

Port of Waterford

Code of Conduct for Directors

Code of Business Conduct for members of the Board of Port of Waterford Company and its subsidiaries as required under the Code of Practice for the Governance of State Bodies

The Port of Waterford Company has developed this Code of Business Conduct for Directors as required by the Code of Practice for the Governance of State Bodies (updated 2009) and has been adopted by Port of Waterford Company, as replacement to the previous code, on XX March 2010.

Note: References in this document to the Port of Waterford Company should be construed as including all subsidiary companies

1. Nature, intent and scope of application

As an overriding principle the 2009 Code states:-

“The Board is collectively responsible for promoting the success of the State body by leading and directing the body’s activities. It should provide strategic guidance to the State body, and monitor the activities and effectiveness of management, Board Members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the state body, subject to the objectives set by Government”.

The purpose of the Code is to provide guidance to the Chairman and his fellow Directors of Port of Waterford Company and all its subsidiaries in performing their duties as Directors. The Code is not a full statement of obligations of a director, as responsibilities arise from a number of sources including but not limited to:-

- Irish Company Law.
- Harbour’s Act s 1996-2009.
- Irish General Law.
- Memorandum and Articles of Association (these may be different for each company in the group).
- Applicable Guidelines issued by Government Departments from time to time.
- Best, generally accepted, current practice.

It is not possible to provide guidance to cover every eventuality which may confront a Director. It is therefore important that Directors' are cognisant of the spirit of the Code and have regard to that spirit in the performance of their duties.

2. Objectives

The objectives of the Code are:

- to set out an agreed set of ethical principles
- to promote and maintain confidence and trust in the Board and staff of the Port of Waterford Company
- to prevent the development or acceptance of unethical practices
- to promote the highest legal, management and ethical standards in all the activities of the Port of Waterford Company
- to facilitate adherence to the requirements of the Code of Practice for the Governance of State Bodies demanded by our Shareholder.

3. General Principles

All Directors of the Port of Waterford Group of companies are required to observe the following fundamental principles as set out in the framework for the Code of Business Conduct.

a) Integrity

- i. Directors are required to disclose outside employment/business interests which they consider may be in conflict or in potential conflict with the business of the Port of Waterford Company.
- ii. Directors are required to comply with the Ethics in Public Office Act 1995 and the Standards in Public Office Act 2001.
- iii. The Board will not allow staff of Port of Waterford Company to be involved in outside employment/business interests which may be in conflict or potential conflict with the business of Port of Waterford Company.
- iv. Directors will avoid giving or receiving corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the donor or the recipient to make independent judgment on business transactions. In this context Port of Waterford Company require that all Directors, Senior Management and employees only accept corporate gifts or hospitality/entertainment in conformity with general business practice insofar as the gift or hospitality is unsolicited and is not of significant value. Holders of designated Directorships or designated positions of employments should also have regard to the requirements of the Ethics in Public Office Acts in this regard.

- v. Directors must be committed to the Port of Waterford Company competing vigorously and energetically but also ethically and honestly in all business activities.
- vi. The Port of Waterford Company is committed to conducting its purchasing activities in accordance with public policy guidelines and best business practice
- vii. The Port of Waterford Company is committed to ensuring that its accounts and reports accurately reflect its business performance and are not misleading or designed to be misleading.
- viii. Directors and staff are required to avoid the use of Port of Waterford Company resources or time for personal gain, for the benefit of persons/organisations unconnected with Port of Waterford Company or its activities, or for the benefit of competitors.
- ix. The Port of Waterford Company will not acquire information or business secrets by improper means.

b) Conflict of Interests

- i. Section 32 of the Harbours Act 1996 (as amended) contains specific provisions in relation to disclosure by Directors of certain interests and all Directors are required to comply fully with the provisions therein.
- ii. The Code of Practice (updated 2009) also sets down specific requirements in relation to Conflicts of Interest and all Directors are required to comply fully with the provisions therein.
- iii. The Ethics in Public Office Acts 1995 and 2001 apply to Directors of Port of Waterford Company and Directors are required to comply fully with the provisions therein.
- iv. A number of periodic declarations will be required to be furnished by each Director under the various provisions above. Directors are required to furnish comprehensive declarations in a timely manner.

c) Raising Concerns

- i. In circumstances where confidential advice is required by directors/senior management or where concerns arise that cannot be appropriately addressed through the normal channels these should be directed to, one of, the Chairman, or Company Secretary. Where it is not considered appropriate to address either of the latter the Company's Legal Advisers should be contacted.
- ii. Queries or concerns raised in this way will be dealt with confidentially and where these are raised in good faith the Port of Waterford Company assures that the individual raising the matter may do so without any fear of adverse consequence.

