

Directors' Code of Conduct

Aim

All directors are expected to comply with TasWater's Constitution as well as all applicable laws and rules in connection with their position.

Legislation

Corporations Act 2001 (Cth)

Water and Sewerage Corporation Act 2012 (Tas)

Policy

In accordance with legal requirements and agreed ethical standards, directors will:

- discharge their duties honestly, in good faith and in the best interests of TasWater
- use their powers as a director for proper purpose
- in the interests of Board effectiveness and TasWater as a whole, conduct themselves with good will and in a professional manner
- demonstrate commercial reasonableness in decision making, taking competent and independent advice at TasWater's expense where necessary
- make reasonable enquiries to ensure that TasWater is operating legally, effectively and efficiently and reliance on TasWater officers is appropriate
- act with the level of skill, care and diligence expected of a director
- not make improper use of information or corporate opportunities for personal gain or to the detriment of TasWater
- not allow personal interest, or the interest of any person or entity associated with them, to conflict with the interests of TasWater, but disclose these in writing to the Chairman as soon as apparent
- not engage in conduct likely to bring discredit to TasWater
- maintain confidentiality of TasWater information acquired during their appointment and following termination of their appointment
- allow sufficient time to devote to their directors' duties with TasWater
- unless specifically delegated to do so, refrain from participating in the day to day management of the company, making representations or agreements on its behalf, or influencing management as individuals
- assist TasWater to meet its compliance obligations under the *Corporations Act 2001* by advising the company secretary of changes to personal details within 7 days, and
- as an "employee" of TasWater, abide by the principles of the Corporate Code of Conduct and all relevant TasWater policies.

Responsibilities

The company secretary is responsible for ensuring all directors can access a copy of both the Directors' Code of Conduct and the Corporate Code of Conduct through the Board Portal. Both Codes will also be published on TasWater's website.

Breach of duties under this Code

The Chairman will investigate any reported or suspected breaches of this Code by any director. In any event, the Chairman will discuss the matter personally with the director concerned and ensure the director has the opportunity to respond to the claims.

Disciplinary actions available to the Chairman range from counselling the director, through to recommendation for termination under the terms of the *Water and Sewerage Corporation Act 2012* and TasWater's Constitution and will be commensurate with the severity of any proven breach.

If the director's actions appear to breach a director's fiduciary or statutory duties, the Chairman will consult with the Board regarding the need to report the matter to ASIC, any other appropriate regulatory authority or police.

Any disciplinary action instigated for breaches of this Code will be advised to the Board Selection Committee or Owners' Representatives Group under the relevant governance arrangements in place, particularly if the director elects to be considered for reappointment at the end of the current term.

The Board has the right to consider similar disciplinary action against any other director or TasWater officer proved to be involved in either committing the breach or concealing it.

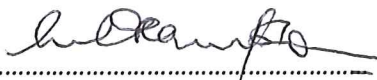
If the Chairman is the subject of the reported or suspected breach, the Chairman of the Audit and Risk Committee will investigate the claim and manage any required disciplinary action in conjunction with the Board.

If a director is unsure of whether an action breaches this Code of Conduct, the matter should be raised with the Chairman or the company secretary.

References

TASCHT03 - Board Charter
TASDLM01 - Board Delegation Manual
TASCDS03 - Corporate Code of Conduct
TASPOL19 - Media Communications Policy

Approved by the Board at its meeting on 1 February 2017.



Chairman