

Corporate governance report

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Corporate governance report

CS Energy was established in 1997 under the *Government Owned Corporations Act 1993* (GOC Act) and is incorporated as a public company, subject to Corporations Law. Shares in CS Energy are held by two State Government Ministers on behalf of the people of Queensland. At 30 June 2009 these Ministers were:

- Queensland Treasurer and Minister for Employment and Economic Development, Andrew Fraser MP, and
- Minister for Natural Resources, Mines and Energy and Minister for Trade, Stephen Robertson MP.

Corporate Governance Framework

The corporate governance framework comprises a series of policies, procedures and guidelines to ensure the highest level of ethics, efficiency, and financial and risk management are maintained. This framework provides the transparency and accountability that stakeholders deserve if the Company is to receive their continued support for its growth aspirations.

The Corporate Governance Policy is the cornerstone of this framework, which reflects the objectives outlined by the ASX Corporate Governance Council's principles of Good Corporate Governance and Best Practice Recommendations. The Corporate Governance Policy can be found on the Company's website. [↗](#)

Responsibility for ensuring that good corporate governance is practised rests with the Board.

The Board

CS Energy's Board comprises seven, independent, non-executive directors appointed by the Governor in Council under the GOC Act. The Board is responsible for setting strategic direction, reviewing and approving plans by the Executive Management Team, monitoring corporate performance, managing risk and upholding CS Energy's Code of Conduct, which can be found on the website. [↗](#)

A key responsibility of the Board is reporting to shareholding Ministers on CS Energy's performance against the objectives set out in its annual Statement of Corporate Intent (SCI).

The Board meets monthly, and more frequently if required, to oversee operations. An induction manual is provided to all new Board members to enhance operational and structural knowledge, and ensure they are aware of their governance responsibilities. Site visits and briefings are arranged to ensure Directors maintain the knowledge and skills needed to fulfill their roles.

In September 2008, two long-standing Directors, Tony White and Timothy Crommelin departed the Board, replaced by Tracy Dare and Russell Kempnich. For biographies of current Directors, please refer to pages 64 and 65 of this report, or to the corporate website. [↗](#)

In June 2009, Warren Packer was appointed Company Secretary for CS Energy. Mr Packer has 23 years experience in audit and risk management in the energy industry and is a member of the Australian Institute of Company Directors and the Australian Institute of Company Secretaries.

Chris Turnbull, who previously held this role, was appointed General Manager, Business Development in March 2009.

Board Committees

The Board has established four committees to assist in the management of particular business areas and provide a forum for Directors and the Executive Management Team to discuss more complex business issues. All four committees report to the Board.

Audit Committee

The Audit Committee assists the Board in overseeing the reliability and integrity of financial reporting practices, accounting policies, auditing and external reporting. The committee provides advice to the Board on financial statements, financial systems integrity and business risks. It also ensures that staff comply with all applicable laws, regulations and Company policies and that an adequate, current internal control system is operating for areas such as business, operational, asset and financial risk. The Audit Committee Charter can be found on the website. [↗](#)


The committee oversees development of the Internal Audit Plan and the results of internal audit activities and recommendations. It is also the primary point of reference for CS Energy's external auditor, the Auditor General of Queensland. The committee accepts reports from the Queensland Audit Office and oversees progress on implementing recommendations flowing from Queensland Audit Office reports, on behalf of the Board of Directors.

The committee meets quarterly and its members are Julie Leaver (Chair), Stephen Lonie, Sarah Israel (until 1/3/2009) and Tracy Dare (from 1/11/2008).

Highlights for 2008/2009 include:

- Monitoring improvements to the maintenance and contracting systems and processes;
- Audit, review and comment on the accounting impact of the proposed Carbon Pollution Reduction Scheme; and
- Comment on CS Energy's market operations and information and communication technology governance systems.

Board Risk Committee

As risk management is a core responsibility of the Board, CS Energy has a dedicated Board Risk Committee. This committee oversees risk management systems and ensures compliance with policies, procedures and legal obligations. The Board Risk Committee Charter can be found on the website. 


The committee meets quarterly, comprises all Directors and is chaired by Sarah Israel.

Highlights for 2008/2009 include:

- Streamlining risk management systems by replacing three separate risk committees with a new Risk and Compliance Committee;
- Continued monitoring of CS Energy's operations risk activity;
- Providing direction on insurance matters, including the use of CS Energy's captive insurance company "Enmach"; and
- Providing advice on CS Energy's pecuniary risk and conflict of interest matters.

