

POLICY

Code of Conduct

Authored by:
WEST COAST ELECTRIC POWER TRUST



West Coast
Electric
Power Trust

Trustee Code of Conduct

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Version 3	Reworded Conflict of Interest section, due to advice from Simpson Grierson	May-2025

Authorisation			
This document was reviewed and approved by all Trustees of the West Coast Electric Power Trust			
Trustee Name	Role	Signature	Date
Peter Ewen	Chair		19 May 2025

Trustee Code of Conduct

Code of Conduct

All Trustees of the West Coast Electric Power Trust (“the Trust”) are bound by this Code of Conduct. The Code sets out key principles that govern the conduct of Trustees, both individually and collectively.

In developing the Code, Trustees recognise the unique nature of the Trust, which embraces the disciplines and accountabilities expected of a corporate Board of Trustees. The principles in the Code endeavour to address potential differences in attitudes and behaviours of members. The Trustees are ultimately accountable for the successful performance of the Trust, and the actions of Trustees should support the activities of the organisation.

Trustee Duties

The duties for Trustees are detailed throughout the Trust Deed and specifically in Clause 12, in summary these are:

- Appoint the Directors of the company
- Monitor the performance of the Directors of the company
- Ensure full and correct accounts of all financial transactions of the Trust are kept
- Comply with New Zealand legislative requirements, specifically the Financial and Companies Act.

Trustee Responsibilities

Each Trustee has the duty to ensure that the Trust is properly governed. To meet this obligation, Trustees are expected to:

- Act with honesty and in good faith
- Act in accordance with the terms of the Trust
- Act for the benefit of the beneficiaries in accordance with the terms of the Trust Deed
- Exercise reasonable care, diligence and skill at all times in carrying out their duties
- Treat all Trustees, employees, consumers, suppliers and stakeholders fairly.

Accountability

The Trust is accountable to its Consumers. The Trust will hold an annual meeting inviting Consumers and explaining the Trust’s policies, actions and expenditures of the past year. The Trust is transparent about the Interests Register and declares any interested transactions and justifies the necessity in light of their fiduciary responsibility to the Trust.

Commitment

In accepting their positions, Trustees have made a commitment to undertake the work of the Trust, and to commit the time required to acquit these responsibilities. Trustees are expected to make every effort to attend scheduled meetings, but recognise that there will be occasional conflicts, which require the courtesy of advanced notice.

Trustees undertake to be diligent in preparing for and attending Trust meetings. They will endeavour to be informed and as knowledgeable as possible about the responsibilities of the Trust, the industry environment and the issues they are confronted with in order to arrive at the best decisions possible.

Training

Trustees are required to be familiar with the obligations and duties of a Trustee and are expected to avail themselves of opportunities for training and professional development.

Collective Responsibility

Trustees recognise that there may at times be tension between the concepts of collective accountability of the Trust and individual accountability to the Consumers and other stakeholders.

Trustees agree to support and abide by the following principles:

- Trustees may clearly express their individual views at meetings. However, they must always vote with the Trust's interests as their primary concern. Trustees accept that once the Trust has formally reached a decision, this decision becomes the policy of the Trust.
- It is inappropriate for a Trustee to undermine a decision of the Trust once made, or to engage in any action or public debate which might frustrate its implementation.
- Individual Trustees will not attempt to re-litigate previous decisions at subsequent meetings of the Trust, unless the majority of Trustees agree to reopen the debate.
- Trustees' personal actions should not bring the Trust into disrepute or cause a loss of confidence in the activities and decisions of the Trust.

Public Statements

The Chair should make all statements on behalf of the Trust. On occasions, Trustees may be asked their opinions and, when talking to the media, Trustees should:

- Make clear the capacity in which they are speaking
- Make it clear that they are expressing their own personal views and not speaking for the Trust
- Not make any promises
- Be aware of the governance role, and that management is responsible for implementation and operational issues, and
- Whenever possible, let the Trust Chair know in advance if they are contacted by or intend to speak to the media.

Clarity About Roles

The Trustees as a group are responsible for the governance of the Trust, and delegates to the Executive Secretary responsibility for implementing the decisions of the Trust and the day-to-day management of the organisation. The Executive Secretary is expected to provide the Trust with relevant and appropriate information to help Trustees reach high-quality decisions on strategy, policy and other governance matters.

Contact with Individual Staff

In some circumstances, it will be appropriate for Trustees to communicate directly with individual staff to further their knowledge/understanding of organisational issues relevant to the governance role. Such communication needs to be carried out in an open and considerate manner.

As a general rule, requests to individual staff should be governed by the following protocols:

- In the first instance, such approaches should be made ‘through the management line’, either via or with the knowledge of the secretary and/or Chief Executive (and the WCEPT Chair) and subsequently through the appropriate management levels.
- Emails (or other written requests) and subsequent communication should be copied to the Chief Executive and Chair.
- Consideration should be given to staff pressures and workloads, and requests should not impose unreasonable burdens on staff.
- Any concerns about responsiveness to Trustee requests should be taken up directly with the Chair or Chief Executive.

Complaints Procedures and Representations

Trustees have an important role in providing a public relations voice to the activities of the Trust. However, Trustees recognise that the organisation has processes in place to respond to consumer complaints and other concerns.

Trustees will advise customers/clients, employees and suppliers who desire personal matters to be brought to the attention of the Trust to follow the proper procedures for raising issues and registering complaints.

