Powerlink Board -

Code of Conduct for Powerlink Directors

Policy stream	Governance	
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Approved by	Powerlink Board	

Version history

Version	Date	Section(s)	Summary of amendment
1.0	26/07/2023 (approved by the Board)	-	Updated to the new template and refreshed to align with the latest *Corporate Governance Guidelines for GOCs*
1.1	28/08/2024		Updated to incorporate Respect@Work provisions and best practice principles.
2.0	29/10/2026		Administrative amendments.

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1. Introduction

1.1 Purpose

The Director's Code of Conduct (the Code) defines the expected standard of behaviour and provides guidance to assist Directors in carrying out their duties and responsibilities to standards expected by the community, shareholding Ministers and other stakeholders.

The Code should be read in conjunction with the Powerlink Code of Conduct Standard, which details general standards of behaviour expected from all those who carry out work for Powerlink.

1.2 Introductory Statement

Powerlink Queensland (Powerlink) is committed to operating in accordance with the highest standards of business ethics, professional standards and compliance with applicable laws and regulations. The Board of Powerlink (the "Board") promotes ethical behaviour and has adopted this Code of Conduct for the Board, individual Directors and Board Committees.

Every Director must:

- ☑ Act honestly, in good faith and in the best interests of all the shareholders of the corporation.
- ☑ Exhibit high standards of integrity, commitment and independence of thought and judgment.
- ☑ Encourage diversity of thought, respectful challenge and open communication to support informed decision-making.
- ☑ Support and uphold decisions of the Board once made, honour commitments, and accept collective accountability for the Board’s decisions, culture and performance.
- ☑ Uphold Powerlink's values in the conduct of their duties.
- ☑ Uphold Powerlink’s commitment to a safe, respectful, and inclusive workplace free from harassment, discrimination and sexism.
- ☑ Actively encourage the reporting of unlawful or unethical behaviour at Powerlink and the proactive management of complaints.
- ☑ Take all reasonable steps to be satisfied as to the soundness of all decisions taken and ensure material risks are being appropriately managed.
- ☑ Maintain appropriate business and financial records.
- ☑ Act for a proper purpose and in the best interests of the corporation.
- ☑ Dedicate sufficient time, energy and attention to ensure due care and diligence in the performance of their duties.
- ☑ Meet the required standard of behaviour and integrity set out in the Code.

1.3 Scope

This policy applies to all Directors appointed to the Board of Powerlink.

1.4 References

Document code	Document title
A668584	Powerlink's Dealing in Securities – Standard
A3148565	Complaints Management Framework
A5194879	Powerlink Board – Directors Conflict of Interest Policy
A1472246	Powerlink Code of Conduct Standard
External document	Corporations Law 2001 (Cth)
External document	Government Owned Corporations Act 1993 (Qld)
External Document	Corporate Governance Guidelines for Government Owned Corporations (Queensland Treasury)

1.5 Monitoring and compliance

The Board will ensure that this document is reviewed biennially to ensure it is operating effectively.

2. Requirements

2.1 Leadership

The Board plays a key leadership role in setting and facilitating an organisational culture that will lead to the achievement of Powerlink's strategic objectives.

All directors will endeavour to create a positive and inclusive working environment free from harassment, discrimination and sexism, that values diversity, puts the safety of workers and customers as a first priority, and supports the development of employees to meet the needs of the corporation.

2.2 Conflicts of Interest

The Board must ensure that conflicts of interest (including actual, potential or perceived conflicts) are managed in a transparent and effective manner. This includes:

- Avoiding actual or potential conflicts of interest where possible.
- Identifying and disclosing any actual, potential or perceived conflicts.
- Following the requirements of the Powerlink Board – Directors Conflict of Interest Policy.

2.3 Use of Corporate Information and Assets

No Director may improperly use any corporation information or asset.

This includes not taking advantage of information or their position for direct or indirect personal advantage or the advantage of any associated person.

2.4 Confidentiality

Pursuant to their fiduciary duties, Directors are required to protect and hold confidential all non-public information obtained through their position, except where authorised by the Board or otherwise required by law.

2.5 Compliance with Laws, Rules and Regulations

Directors are required to comply with applicable laws, rules and regulations in the conduct of their duties.

2.6 Fairness and Equity

Directors will deal fairly and impartially with Powerlink's employees, customers, suppliers, competitors and other key stakeholders.

2.7 Public Comment

Directors are not authorised to make any public comment or comment to the media on behalf of or about the corporation without the approval of the Chair.

Directors have the right to make public comment and enter into public debate on political and social issues only in a private capacity. These views are not to be presented in such a way that they may be interpreted as being the views of the corporation.

2.8 Accountability

Directors are required to read Board materials, inform themselves and prepare for meetings so that they can participate fully in the activities, deliberations and decisions of the Board.

Directors are required to attend Board and Committee meetings regularly, subject to arrangements for leave which have been approved by the Chair.

A Director should not engage in conduct likely to bring discredit to or damage the reputation of the corporation.

2.9 Economy and Efficiency

Directors should ensure the efficient use of Powerlink's assets for legitimate business purposes.

Directors will take steps to assure themselves that Powerlink's resources are being used efficiently and effectively to achieve the business' strategic objectives.

2.10 Reporting

Directors should communicate any suspected contraventions of this Code promptly to the Chair or Company Secretary.

Powerlink must inform shareholding Ministers in a timely manner of any potential or actual breach of the Code by a Director.