Staff and Remuneration Committee

The Staff and Remuneration Committee provides advice on remuneration policies and practices. It makes recommendations to the Board on negotiation parameters for Enterprise Bargaining Agreements as well as remuneration packages and other

terms of employment for the Executive Management Team. The committee ensures employees are fairly remunerated for their work and that the Company always acts in the best interests of its shareholders on remuneration matters. Each year, the committee reviews executive remuneration against agreed performance measures. The Staff and Remuneration Committee Charter can be found on the website. 

The committee meets quarterly and its members are Mark Bucknall (Chair), Stephen Lonie and Bob Henricks.

Highlights for 2008/2009 include:

- Review of the impact of the global financial crisis on CS Energy's superannuation contribution regime;
- Completion of the appointment process for the roles of General Manager Corporate Services, General Manager Organisational Development and Company Secretary; and
- Approval of three site Enterprise Bargaining Agreements.

Board Meeting and Board Committee Meeting Attendances for 2008/2009

Name	Board Meetings (11)	Board Risk Committee Meetings (4)	Audit Committee Meetings (4)	Major Capital and Technical Committee Meetings (11)	Staff and Remuneration Committee Meetings (5)
Stephen Lonie	11	4	3	11	5
Tim Crommelin ⁽¹⁾	2	1	n/a	n/a	n/a
Julie Leaver	11	4	4	n/a	n/a
Bob Henricks	11	4	n/a	11	3 ⁽⁴⁾
Tony White ⁽¹⁾	2	1	n/a	1	2
Sarah Israel	10	4	1 ⁽³⁾	n/a	n/a
Mark Bucknall	10	4	n/a	n/a	4
Tracy Dare ⁽²⁾	6	3	2 ⁽⁴⁾	n/a	n/a
Russell Kempnich ⁽²⁾	7	2	n/a	6 (4)	n/a

(1) Term expired 30/09/2008 and did not seek re-appointment.


(2) Term commenced 01/10/2008.

(3) Committee membership ceased 01/03/2009.

(4) Committee membership commenced 01/11/2008.

Corporate governance report (continued)

Major Capital and Technical Committee

The Board Major Capital and Technical Committee plays an important role in overseeing CS Energy's major projects. The committee meets monthly to review progress on major projects and provide technical and commercial advice. Details of the Major Capital and Technical Committee can be found on the website. 

The committee's members are Stephen Lonie (Chair), Bob Henricks and Russell Kempnich.

Highlights for 2008/2009 include:

- Ensuring Kogan Creek A Power Station meets its original business case parameters and operates reliably;
- Planning and reviewing CS Energy's approach to new low emission generation projects such as the proposed Kogan Creek B Power Station;
- Overseeing the capital input to the Callide B mid-life refit project; and
- Overseeing CS Energy's operational and contractual commitment to the Callide Oxyfuel Project.

Executive Management Team

The Board appoints CS Energy's Chief Executive and other members of the Executive Management Team after receiving prior written approval from shareholding Ministers. The Chief Executive is accountable to the Board, and is responsible for managing the performance of CS Energy's business and its Executive Management Team.

During the year these appointments were made to the Executive Management Team; Chris Turnbull as General Manager Business Development, Terry Killen as General Manager Trading, and Michael Turner as General Manager Organisation Development.

Reporting

The Board regularly reports to its shareholding Ministers to ensure they are informed about the operations, performance and financial position of the Company. CS Energy produces four key documents to report on its performance:

- **A Corporate Plan** that outlines key strategies, objectives for the next five years and performance indicators. The plan also provides an industry and economic outlook and the potential impact on CS Energy.
- **A Statement of Corporate Intent (SCI)** that outlines goals and objectives for the next financial year. A summary of the 2008/2009 SCI appears on page 63 of this report.
- **Quarterly Reports** of progress against the performance targets and measures in the SCI.
- An **Annual Report** on performance for each financial year, which meets statutory requirements for government-owned corporations and the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations.

Performance

The performance of the Board is periodically evaluated at a formal workshop facilitated by an independent corporate governance specialist. In July 2008, the recommendations of a Board Performance Review, undertaken during 2007/2008, were reviewed. The review found that corporate governance processes were sound and that the Board operates in a cohesive and effective manner.

