

Policy no: **4.01**



Approval date: **04/08/2008**  
*(original approval)*

Last review date: **28/07/2010**

Policy title: **CODE OF CONDUCT POLICY**

## **POLICY**

The Code of Conduct outlines the standard of behaviour and conduct required of all directors, officers and employees in the performance of their work with Western Power.

## **SCOPE**

The Western Power Code of Conduct sets down standards for appropriate ethical and professional behaviour for directors, officers and employees. It sets out the fundamental values which form the basis of, and, underpin business and personal relationships at Western Power.

## **PRINCIPLES**

### **Compliance with the law**

We will respect and observe all applicable laws, regulations and Western Power policies and follow all lawful directions (see Western Power's [legislative and regulatory compliance policy, DM:#3443054](#)). Where concerns arise, legal advice should be sought before any action or decision is taken.

### **Respect for Western Power values**

We will uphold the following Western Power corporate values and use them as guiding principles in the conduct of our work and working relationships. The values are:

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> put safety first      | <input checked="" type="checkbox"/> make a positive difference     |
| <input checked="" type="checkbox"/> respect our customers | <input checked="" type="checkbox"/> earn trust                     |
| <input checked="" type="checkbox"/> work together         | <input checked="" type="checkbox"/> act like it's our own business |

### **Protection of Western Power's interests**

We will conduct ourselves with honesty and integrity respecting both the spirit as well as the letter of the law, adhere to and comply with ethical obligations and avoid taking any actions that compromise Western Power's name, legitimate interests and business objectives.

### **Occupational health and safety**

Western Power is committed to protecting the health and safety of its employees, contractors and the general public and believes that every staff member and contractor working with Western Power has the right to return home from work free from injury and harm. We will comply with all health and safety legislation and regulations as a minimum, and adhere to Western Power's health and safety policies and systems in relation to our own people, contractors and members of the public.

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## **Professional behaviour**

We will maintain the highest levels of professional conduct in our interactions with each other and in representing the company with our customers, other stakeholders and the wider community. Business relationships will be maintained in a manner consistent with the principles of:

- Courtesy and respect for others
- Integrity and fairness
- Taking responsibility for one's actions and being accountable for the consequences
- Having regard for interests, rights, safety and welfare of others
- Acting honestly, cooperatively and being trustworthy
- Being fair and unbiased in all our dealings
- Merit, equity and probity
- Promoting a positive image of Western Power

## **Dress standards**

Dress standards are to be appropriate to the workplace and the tasks being undertaken on any particular day. Regardless of whether staff are working from a corporate or operational location, staff will dress in a way that is consistent with and projects Western Power's values. The same standards apply for approved casual dress days.

Safety requirements will include approved personal protective clothing and footwear for staff in operational areas. Staff in non-operational areas should wear footwear that is appropriate, having regard to their role, working environment and workplace hazards. Staff visiting operational areas should ensure that they check operational requirements prior to visiting the area and comply at all times.

If you have any queries or doubts regarding dress standards, please check with your formal leader.

## **Action within delegated authority and company policy**

We will act within the limits of our authority and company policy. Managers will be responsible to inform all employees of the limits of their delegated authority and all relevant company policies.

Employees who are uncertain of their authority should seek clarification from their Manager.

## **Conflicts of interest**

We owe our first business loyalty to Western Power and we will not allow any actual or perceived conflict of interest to affect Western Power operations.

Western Power's [conflict of interest policy \(DM:#4040184\)](#) requires staff (including embedded contractors) to:

- Be aware of what a conflict of interest is and how one can arise (the policy provides information in this regard).
- Disclose any identified conflict of interest that arises in any matter in which they are, or are expected to be, involved as part of their employment.
- In consultation with their Branch Manager, agree an appropriate strategy for effectively managing a conflict of interest.
- Implement the agreed conflict of interest management strategy.

Staff members needing to disclose a conflict of interest should use Western Power's [Conflict of Interest Declaration form](#). It can also be used for the annual declaration required from all formal leaders.

## **Gifts and entertainment**

We will not seek, offer or accept any payments, gifts, benefits, favours or entertainment beyond that which is considered normal, and legitimate business practice, or which could be or could be seen to

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be, inducement, incentive or reward for preferential treatment. Also, any gain or benefit, either sought, or accepted, should not be related to any personal associate, relative or friend, unless approved by the relevant person in accordance with the approvals hierarchy detailed in table 1 below. The test in determining whether acceptance of a gift or entertainment is appropriate should be measured on its own merits, paying due respect to the prevailing community expectations, current sensitivities and controversial events.

