



DIRECTOR'S CODE OF CONDUCT

1 Purpose

There is a high public expectation that Hunter Water, as a government owned business, acts in a manner that is both ethical and socially responsible on an ongoing basis. Acting ethically and socially responsibly is critical to preserve the good reputation of Hunter Water and its shareholders.

To demonstrate commitment to maintaining ethical standards, the Board of Directors has established this Director's Code of Conduct, outlining the behaviours expected of our Directors, demonstrating that they are role modelling Hunter Water's values. This document is not an exhaustive statement of the duties of individual Directors, rather it is focussed on how Directors will behave in that role.

This Code of Conduct is to be read in conjunction with and operates in addition to, the Hunter Water Code of Conduct. To the extent of any conflict or inconsistency between the Director's Code and the Hunter Water Code of Conduct, the Director's Code will prevail to the extent of any inconsistency.

2 Our Values

This Director's Code of Conduct supports Hunter Water's values of Wellbeing, Trust, Leading, Learning and Inclusion, with Trust at its core.

2.1 Trust



Trust: we are honest, open and ethical, we care and act in the best interest of the communities we serve, we are capable and can be relied upon.

Directors will:

- a. comply, in good faith, with the spirit, as well as the letter of this Code
- b. act in an open and transparent manner, with integrity, in good faith, and in the best interests of Hunter Water
- c. use care, diligence and skill and hold themselves and other people to account
- d. recognise the overarching responsibility and accountability directors have to the public and the State of New South Wales, the Shareholder Ministers, our people, our customers & communities and other stakeholders of Hunter Water
- e. endeavour to enhance the reputation of Hunter Water and not engage in conduct likely to bring discredit upon Hunter Water
- f. ensure and respect confidentiality
- g. report any actual or suspected corrupt conduct, including fraud, involving Hunter Water
- h. not make improper use of information or their position
- i. disclose and properly manage any conflicts of interests in accordance with the Conflict of Interest Policy and the State Owned Corporations Act

- j. not accept gifts or benefits in their capacity as directors of Hunter Water, other than in accordance with the Gifts and Benefits Policy
- k. comply with the requirements in Premier's Memorandum M2019-02 NSW Lobbyist Code of Conduct and not knowingly meet with a registered third party lobbyist without first engaging with the Chair
- l. comply with the laws and regulations that apply to Hunter Water and its operations
- m. recognise and act in accordance with the government sector core values of integrity, trust, service and accountability (outlined in Part 2 of *Government Sector Employment Act 2013* (NSW)).

2.2 Wellbeing



Wellbeing: we care for each other's wellbeing and that of our communities and our environment.

Directors will:

- a. champion the safety, health and wellbeing of Hunter Water's people
- b. understand that they are role models and that their words and actions have an impact on others
- c. care for the customers and communities that Hunter Water serves
- d. ensure we provide a physically and psychologically safe environment for our people

2.3 Leading



Leading: we step up to face challenges, we take action and we are agile and resilient, we innovate and influence change.

Directors will:

- a. lead by example and role model Hunter Water's values
- b. be visible to Hunter Water's people
- c. make courageous calls and embrace challenges that can make Hunter Water better
- d. recognise performance and hold themselves and the executive to account for non-performance

2.4 Learning



Learning: we enquire, listen, share and collaborate and have a continuous improvement mindset to better ourselves.

Directors will:

- a. be curious to understand and learn and continuously seek learning opportunities
- b. champion and role model the development of new enterprise learning capabilities
- c. connect and collaborate with others to share learnings
- d. listen and learn from our stakeholders, our people and our customers and communities and act on those learnings
- e. encourage our people to experiment and innovate, mindful of risk

- f. welcome and share constructive feedback

2.5 Inclusion



Inclusion: we recognise, value, respect and celebrate diversity and provide an environment in which everyone can contribute and achieve their potential.

Directors will:

- a. value diversity in perspectives and having a healthy and respectful debate to reach the best outcome
- b. recognise the potential for biases and try to limit the unintended consequences of these

3 Review

The Board will review this Code and its performance against it annually, or more often as the Board determines.

4 Relevant documents

Document ID	Document Title
Policy	Commercial Policy Framework TPP17-10
Guidelines	NSW Government Boards and Committees Guidelines
Guidelines	MS2019-02-NSW Lobbyists Code of Conduct
Manual	Director Induction Manual
Policy	Hunter Water Code of Conduct
Policy & Standard	Conflict of Interest Policy Conflict of Interest Standard
Policy	Gifts and Benefits Policy
Legislation	Government Sector Employment Act 2013 (Part 2 Ethical framework for the government sector)
Legislation	State Owned Corporations Act 1989
Legislation	Hunter Water Act 1991
Charter	Hunter Water Board Charter

Signed:

Darren Cleary

Managing Director

Approved By	Board of Directors (on the recommendation of the Nominations & Governance Committee)	Approved Date	12/Dec/2024
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