

# Authorities and Delegations Policy

## 1 POLICY STATEMENT

The Board of CS Energy Limited (**Board**) is accountable to the shareholding Ministers for the good governance and management of CS Energy Limited (**Company**) and its controlled entities (together referred to as the **Group**). The Board exercises and may sub-delegate its power, for the effective operation of the Group, subject to:

- the *Corporations Act 2001*(Cth);
- the *Government Owned Corporations Act 1993* (Qld);
- the Company's Constitution, and constitutions of controlled entities;
- the Company's approved Statement of Corporate Intent;
- the Company's Australian Financial Services License; and
- lawful directions issued to, or requirements made of, the Group under relevant legislation, including by shareholding Ministers.

No person will exercise authority on behalf of the Group without an explicit delegation of authority from the Board (or a permitted sub-delegation) under this Policy, another Group policy or other resolution of the Board as recorded in the Board minutes.

This Policy applies to all entities of the Group.

## 2 SCOPE

This Policy sets out:

- the authority of the CEO to manage the Group, subject to matters that are reserved for the Board, or specifically delegated to others;
- specific delegations to Board Committees or individual Directors, where required; and
- the Board's requirements for limited and appropriate Corporate Entertainment and Hospitality expenditure.

It applies to all Company activities as well as all activities of the Group.

Any delegation in this Policy to a position, applies to a person formally appointed to that position, including a person acting in that position.

## 3 RESPONSIBILITIES AND ACCOUNTABILITIES

### 3.1 Board

The Board delegates certain powers and authorities to the CEO, Board Committees, individual Directors, or other personnel as required.

The Board remains accountable for the exercise of these authorities and monitoring their exercise.

### 3.2 Chief Executive Officer

The CEO is responsible for the effective management of the Group.

In discharging this responsibility, the CEO may sub-delegate powers and authorities to Group personnel. This is primarily (but not exclusively) done under [CS-FIN-01 Authorities and Delegations Standard](#).

The CEO will remain responsible to the Board for the exercise of any such sub-delegated authorities. The CEO must ensure that the Group's internal systems of control adequately manage and monitor the implementation and operation of this Policy, including any sub-delegations made by the CEO.

The CEO will report to the Board, in a timely manner: strategic initiatives, the financial performance of the Group, any material issues, risks or contingent expenditure, and anything else necessary to maintain a "no surprises" relationship with the Board.

### 3.3 Company Secretary

The Company Secretary is responsible for investigating any breaches of this Policy and for coordinating the review of this Policy.

### 3.4 Delegates

Each delegate is responsible for exercising their powers and authorities in the best interests of the relevant Group entity, for a proper purpose and in full compliance with the Code of Conduct and Group policies.

Delegates must ensure that they fully understand the nature and implications of any exercise of their authority.

## 4 DELEGATIONS

### 4.1 Matters reserved for Board Approval

The matters in section 8.1 are reserved exclusively for approval by the Board. For clarification:

- these matters are reserved to the Company Board, controlled entities must refer these matters to the Company Board for prior endorsement, direction or approval;
- where an issue is apparently reserved for Board approval and there is doubt as to the intent of the wording, the presumption is that Board approval is required; and
- references to expenditure thresholds are to be interpreted, where appropriate, to include not only direct outlays but also the known contingent liabilities and/or other exposures.

Where the Board approves a transaction or group of transactions (e.g. a project or contract) for a specific value (the **approved value**), there is no further requirement to seek Board approval for particular expenditure under that project or contract up to the approved value.

### 4.2 Delegation by Board to Board Committees

To facilitate the efficient operation of the Board it has delegated aspects of its power and authority to Board Committees as set out in the relevant Committee Charter.

A Committee may sub-delegate its powers or authorities in accordance with its Charter.