Table 1: Gift approvals hierarchy

<b>Gift recipient</b>	<b>Approving officer</b>
Anyone below Group Manager level	General Manager or Group Manager
Group Manager	Executive General Manager or General Manager
Executive General Manager or General Manager	Managing Director
Managing Director or a non-executive director	Board Chair
Board Chair	Board Deputy Chair

If a gift is offered that could be considered by others as improper, the offer of the gift must be declined and the employee should report the fact to their Manager.

As a guide, in circumstances where it is reasonable for an employee to accept a gift or hospitality, employees may accept standard items or entertainment comparable to that which the organisation provides to its own business customers and clients e.g. luncheon or sporting hospitality. Employees should not accept a gift valued in excess of \$A100 without approval from the relevant person in accordance with the approval hierarchy detailed in table 1. If approval is given, any gift accepted will be the property of the organisation unless the relevant approving officer otherwise agrees. Acceptance of hospitality valued at greater than \$A200 should also be approved by the relevant person in accordance with the approval hierarchy detailed in table 1. In the case of a gift accepted with a value in excess of \$A100, the employee is required to register the gift in the Gift Register maintained by the Manager, Risk Assurance and Audit.

Membership of company loyalty programmes including airline frequent flyer programs is a private matter for the employee. Frequent flyer points earned by employees in connection with business related travel will accrue to the employee as a private entitlement.

**Use of company assets**

We will use Western Power assets, including funds and equipment, in an authorised, efficient and appropriate way. This includes:

- Preventing misuse of assets
- Controlling and securing assets
- Avoiding extravagance
- Offering proper commercial principles to the purchase and disposal of assets.

**Use of computers**

We will use company computer facilities appropriately and abide by the company’s IT Security policy DM#4410922.

Directors, officers and employees are required to maintain confidentiality of private passwords to computer files and not manipulate, interfere with or access unauthorized computer systems.

**Stealing, misappropriation and illegal practices**

We will not misuse Western Power funds or property, nor assist others to do so, and we will disclose illegal practices and unlawful behaviour such as theft, fraud, corruption, conspiracy and maladministration that comes to our attention to our Manager, who must then inform the Manager HR Business Partners & Employee Services and the Manager, Risk Assurance and Audit.

Western Power will seek to prevent and detect fraud and corruption through the use of appropriate internal controls which are subject to regular internal and external compliance audits and reviews.

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## **Management of diversity**

We recognize and value the diversity among our people and members of the public. All forms of bullying, discrimination, harassment and victimisation are prohibited. We will not unlawfully discriminate on the grounds of:

- gender
- marital status
- sexual orientation
- pregnancy
- race
- religious beliefs
- political beliefs
- impairment
- family responsibilities
- family status
- age
- an employee or a member of the public having raised a concern or made a complaint.

Western Power's objective is that its employees and associates/prospective employees can make their best contribution to the company.

We will apply these principles in all our dealings with work colleagues and all persons having contact with Western Power.

## **Responsibility for the environment**

Western Power is committed to protecting the environment in the conduct of its operations. We will work with Government, local residents and traditional owners to ensure relevant environmental issues are addressed.

We will comply with environmental legislation and make full and proper use of materials, recycling and avoiding waste.

## **Information, reports and record keeping**

The accuracy, use and handling of information is critical to Western Power's integrity and reputation. This includes:

- Recording of actions and decisions to ensure transparency.
- Not making any false or misleading entries.
- Respecting the confidentiality, and observing the privacy, of information about the Company, its customers and fellow employees.
- Disclosing all relevant information whilst maintaining appropriate confidentiality and following relevant legislative requirements.
- Ensuring that only those authorised to use the information concerned are given access to such information.
- Using information available to us solely for the purposes required as part of our designated Western Power duties.
- Not using confidential information that is not publicly available, for your own private gain or advantage of others.
- Ensuring that sensitive or confidential information is securely stored.
- Maintaining appropriate confidentiality after ceasing to have a relationship, working or otherwise, with Western Power.
- Providing the Government with timely, well considered information and policy advice.

"*Insider information*" must not be used by any employee for their own gain, or the gain of any other person.

## Decision-making

Western Power is committed to making decisions in a fair, impartial and prompt manner giving consideration to all available information, legislation and its own policies and procedures.

## Breaches of the Code of Conduct

It is every person's responsibility to report any breach of this Code of Conduct, or any matter of serious concern to the Manager (or Board Chair in the case of a non-executive director). The full protection of the Board of Western Power will be granted to anyone who reports misconduct.