During 2008/2009 the Board implemented the following recommendations, provided in the review:

1. Adopted a process of tracking each two-yearly review to ensure that knowledge about steps taken towards improvements are carried through.
2. Implementation of a Directors' industry knowledge package to provide further industry-based professional development for Board members.
3. Provision of several Board strategic planning workshops to further involve the Directors to assist in guiding the Company's strategic direction.

Risk and Assurance

The Board has ultimate responsibility for managing potential risks for CS Energy and ensuring compliance with relevant laws, regulations and policies. The Risk and Assurance function oversees this activity and reports independently to the Board and management. It incorporates internal audit, risk management and insurance oversight.

These functions are responsible for reviewing activities, information and records to ensure that:

- Financial and operational information is reliable;
- Compliance with laws, regulations, policies and procedures occurs;
- Business risks are identified and appropriate management plans are adopted; and
- Procedures are in place to safeguard assets and revenue, and ensure effective use of resources.

CS Energy's risk management framework is designed to ensure all potential financial, operational and other risks are identified, assessed, monitored and reported to the Board.

The Board Risk Committee oversees the risk management framework and responsibilities, as outlined on page 59 of this report. The Board's responsibilities in this area are facilitated by the work of the Risk and Compliance Committee which reports to the Board Risk Committee. The Committee meets monthly to co-ordinate responses to market and operational risks as they arise.

CS Energy's Risk Management Policy provides guidance for the Board and staff on the approach to risk management. Staff are required to conduct all business activities in a manner that complies with the law, and within Board-approved limits of authority.


Climate Change




Climate change has become a principal business risk for the energy sector and, as such, affects CS Energy's financial position, operations and business strategy. This year, the Company has been working towards implementing a carbon management plan and project map, in preparation for the introduction of the Carbon Pollution Reduction Scheme (CPRS) and associated trading scheme.

The introduction of the CPRS in 2011, other regulatory responses of government to climate change, and adverse effects of variable weather will all affect CS Energy's business and future growth. The Company is required, under the National Greenhouse and Energy Reporting Act (Cth) (NGER Act), to extend greenhouse and energy reporting obligations and provide details of climate change risks and responsibilities. During the year a framework for reporting this information was established and the first report is due on 31 October 2009.

Corporate governance report (continued)

Ethical and Responsible Behaviour

CS Energy is committed to conducting all business activities with integrity, honesty and in compliance with relevant laws and standards. Staff and the Board act in accordance with the CS Energy Code of Conduct , which outlines the principles for conducting business in an ethical and responsible manner. The Board has also adopted the Directors' Code of Conduct from the Articles of Association of the Australian Institute of Company Directors.

To ensure compliance and prevent conflicts of interest, the Company has a number of policies and procedures in addition to the Code of Conduct including a Share Trading Policy , Compliance Policy , and a Procedure for Pecuniary Interest, Conflict of Interests and Protected Disclosures. 

The Share Trading Policy provides guidance on the legal requirements of the *Corporations Act 2001* with respect to inside information and insider trading. The policy requires officers and directors to not engage in share trading transactions with companies with whom CS Energy has a contractual relationship and where the officer could be in possession of price-sensitive information or be placed in a position of a conflict of interest.

Declaration of conflicts of interest by the Board or executive management is a standing item on the agenda of the monthly Board meetings. Board members and executives are also required to make annual declarations of companies in which they hold shares, or with which they have relationships that have the potential to lead to a conflict of interest. An external, independent check of these declarations against publicly available databases is carried out regularly.

Staff and Directors are encouraged to report any conduct they observe that they believe is a potential breach of CS Energy policies or external regulations or laws. The CS Energy Procedure for Pecuniary Interest, Conflict of Interests and Protected Disclosure outlines the process for responding to these disclosures and confidentiality provisions for the individual making the disclosure.

Release of Information

CS Energy strives to be as open and accountable as possible, while still protecting information that is commercial in confidence. The Company has adopted the Queensland Government's new 'Right to Information' approach for providing the community with greater access to information. This followed the Queensland Government commissioning an independent review of the *Freedom of Information Act 1992*, which led to the replacement of Queensland's Freedom of Information Laws with the *Right to Information Act 2009* and the *Information Privacy Act 2009*.

