



Directors' Code of Conduct

Personnel Policy No.	PP – 1.1
Date Approved by Board	26 June 2008
Date Due for Review	1 July 2013
Contact	Chairman of the Board

Sources of Authority

The appointment and actions of Directors of the Corporation are governed by the following Acts, Regulations and Policies:

- *Ports and Maritime Administration Act 1995*
- *State Owned Corporations Amendment Act 1995*
- *State Owned Corporations Act 1989*
- *Anti-discrimination Act 1977*
- *Crimes Act 1900*
- *Freedom of Information Act 1989*
- *Independent Commission Against Corruption Act 1988*
- *Industrial Relations Act 1996*
- *Occupational Health & Safety Act 2000*
- *Ombudsman Act 1974*
- *Protected Disclosures Act 1994*
- *Public Finance and Audit Act 1983*
- *Corporation policies as set out in memoranda, and the Personnel and other Policy Manuals*

Introduction

As a Statutory State Owned Corporation, the Board of Directors has agreed to a Code of Conduct to guide ethical behaviour whilst discharging the functions and responsibilities as a Director of the Port Kembla Port Corporation. This Code will assist the Board to:

- Act in a way which enhances statutory, legal and public confidence in the Corporation;
- Deal with ethical dilemmas, and
- Understand the standards of conduct and ethics for maintaining the reputation, integrity and equity responsibilities of the Corporation.

Principles

The Corporation, through the Board of Directors, strives to provide and maintain an environment of ethical behaviour in all its dealings which enables it to retain the trust, confidence and support of its customers, employees, government and the general public.

This Code is based on the following principles:

- Responsibility and impartiality;
- Respect for people;
- Responsive service;
- Economy and efficiency;
- Honesty, integrity and acting in the public interest;
- Fairness;
- Conscientiousness, and
- Compassion.

Personal and Professional Behaviour

Directors will be expected to:

- Understand the role and purpose of the Board as well as the relevant statutory and regulatory requirements that apply to the Corporation;
- Keep up to date with changes affecting Director roles and responsibilities;
- Comply with relevant legislative, industrial and administrative requirements;
- Exercise their duties carefully, honestly and fairly;
- Be honest, reasonable, fair and sensitive in dealings with members of the public and with PKPC staff;
- Act on the Government's and Corporation's policies and priorities promptly, efficiently, effectively and impartially;
- Report any unethical behaviour or wrongdoing to the Chairman; where the behaviour involves the Chairman, it should be reported to the Board as a whole;
- Protect the reputation of the Corporation and not engage in activities that would bring the organisation into disrepute, and
- Maintain the professionalism and integrity of the organisation through appropriate conduct and presentation.

Conflicts of Interest

Conflicts of interest exist when it is likely that a Director could be influenced, or could be perceived to be influenced, by a personal interest in carrying out their Corporation related duties. Conflicts of interest that lead to biased decision making may constitute corrupt conduct.

Some related interests that *may* give rise to a conflict of interest include:

- Financial interests in a matter the Corporation deals with or having friends or relatives with such an interest that you are aware of;
- Personal beliefs or attitudes that influence the impartiality of decision making;
- Personal relationships with people the Corporation is dealing with or investigating that go beyond the level of a professional working relationship, and
- Party political activities or making adverse political comments that relate to the Corporation's work.

A Director must notify the Chairman of the Board if a potential or actual conflict of interest exists.

Directors will declare any potential conflicts of interest which will be tabled at the respective Board Meeting. The onus is on the Board member to make the declaration.

Once a disclosure is made, the meeting may resolve that the Board member may stay in the room and, if it is so resolved, whether he or she may participate in discussions. The member should not take part in any decision of the Board with respect to the matter.

If the conflict of interest is significant or material, it is generally appropriate for the person who has the conflict of interest to take no further part in the discussions or the decision making process. In exceptional circumstances, with the minuted consent of the meeting, the person may be requested to provide information to the Board.

Where a conflict of interest exists the interests of the Corporation take precedence over those of the individual.

Gifts and Benefits

Directors must not demand or request any gift or benefit in connection with Corporation work or duties. This includes gifts or benefits for other people, including family.

A gift or benefit should not be accepted:

- if you would feel a sense of obligation or debt to the person offering the gift or benefit, or
- If you or the Corporation are likely to be compromised.

Gifts and benefits may be considered as token if they do not have a significant monetary value, are inconsequential or trivial, and are not offered on a regular basis.

Gifts of money should never be accepted under any circumstance.

Use of Information

Information given to the Board is provided with the understanding that the information will be treated as confidential. All information obtained from, by or on behalf of the Board should be considered to be confidential, unless stated otherwise.

Confidential information should not be released unless:

- It is required by law;
- The provider has consented to the release;
- Freedom of Information legislation requires the release;
- Official permission has been given; or
- The information is officially available to the public and it is released in accordance with official procedures.

Further, Corporation information is:

- Only to be used for Corporation purposes and not for personal benefit, and
- Only to be used for carrying out your responsibilities as a Director of the Corporation.

Directors must ensure that confidential information, in any form, cannot be accessed by unauthorised people and that caution and sound judgement is exercised when sensitive information is discussed with people, either within or outside the Corporation.

When releasing official information comments should be confined to factual information and should not express an opinion on official policy or practice.

The Chairman of the Board and the Chief Executive Officer are the authorised spokespersons for the Corporation unless authorised by the Chairman of the Board or the Chief Executive Officer

Political Participation

Participation in political matters must not conflict with a Director's duty as a Director of the Corporation.

If a potential conflict of interest does arise guidance should be sought from the Chairman of the Board.

Equitable Treatment

It is important that principles of fairness and equity are complied with and are seen to be complied with. These principles include:

- act within the law, justly and in a non-discriminatory manner;
- treat everyone fairly and equitably and with respect, courtesy, compassion and sensitivity;
- take all relevant information into consideration;
- take all reasonable steps to ensure that the information is correct and complete;

- avoid conduct which may cause a reasonable person unwarranted offence or embarrassment, or lead to a reasonable suspicion of improper conduct or partiality, and
- Not act for an improper or ulterior purpose.

Reporting Corruption, Maladministration and Serious and Substantial Wastage

As the Corporation is committed to high ethical standards all persons are urged to report suspected corrupt conduct, as well as maladministration and serious and substantial waste of Corporation resources. The *Protected Disclosures Act 1994* provides certain protections against reprisals for employees who voluntarily report such matters (but not vexatious or malicious allegations). Disclosures may also be made in accordance with PKPC's *Policy on Reporting of Corruption, Maladministration and Serious and Substantial Wastage*.

A Director should report such behaviour to the Chairman; where the behaviour involves the Chairman, it should be reported to the Board as a whole.

A report of suspected corruption can also be lodged with the Independent Commission Against Corruption; suspected maladministration to the Ombudsman and suspected serious and substantial wastage to the Auditor General.

Breaches of the Code

With the "offending" Director excluding himself, the Board will consider appropriate action for any breaches of this Code of Conduct.