It is mandatory that any breach involving collusion, fraud, corruption, dishonesty or misuse of Western Power's funds, assets or information (including the suppression of information) be reported immediately to the person's Manager, who must then inform the Manager HR Business Partners & Employee Services and the Manager, Risk Assurance and Audit. If an employee feels unable to discuss a breach with their Manager, or is unhappy with the Manager's response, then it can be raised solely with the Manager, Risk Assurance and Audit. Any employee reporting a breach will be advised of the outcome of the matter.

All other matters or inquiries relating to the Code of Conduct, its meaning and interpretation should be directed to your line Manager or HR Manager.

Where appropriate, Western Power will seek to recover the proceeds of any illegal practices.

## Observance of the Code of Conduct

Western Power undertakes to make the Code of Conduct known and accessible to all directors, officers, employees, contractors, consultants and the general public.

Should an employee have any uncertainty about any aspect of the application of the Code of Conduct, they should seek immediate clarification from either their line Manager or Manager, Risk Assurance and Audit.

Management will strive to ensure the Code of Conduct is observed in word and in spirit, by all who represent Western Power.

## Public interest disclosure

Western Power will support and protect personnel who make public interest disclosure. A public interest disclosure is a disclosure of information that indicates past, present or future wrongdoing by Western Power (including its directors, officers, employees or contractors) whilst in the performance of its public functions. For further information, refer to Western Power's [Public Interest Disclosure Policy \(DM#:3442810\)](#).

## The Electricity Corporations Act

The Electricity Corporations Act contains specific duties and obligations that are applicable to directors, officers and employees of Western Power<sup>1</sup>. The principles outlined in this code of conduct are in addition to these specific statutory duties – the Act prevails to the extent of any inconsistency.

## The role of directors

In addition to the specific statutory powers conferred and obligations imposed by the Act, directors will observe the following standards of conduct:

- Act in the best interests of Western Power as a whole
- Be independent in judgment and in actions
- Take all reasonable steps to be satisfied as to the soundness of all decisions made by the Board

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<sup>1</sup> See sections 27-30 (inclusive) & Schedule 2. The schedule to this policy provides an outline of the relevant duties.

- Recognise the Board primary responsibility is to Western Power's owner/shareholder, but will, where appropriate, have regard for the interests of all stakeholders.

## RELATED DOCUMENTS/INFORMATION

<b>Legal references:</b>	Section 31 of the <u><a href="#">Electricity Corporations Act 2005 (WA)</a></u>
<b>Standards &amp; guidelines:</b>	Not applicable
<b>Related policies &amp; other documents:</b>	4.01A - Diversity ( <a href="#">DM#5139228</a> ) 1.4.0C - Outline of Duties & Responsibilities of Directors ( <a href="#">DM#:3357312</a> ) 4.02B - Discipline & Termination ( <a href="#">DM#:3735767</a> ) 1.4.8A - Legislative and regulatory compliance ( <a href="#">DM#:3443054</a> ) 4.02C - Conflict of interest ( <a href="#">DM#:4040184</a> ) 1.1.3 - Public interest disclosure ( <a href="#">DM#:3442810</a> ) 3.2.1 - IT Security ( <a href="#">DM#4410922</a> )
<b>Approving authority for related procedures, guidelines, etc:</b>	General Manager Corporate Services

<b>ACCOUNTABILITY AREA:</b>	Corporate Services
<b>POLICY OWNER:</b>	General Manager Corporate Services
<b>NEXT REVIEW DATE:</b>	31/07/2012
<b>APPROVED BY:</b>	People & Performance Committee (as delegate of the Board)
<b>RESOLUTION NO:</b> (where applicable)	049/2010/PPC



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.....  
Doug Aberle – Managing Director

.....  
John Pease – Executive Officer

## Schedule

Duty outlined in Schedule 2 to the <u><a href="#">Electricity Corporations Act 2005 (WA)</a></u>	Duty applies to ...			
	Employees	Executives	CEO	Director
Act honestly in functions as a director/executive (clause 2)		✓	✓	✓
Exercise reasonable care & diligence as a director/executive (clause 3)		✓	✓	✓
Not to make improper use of information (clause 4)	✓	✓	✓	✓
Not to make improper use of position (clause 5)	✓	✓	✓	✓
As a director, to act as a fiduciary, with loyalty and in good faith (clause 6)			✓	✓
To disclosure material personal interests at Board (clauses 12 & 13)				✓
No indemnity for liability unless arising from good faith conduct (clause 15)		✓	✓	✓
Not to provide false or misleading information to the Treasurer, Minister, the Board, or an auditor (clause 16)		✓	✓	✓

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