To comply with the new legislation, CS Energy added a 'publication scheme' to its website, which shows the classes of information available, links to the information and contact details for members of the public wishing to access additional information. Under the new legislation, CS Energy is exempted from releasing commercially sensitive information that could jeopardise its position in the national electricity market.

Information and Advice

Directors can seek independent professional advice on matters before the Board after receiving approval from the Chair. CS Energy bears the cost of this external advice. Directors can also seek professional information from CS Energy employees, subject to approval from the Chief Executive and attendance by a member of the Executive Management Team.

Remuneration

Directors are remunerated at a level determined by the Governor in Council and reimbursed for reasonable expenses incurred while conducting business on behalf of CS Energy.

The Board, in consultation with shareholding Ministers, approves the remuneration levels for the Chief Executive and other members of the Executive Management Team.

Details of remuneration paid to Directors and Executive Management Team members during the year appear in Note 29 of the Financial Statements.

Directions and Notifications

CS Energy received no directions from its shareholding Ministers during the year.

Statement of Corporate Intent

Under the *Government Owned Corporations Act 1993*, CS Energy is required to prepare a Statement of Corporate Intent (SCI) each financial year.

The SCI is a performance agreement between CS Energy and voting shareholding Ministers and complements the five-year Corporate Plan.

The full SCI, which includes details of the mission, vision, objectives, activities, capital structure and dividend policies, is tabled in the Queensland Legislative Assembly in accordance with Section 132 of the GOC Act.

In summary, the 2008/2009 SCI outlines the following key business objectives:

- **People:**
CS Energy's staff will have the capability to safely deliver the required business outcomes.
- **Portfolio Performance:**
The portfolio of generation plant will provide an optimised level of return within an emerging framework of a carbon-constrained business environment. CS Energy focuses on safe, reliable, efficient and environmentally appropriate solutions to Australia's future energy requirements.
- **Growth:**
The development of a low emissions plant technology pathway for coal fired power stations.
- **Profile:**
The Company will maintain and enhance its reputation as a responsible, innovative and forward looking organisation that is focused on delivering sustainable power generation solutions to the communities it serves.

Corporate hospitality

CS Energy hosted the following events during 2008/2009		
Event	Date	Cost
Kogan Creek Power Station 8,000 hour outage function	15/11/08	\$6,613
Christmas function – Callide Power Station	5/12/08	\$21,435
Christmas function – Swanbank Power Station	13/12/08	\$11,131
Christmas function – Brisbane office	19/12/08	\$6,667
Service recognition function	28/2/09	\$5,595

Directors' profiles



Stephen Lonie Chair

B Com, MBA, CA, F Fin, FIMCA, FAICD
Director since 1999

Stephen Lonie is an independent management consultant and company director.

His directorships include Grosvenor Australian Investments Limited, Queensland Coal Mining Management Limited, Pioneer Mortgage Services Pty Ltd, Figtree Developments Limited and the Brisbane Grammar School.

Mr Lonie chairs CS Energy's Major Capital and Technical Committee and is a member of the CS Energy Audit Committee, Staff and Remuneration Committee and Board Risk Committee.



Mark Bucknall Director

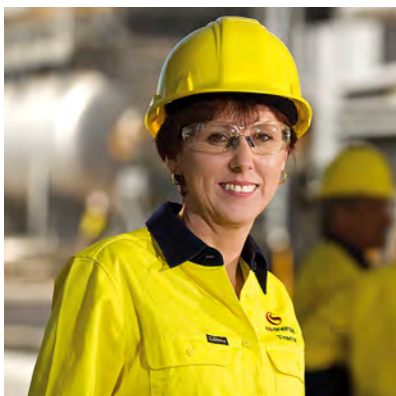
BA, LLB
Director since 2005

Mark Bucknall is the managing partner of his own legal practice. He came to CS Energy from the Energex Retail Board, where he chaired the Audit Committee and the joint Energex Remuneration Committee. He also served as inaugural chair of the South-East Queensland Regional Electricity Council.

Mr Bucknall's other board appointments include a directorship of Queensland Cruising Yacht Holdings and membership of the Council of the Brisbane North Institute of TAFE.

Awarded a Commonwealth sports achievement award for services to Australian Football, he is an active community member and contributes professional support to community legal centres and sporting organisations.