### 4.3 Delegation by Board to the Board Chair

The Board delegates the following responsibilities and authority to the Board Chair:

- approval of Group related expenses (including travel, accommodation and professional development) incurred by individual Directors (other than the Board Chair) in accordance with Attachment 3 – Director Expenses;
- approval of Group related expenses (including travel, accommodation and professional development) incurred by the CEO;
- approval of Group related overseas travel by Directors, personnel or anyone else paid for by the Group;
- act as spokesperson for, and representative of, the Board;
- approve Corporate Hospitality and Entertainment provided to third parties as a representative of the Board;
- act as spokesperson for the Company in the absence of the CEO or sub-delegate of the CEO; and
- review and sign responses to correspondence addressed to the Board or Board Chair, subject to reporting at the next appropriate interval and prior consultation with other Directors as the Board Chair deems appropriate.

The Board Chair may sub-delegate any of these authorities to another Director, during periods where the Board Chair is unavailable or otherwise unable to effectively exercise these authorities.

### 4.4 Delegation by the Board to the Chair of the Audit & Finance Committee

The Board delegates to the Chair of the Audit & Finance Committee the approval of Group related expenses (including travel, accommodation and professional development) incurred by the Board Chair in accordance with Attachment 3 – Director Expenses.

The Chair of the Audit & Finance Committee may sub-delegate any of these authorities to another Director (other than the Board Chair) during periods where the Chair of the Audit & Finance Committee is unavailable or otherwise unable to effectively exercise these authorities.

### 4.5 Delegation by Board to the Board Chair and the Chair of the Audit & Finance Committee

Where time does not permit the submission of the below reports to a scheduled meeting of the Board, the Board delegates (jointly) to the Board Chair and the Chair of the Audit & Finance Committee authority to approve those reports for submission to shareholding Ministers (or their representatives):

- Quarterly Reports; and
- Forecast Reports.

### 4.6 Delegation by Board to the CEO

The Board delegates to the CEO its power and authority to manage and supervise management of the day-to-day operations and activities of the Group, excluding powers reserved to the Board and specific delegations by the Board to Committees, individual Directors or others.

The CEO is authorised to act as a spokesperson for the Group.

The Board recognises that the CEO cannot personally perform or closely supervise all the activities and functions involved in the conduct of the Group's activities. The Board authorises the CEO to sub-delegate some or all of the power and authority delegated to the CEO.

#### 4.7 Ad hoc delegations

In addition to the standing delegations in this Policy, or other Group policies, the Board may delegate the exercise of its power and authority on a case by case basis for a particular purpose and subject to any conditions the Board deems appropriate.

The Board may also specify additional reservations or conditions on the exercise of any previously delegated power or in relation to particular matters.

#### 4.8 Emergency Delegations

Where a matter requires urgent action in order to ensure the safety of individuals, meet regulatory requirements, or preserve the Group's business continuity (an **emergency**), and it is not reasonably practical to resolve the emergency within existing delegations or convene a Board meeting within any necessary timeframe, then to the extent it is necessary to resolve the emergency and despite reservations or specific delegations in this Policy or any other instrument:

1. The CEO will use all reasonable endeavours to consult with the Board Chair. The Board Chair and CEO may jointly approve the exercise of any lawful power or authority of the Group;
2. If unable to consult with the Board Chair, the CEO may exercise any lawful power or authority of the Group; or
3. If the CEO is unavailable in any necessary timeframe, a Senior Executive (in the order of precedence specified in the definition of Senior Executive in section 9) may act as though they were the CEO for the purposes of this section (following steps 1 and 2 above).

Powers and authorities delegated under this section only apply to the extent and duration of the emergency.

All Directors will be notified as soon as possible of any exercise of authority under this section and the CEO will report the matter to the next Board meeting. The Board will ratify the exercise of authority under this section and hold the CEO (and if applicable, Board Chair and/or Senior Executive) accountable for the exercise of authority.

### 5 BREACHES AND CONSEQUENCES

Where a breach of this Policy is suspected, it is to be reported as follows:

- If the suspicion includes **corrupt conduct** – Legal or the Whistleblower Hotline;
- If it involves a Director, the CEO or the Company Secretary - the Board Chair or Chair of the Enterprise Risk Committee (as appropriate); or
- In any other case, to the Company Secretary who will investigate and advise the Enterprise Risk Committee of the outcomes of any confirmed breach.

