per our policy, best practice, and the requirements of law. The vessel **Master** supervises the general upkeep and cleanliness of the vessel when the in-service crew is aboard, and performs other related duties as required by policy. The vessel **Master** has the ultimate work and stop-work authority during vessel operations. **Master's** authority and responsibility is further detailed in **Chapter 5** of this SMM.

General responsibilities include the following:

- Directs navigation of the vessel
- Responsible for the safety of all on-board.
- Supervises vessel crew in safety procedures and emergency drills.
- Ensures that all statutory certificates and mariner credentials are valid for vessel operation.
- Maintains an accurate daily vessel log and prepares required reports.

3.8 Designated Person Ashore (DPA):

To ensure the safe operation of each ship and to provide a link between the company and those on board, we have designated a person or persons ashore with authority to directly access **Senior Management**. Such authority is further detailed in **Chapter 4** of this SMM. General responsibilities include the following:

- Monitors the safety and pollution prevention aspects of the operation of each vessel.
- Interacts with those in other key positions to ensure that our vessels have adequate equipment, supplies, and staffing to conduct work safely and in an environmentally sound manner.
- Ensures that adequate shore-based support is given to our vessels by those in key positions.
- Interacts with those on-board to reinforce **Senior Management's** commitment to their welfare, training, and safe working conditions.
- Fully understands and stays conversant with the ISM code, our SMS, and this SMM.