Mr Bucknall is chair of CS Energy's Staff and Remuneration Committee and is a member of the Board Risk Committee.



Tracy Dare Director

B.Bus (Acct); Grad.Dip.Adv.Acc; AICAA; FAIM, GAICD
Director since 2008

Tracy Dare has extensive experience in commercial and business restructuring, managing large-scale, complex and diverse assignments and in a wide variety of industries.

Ms Dare is the Executive Manager Business Development of RSL Care and prior to this was National Manager of Suncorp Metway's Corporate Banking business. She is also a former partner of KPMG and has 23 years experience in the profession.

Her former appointments include nine years as Commissioner of the Queensland Gaming Commission, and five years as an Advisory Board member of the Brisbane City Council's City Businesses/City Fleet business areas. She is currently a director of the AIM Graduate Studies Institute and a director and Founding member of The Law Opportunity Foundation.

Ms Dare is a member of CS Energy's Audit Committee.



Bob Henricks Director

Queensland Certificate of Competency as Electrical Mechanic (Electrician)
Director since 1999

Bob Henricks brings more than 40 years of experience to the CS Energy Board. Mr Henricks has served on the board of AUSTA Electric and chairs the Electricity Supply Industry Superannuation Fund, and two other superannuation funds. He is also chair of Meanderham Pty Ltd, Electro Group Training Qld Ltd and Electro Group Apprentices Qld Pty Ltd.

Mr Henricks is a director of Qld Private Capital Group Pty Ltd. He chairs the Queensland Electrotechnology Industry Training Council, is past State Secretary and National President of the Electrical Trades Union and is also a member of the (Australian Government) Central Trades Committee. Mr Henricks, who took his apprenticeship at 15, is still a licensed electrician. He is a member of CS Energy's Major Capital and Technical Committee and Board Risk Committee.



Sarah Israel Director

B Bus, FCPA, FAICD
Director since 2005

Sarah Israel has extensive experience in project finance, investment banking and regional development and currently has consulting roles in finance projects in Australia and internationally. Her experience also includes time in the mining and minerals processing and oil and gas industries.

Ms Israel is a Director of Queensland Sugar Limited (QSL), Export Finance and Insurance Corporation (EFIC), Skytrans Airlines, Australian Biodiesel Group and ESI Superannuation. She is Chair of the Audit Committees of QSL, EFIC and Australian Biodiesel, and sits as a member of the Audit Committee of Queensland Transport. She was previously a director of the Queensland Electricity Transmission Corporation (Powerlink). Ms Israel chairs CS Energy's Board Risk Committee and, until 1 March 2009 was a member of CS Energy's Audit Committee.



Russell Kempnich Director

BEng (Mech)
Director since 2008

Russell Kempnich has more than 30 years experience in coal resource evaluation, process plant design, construction and commissioning gained both in Australia and internationally.

A founding partner and non-executive Chairman of Sedgman Limited, Mr Kempnich led the organisation's growth from a consulting and engineering firm to a market leader in coal preparation, design and construction. He was also responsible for the expansion of the company operations internationally.

Mr Kempnich commenced his career in 1977 as an engineer with the Australian Coal Industry Research Laboratories where he was responsible for the coal preparation pilot plant facilities at Maitland, NSW.

Mr Kempnich is a member of CS Energy's Major Capital and Technical Committee.



Julie Leaver Director

B Com, FCPA, MAICD
Director since 1999

Julie Leaver is the CFO and Company Secretary of AMIRA International Group, which develops, brokers and facilitates collaborative research projects in areas including the brown coal industry. Ms Leaver has held senior financial roles in the telecommunications and mining industries with companies listed on the Australian and New York stock exchanges. During her 10 years with Telstra Corporation, Ms Leaver was responsible for preparing the Group's financial statements, annual reports and US prospectus. She was the Telstra Group coordinator of the US prospectus for T2, the second tranche of the sale of the Federal Government's interest in its ownership of Telstra.

Ms Leaver's experience also extends to 15 years with the former Mount Isa Mines Group (MIM), membership of the Australian Accounting Standards Board and project management and corporate governance roles. Ms Leaver chairs CS Energy's Audit Committee and is a member of the Board Risk Committee.