### 6 REVIEW

This Policy will be submitted to the Board for review at least every two years.

## 7 LINKS AND REFERENCES

Reference No	Reference Title
April 2013	<a href="#">Investment Guidelines for Government Owned Corporations</a>
September 2008	<a href="#">Government Owned Corporations Corporate Entertainment and Hospitality Guidelines</a>
N/A	<a href="#">Code of Conduct</a>
CS-RISK-02	<a href="#">Market Risk Policy</a>
N/A	<a href="#">Group Financial Policy</a>
CS-GOV-13	<a href="#">Complaints and Investigation Handling Standard (Official Misconduct, Public Interest and Protected Disclosure)</a>
CS-FIN-03	<a href="#">Authorities and Delegations Standard</a>
CS-HR-31	<a href="#">Domestic and International Travel Procedure</a>

## 8 ATTACHMENTS

### 8.1 Attachment 1 - Reserved for Approval by the Board

Exercise of all reserved and delegated Board powers and authorities are subject to Queensland Government policies notified by shareholding Ministers from time to time and requirements for shareholding Minister approval or notification.

All amounts noted in this Policy are GST exclusive.

#### 8.1.1 Strategy, Planning and Performance Reporting

Category	Matters reserved to the Board and thresholds
Strategy and Planning	<ul style="list-style-type: none"> <li>Strategic Plan</li> <li>Mission, Vision and Values</li> <li>Five year financial plans, including annual budget</li> <li>Corporate Plan and Statement of Corporate Intent</li> </ul>
Corporate Key Performance Indicators	<ul style="list-style-type: none"> <li>Organisation-wide corporate and operational objectives, measures and related financial and non-financial Key Performance Indicators</li> </ul>
External reporting	<ul style="list-style-type: none"> <li>Annual Report and accompanying Directors' Report and Financial Statements</li> <li>Other statutory reports required to be approved by the Board</li> </ul>

#### 8.1.2 Governance

Category	Matters reserved to the Board and thresholds
Corporate governance	<ul style="list-style-type: none"> <li>Board and Board Committee charters</li> <li>Code of Conduct and Authorities and Delegations policies</li> <li>Other policies not delegated to a Board Committee under its Charter</li> <li>Change to the constitution of the Company or any subsidiary or controlled entity</li> <li>Incorporation, acquisition, disposal or winding up of any subsidiary company or main undertaking</li> <li>Use of the Common Seal</li> <li>Appointment of an attorney pursuant to a Power of Attorney</li> <li>Indemnity, Access and Insurance cover for Directors, Executives and Officers</li> </ul>
Appointments	<ul style="list-style-type: none"> <li>Appointment of Directors and / or officers to a subsidiary, controlled entity or alliance / joint venture board and remuneration of personnel in those roles</li> <li>The nomination of a Director, CEO or direct report to the CEO to represent the Company on an external body</li> <li>Appointment or removal of a Company Secretary</li> <li>CS-HR-59 Remuneration for Chief Executive and Senior Executives Procedure</li> </ul>

#### 8.1.3 Legal and Insurance

Category	Matters reserved to the Board and thresholds
Initiation of legal proceedings	<ul style="list-style-type: none"> <li>Commencement of legal proceedings.</li> <li><i>Reservation does not include commencing dispute resolution or similar mechanisms authorised in contracts or agreements.</i></li> </ul>
Settlement of legal proceedings or insurance claims.	<ul style="list-style-type: none"> <li>Settlement of legal proceedings: <ul style="list-style-type: none"> <li>where the payment by the Group is greater than <b>\$2.5 million</b>; or</li> <li>where the payment to the Group relates to a dispute or proceedings involving a claim by the Group of an amount greater than \$2.5 million.</li> </ul> </li> <li>Settlement of insurance claims where the unrecovered loss to the Group is greater than <b>\$5 million</b>.</li> </ul>