Trustees will not advocate on behalf of an individual beyond advising them of the complaints procedures and checking that the matter has been addressed satisfactorily by the organisation. (Note that ‘satisfactorily’ refers to the procedures followed by the organisation in addressing the matter and does not necessarily mean that the matter must be resolved as the individual would wish.)

However, these procedures for raising issues and registering complaints do not preclude Trustees from pursuing in a general way, issues relating to policy or systemic failure that may have been indicated by or arise from an individual situation or complaint.

Confidentiality

Trustees receive information that is both public and private and must recognise that the release of information, and access to and handling of personal information about any individual, is governed by the New Zealand Privacy Act 2020. In order to protect the organisation from inappropriate use of information:

- Trustees are expected to be familiar with this legislation and to refer any requests for 'official information' to the Executive Secretary.
- Trustees accept that they may acquire information of a confidential nature (e.g. about the Trust, its supplier, employees, competitors and other parties) and agree not to use any such information for personal advantage, nor to disclose it to any other person unless first authorised by the Trust.

Conflict of Interest

Entry Into Transactions

Subject to the provisions of this section, the Trust may enter into a transaction in respect of which a Trustee is Interested, if the Trust considers that the transaction is in the best interests of advancing and achieving the Trust's Purposes as set out in the WCEPT Deed.

Disclosure and Records

If a Trustee is Interested in any transaction entered into, or to be entered into, by the Trust, other than any general remuneration or reimbursement of Trustees as detailed in the Financial Policy or general Trustee indemnification or insurance:

- (a) Disclosure: the Trustee, immediately upon becoming aware that he or she is interested in the transaction, must disclose to the Trust:
 - (i) Disclosure of Interest: the fact of his or her interest in the transaction; and
 - (ii) Disclosure of Nature/Extent of Interest: the nature of his or her interest and either the monetary value of the interest, if the monetary value of the interest is able to be quantified, or, if the monetary value of the interest is not able to be quantified, the extent of the interest; and
- (b) Record of Interests: the Trust must keep a record of the interest of the Trustee in relation to the transaction, in the Trust records kept and maintained by the Trust Secretary (Conflict of Interest Register) and in the minutes of the meeting.

Involvement in Transaction

A Trustee who is Interested in any transaction entered into, or to be entered into, by the Trust (including remuneration or reimbursement of a particular Trustee, remuneration for services provided by a particular Trustee or a particular Trustee's employee, partner or firm, or indemnification or insurance for a particular Trustee:

- (a) Deliberations and Voting: must not be involved in deliberations, and in the case of a Trustee will not be counted for the purpose of establishing a quorum and will not be entitled to vote, on any matter relating to the transaction;
- (b) Attendance at Meetings: subject to clause (a), may attend any meeting of the Trust that is not limited to dealing with matters relating to the transaction and be included among the attendees at that meeting for the purpose of establishing a quorum to commence the meeting and to deal with other matters at the meeting; and
- (c) Other Matters: may sign a written resolution of the Trust dealing with any matter relating to the transaction and, acting in accordance with the Trust's decisions in relation to the transaction, may sign any contract or other document, or do anything else in relation to the transaction as Trustee of the Trust.

Trust Change or Alternative Options

If, as a consequence of any Trustee or Trustees being Interested in a transaction, the Trust would be unable to establish a quorum and/or decide on a resolution in respect of the transaction, for the Trust to act in relation to the transaction:

- (a) Trust Change: the composition of the Trust must change (by way of the appointment and/or the removal or resignation of one or more Trustees); or
- (b) Alternative Options: by unanimous resolution of all Trustees including any Interested Trustee (being either a resolution at a meeting or a written resolution), the Trust may:
 - (i) Independent Trustee(s): authorise the independent Trustee or Trustees on the Trust, acting unanimously (by way of a resolution at a meeting or a written resolution), to determine the Trust's position on the transaction; or
 - (ii) Independent Advice: engage (as an advisory trustee, special trust advisor or otherwise), and determine to proceed in relation to the transaction in accordance with the advice and/or recommendations of, a suitably qualified independent person.

Meaning of "Interested"

For the purpose of this section, a Trustee will be interested in a transaction if the Trustee:

- (a) Direct Financial Interest: is a party to, or will or may derive a material financial benefit from, the transaction;
- (b) Indirect Financial Interest:
 - (i) Through Another Interested Party: has a material financial interest in another party to the transaction;

- (ii) As Director, Officer or Trustee of another Interested Person: is a director, officer, or trustee of another party to the transaction, or person who will or may derive a material financial benefit from, the transaction (unless the party or person is wholly owned or wholly controlled by the Trust in connection with the Trust);
 - (iii) As a Relative of Another Interested Person: is the parent, child, spouse, civil union partner, or de facto partner of another party to, or a person who will or may derive a material financial benefit from, the transaction; or
- (c) Other Material Interest: otherwise has, directly or indirectly, any material personal interest in the transaction.

Behaviour at Trust Meetings

This is a framework for meeting conduct and debate, as a general practice, Trustees have agreed that meetings should be conducted as informally as possible. In order to achieve this and to make meetings as productive and efficient as possible, Trustees undertake to observe the following protocols.

1. Everyone participates – no one dominates
2. Different opinions are welcome – all questions and observations are encouraged
3. Silence is taken for agreement – if you disagree, you are obliged to so state
4. Show respect to the speaker
5. Start on time and end on time
6. Each Trustee is accountable for following through on agreed actions
7. Attack the problem, not the people (criticise ideas, not people)
8. Follow the decision-making procedures
9. Prepare for the meeting.