Executive Management

Team profiles



David Brown Chief Executive

C.Eng BSc (Hons)

David Brown is a chartered engineer with more than 30 years experience in the energy industry in the United Kingdom and Australia. Mr Brown graduated with first class honours in a Bachelor of Science degree in natural gas engineering from the University of Salford in the UK. He started his career with British Gas plc before joining Southern Electric plc at a time of significant change in the UK power industry.

In Australia, Mr Brown has worked as a consultant to the power industry and later as General Manager of Bell Bay Power Pty Ltd, a Hydro Tasmania subsidiary company. He was appointed as Chief Executive of CS Energy in December 2007, after joining the Company as General Manager Operations.



Richard Boys Chief Financial Officer

BCom, MBA, FCIS

Mr Boys has more than 20 years' experience in business management and administration in the resources and energy sectors.

As Chief Financial Officer, Mr Boys is responsible for finance, information technology and business systems. He is also a director of various CS Energy subsidiary companies associated with Mica Creek Power Station, Callide Power Project, Kogan Creek Power Project and Swanbank E Project.



Gary Campbell General Manager Operations

BE (Elect)

Mr Campbell has more than 30 years in the energy sector in Australia and New Zealand.

He has held positions of Station Manager of New Plymouth and Huntly Power Stations and Chief Executive of Waitaki Power in New Zealand. He was General Manager Operations in the newly corporatised Tarong Energy from 1999.

Mr Campbell joined CS Energy in 2004 as Site Manager at Callide Power Station and was appointed to the General Manager Operations role in April 2008. In his role he is accountable for the overall performance of CS Energy's generation assets at Callide, Swanbank, Kogan Creek and Mica Creek.



Chris Turnbull General Manager Business Development

B Bus MAICD

Mr Turnbull has worked in the energy industry in the areas of business management and administration for more than 20 years. He is Deputy Chair of the Electricity Credit Union and a member of that Board's Audit, Risk, and Staff and Remuneration committees.

Mr Turnbull has also filled the roles of Company Secretary for the CS Energy group of companies and General Manager Corporate Services. He was appointed as General Manager Business Development in 2009 and, in the role, he is responsible for the development of major projects, such as the Kogan Creek Power Project and Callide Oxyfuel Project, new business activities, and the acquisition and management of fuel and water.



John James General Manager Portfolio Services

BE, Grad Dip (Automatic Control), Grad Dip (Management), GAICD

John James has almost 30 years experience in the power generation sector. He has worked at power plants in Australia and overseas, including Gladstone Power Station, Killingholme Power Station in the United Kingdom and most recently, CS Energy's Swanbank Power Station at Ipswich, where he held the position of Site Manager for five years.

As General Manager of the Portfolio Services team, Mr James is responsible for asset management, overhauls, projects and high level technical support to CS Energy's portfolio of plant, as well as the procurement, environment and chemistry functions.



Terry Killen General Manager Corporate Services

B.Ed, MBA, Grad Dip. Mgt, Dip Fin, Dip Prod. Mgt, Dip Tech Analysis, GAICD

Mr Killen has worked in the energy industry since 1986. During this time he has held a number of management roles in information technology, strategic and business planning, HR, procurement and market operations. Prior to joining CS Energy, he held Trading Management roles for Loy Yang Power and Edison Mission Energy in Victoria.

Prior to his appointment as CS Energy's General Manager Corporate Services in May 2009, Mr Killen was Head of Market Operations.

As General Manager Corporate Services, he is responsible for CS Energy's National Electricity Market Operations, Legal Department and Corporate Projects.

An AFMA accredited trader, Mr Killen is also CS Energy Director on the board of Callide Power Trading.



Michael Turner General Manager Organisation Development

HNC Engineering (Mechanical & Production), HNC Electrical Engineering (Power bias), PGrad Dip Mgt (Manchester University)

Mr Turner has over 30 years experience in the energy industry in both Australia and the United Kingdom. A qualified electrical and mechanical engineer, Mr Turner has held various senior management roles over the past 15 years, enhancing his qualifications and experience by working in roles spanning the electricity industry value chain.

Mr Turner also spent six years working for PricewaterhouseCoopers' Energy Utilities division, providing strategic and commercial advice to the Asia Pacific energy industry and most recently spent five years with ENERGEX in senior strategic and network asset management roles.

As General Manager, Organisation Development, Mr Turner is responsible for Human Resources, Industrial Relations, Learning and Development, Health and Safety, Communications and Strategy Implementation. Mr Turner was appointed in July 2009.