

**EXTENDING COVERAGE OF CORPORATION POLICIES**

**Approved by Board Minute: 4169 (25/5/04)**

**Date: 10/6/04**

**Graham Rawlings  
Board Secretary**

**PURPOSE:**

To define arrangements relating to the extension of Corporation policies to the CEO and the Board.

**POLICY FRAMEWORK:**

Generally, Corporation policies are approved by the Chief Executive Officer. All CEO approved policies must be tabled with the Board.

It is not appropriate for the CEO to be in a position to authorise actions which provide benefits to him/herself. It is appropriate and effective for the Chairperson to make decisions pertaining to the CEO. Contractual arrangements entered into between the Corporation and the CEO over ride the policies of the Corporation.

Any policy that binds the Board must be approved by the Board. Not all Corporation policies will apply to the Board. Contractual arrangements between the Corporation and a Director will override the Corporation policy.

**APPLICATION:**

This policy applies to the Ports Corporation Chief Executive Officer and the Board of Directors.

**POLICY:**

In general, Corporation policies are approved by the Chief Executive Officer. All policies approved by the CEO must be tabled with the Board at the next Board meeting for their noting.

**Chief Executive Officer**

It is not appropriate for an officer to be in a position to authorise actions which may provide benefits to themselves, for example financial benefits.

Where under a particular policy, the Corporation allows the CEO discretion over employees, the Chairperson is an appropriate person to exercise the discretion under that policy with respect to the Chief Executive Officer. Unless otherwise stated within the specific policy, the Chairperson will have the same powers of discretion over the CEO under a particular policy as the CEO does over employees.

Contractual arrangements with the CEO, ie the employment contract, override policy of the Corporation.

### **Board of Directors**

All policies which purport to cover the directors of the Ports Corporation Board must be approved by the Board. Policies for employees may not be appropriate to bind the Board.

Where contractual arrangements for the Board conflicts with this policy, the contract conditions will continue to apply.

<b>PROCEDURAL IMPLICATIONS:</b>
---------------------------------

CEO approved policies must be tabled at the next Board meeting. Policies covering the Board must be approved by the Board.
---

<b>SUNSET CLAUSE:</b>
-----------------------

This policy will be reviewed by June 2009.
--