- iii. Port of Waterford Company will not generally consider issues raised anonymously. In exceptional circumstances, where the issue raised is considered by the Board to be of significant and critical importance to the Company then, with the approval of the Board in general meeting, an investigation into the matter raised may be undertaken.
- iv. Port of Waterford is aware of the need to preserve the reputation of directors, senior management and employees, against whom a concern may be raised and any reviews carried out will be cognisant of this requirement.

d) Information

The need for observing confidentiality in regard to the Port of Waterford affairs is paramount. Obligations under the heading of confidentiality continue post resignation/retirement.

- i. The Port of Waterford Company is committed to providing access to general information relating to its activities in a way that is open and that enhances the accountability of Port of Waterford Company to the general public.
- ii. Directors owe a duty of confidentiality to the Port and are required to respect the confidentiality of sensitive information held by Port of Waterford Company. This will constitute material such as :
 - commercially sensitive information (including, but not limited to, future plans or details of major organisational or other changes such as restructuring)
 - personal information and
 - information received in confidence by Port of Waterford Company
 - Any information which is not public information.
- iii. Directors are required to observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest and in particular will ensure compliance by the Port of Waterford with the provisions of the Data Protection Act, 1988 (as amended).
- iv. The Port of Waterford Company will comply with all relevant statutory provisions (e.g. data protection legislation, Freedom of Information Acts).
- v. Board members may take independent professional advice, if necessary, at the expense of Port of Waterford Company provided the advice is necessary in the furtherance of their duties and the provision of the advice has been approved following a formal proposal at a meeting of the Board.

- vi. Directors should take particular care to safeguard all company documents and should exercise due care in communicating such information.
- vii. Directors ceasing to be such are personally responsible for ensuring that all company documents in his or her possession are destroyed or returned to the Port of Waterford Company.
- viii. The attention of Directors is drawn to the Section 33 of the Harbour Act, 1996 (as amended) states that a person shall not, without the consent of the Board, disclose any information obtained by him while performing duties as a Member, or employee of the Board. A breach of this statutory duty is an offence.
- ix. Directors must ensure that all supplier and tender information relating to tender processes in which the Port of Waterford is involved, is treated in the strictest confidence and disclosure of such information, in particular to other interested party, is strictly prohibited.

e) Obligations

- i. The Port of Waterford Company will fulfill, in all material respects, all regulatory and statutory obligations imposed on it.
- ii. Port of Waterford Company is a limited liability company incorporated under Company's Act legislation. Directors are required to comply fully with all aspects of Companies Act legislation as it applies to their directorship of the Board.
- iii. The Port of Waterford Company will comply with detailed tendering and purchasing procedures as well as complying with prescribed levels of authority for sanctioning any relevant expenditure as necessary.
- iv. The Port of Waterford Company has introduced controls to prevent fraud and has adequate controls to ensure compliance with prescribed procedures in relation to claiming of expenses for business travel.
- v. Directors are required to use their reasonable endeavours to attend all Board meetings.
- vi. Directors are required to regularly update and refresh their skills and knowledge in order to assist them in the performance of their duties on an ongoing basis.
- vii. It is acknowledged that the acceptance of positions following employment and/or engagement by a State body can give rise to the potential for conflicts of interest and to confidentiality concerns. The Board of Port of Waterford Company will consider any cases in which such conflicts of interest or confidentiality concerns may arise and will take appropriate steps to deal with such matters in an effective manner. The Board will also ensure that any procedures that it may put in place in this regard are monitored and enforced.

f) Loyalty

- i. Directors and staff of Port of Waterford Company acknowledge the responsibility to be loyal to Port of Waterford Company and to be fully committed to all its activities while mindful that Port of Waterford Company must at all times take into account the interests of the shareholder
- ii. Directors and staff of Port of Waterford Company acknowledge the duty of all to conform to the highest standards of business ethics.

g) Fairness

The Port of Waterford Company:-

- i. is committed to complying with employment equality and equal status legislation.
- ii. will apply the principle of fairness in all its business dealings.
- iii. will value its customers and treat all customers fairly.

h) Work/External Environment

- i. The Board and management of Port of Waterford Company place the highest priority on promoting and preserving the health and safety of its staff.
- ii. The Port of Waterford Company will ensure that community concerns are fully considered in all its activities and operations.
- iii. The Port of Waterford Company will minimise any detrimental impact of its operations on the environment.

i) Responsibility

- i. The Port of Waterford Company will circulate this Code of Business Conduct, and a policy document on disclosure of interests, to all members of the Board for their retention. When approved, an Employee Code of Business Ethics will be circulated to all members of staff for their retention.
- ii. The Port of Waterford Company will ensure that all members of the Board and staff acknowledge receipt of the appropriate Code and understand its contents.
- iii. Port of Waterford Company will provide practical guidance and direction as required on such areas as gifts and entertainment and on any other ethical considerations which may arise.

j) Review

- i. The Port of Waterford Company will review this Code as appropriate.
- ii. Any revisions to this Code must be considered and approved at a meeting of the Board of Port of Waterford Company.