#### 8.1.4 Assets

Category	Matters reserved to the Board and thresholds
Mining/petroleum tenements	<ul style="list-style-type: none"> <li>Any purchases, sale, relinquishment or surrender of mining/petroleum tenements or related land</li> </ul>
Writing off fixed assets, bad debts or inventory.	<ul style="list-style-type: none"> <li>Greater than <b>\$2 million</b> per fixed asset per annum.</li> <li>Greater than <b>\$2 million</b> of aggregated inventory write offs per annum.</li> <li><i>Note that accounting adjustments will typically be considered by the Audit and Finance Committee before Board approval.</i></li> <li>Greater than <b>\$1 million</b> per individual debtor. or <b>\$2 million</b> of aggregated bad debts per annum.</li> </ul>
Asset fair value adjustments or impairment.	<ul style="list-style-type: none"> <li><b>No reservation</b> for mark to market movements of derivatives</li> <li>Greater than <b>\$5 million</b> per fixed asset per annum.</li> <li><i>Note that accounting adjustments will typically be considered by the Audit and Finance Committee before Board approval.</i></li> </ul>

#### 8.1.5 Financing and Funds

Category	Matters reserved to the Board and thresholds
Financing	<ul style="list-style-type: none"> <li>Capital restructures including reductions of capital, equity or debenture issues or debt for equity swaps in either the parent, subsidiary, joint venture or controlled entity</li> <li>Intra-Group funding arrangements with consideration given to deeds of cross guarantee</li> </ul>
Finance Leases	Refer <a href="#">Group Financial Policy</a>
Dividends	Declaration and approval of dividends
Banking Facilities	<ul style="list-style-type: none"> <li>All changes (increase and decreases) to the total facilities available or new facilities required, including alternate sources of debt funding.</li> <li>Opening a new bank account or authorise new Transaction Facilities on behalf of the Company or Group entity. The Board instead authorises the following to jointly open the bank account or authorise the facility: <ul style="list-style-type: none"> <li>- Any two Directors; or</li> <li>- Any one Director and the Company Secretary.</li> </ul> </li> </ul>
Security and encumbrances	<ul style="list-style-type: none"> <li>Creation and the key terms of any security or encumbrance over any asset of the Company or any subsidiary, joint venture or controlled entity.</li> </ul>
Financial Investments	<ul style="list-style-type: none"> <li>Investments in cash or cash equivalents with financial institutions with a minimum rating of A+ – greater than <b>\$50 million</b> per counterparty</li> <li>Other investments are reserved for Board approval.</li> </ul>
Foreign exchange transactions including hedging of purchases and cash payments	<ul style="list-style-type: none"> <li><b>No reservation</b> for hedging of committed transactions, and hedge instruments converted to currency, under Group Financial Policy.</li> <li>Greater than <b>\$1 million</b> per transaction for hedging uncommitted transactions.</li> </ul>
Funding arrangements, debt and financial facilities management including guarantees.	<ul style="list-style-type: none"> <li><b>No reservation</b> if part of the State Borrowings Program and within Board approval including the key terms of any loan, guarantee, lease, indemnity or letter of comfort by the Company.</li> <li>Management of the modified debt duration outside of the Board approved duration range under Group Financial Policy.</li> </ul>

Category	Matters reserved to the Board and thresholds
	<ul style="list-style-type: none"> <li>Letters of Credit or guarantees greater than <b>\$10 million</b> per transaction (unless <a href="#">Market Risk Policy</a> applies – then to be consistent with that Policy).</li> <li>Draw down or repayment of Long-term Debt outside of current facility limits including any rolling over of previously issued amounts and payment of facilities fees</li> <li>Operating either Funding Facilities or Transactional Facilities outside of the terms of the facility documentation</li> <li><b>No reservation</b> - Transfer of funds between facilities, including the requirements to manage margin arrangements for futures contracts or cash liquidity for Surplus Liquid Funds requirements under the Australian Financial Services Licence.</li> </ul>

### 8.1.6 Investments, Revenue and Expenditure

Category	Matters reserved to the Board and thresholds
Statutory payments (such as taxation, carbon payments) or payments under debt obligations or other contractual obligations.	<ul style="list-style-type: none"> <li><b>No reservation</b></li> <li><i>Subject to any option, dispute or accounting/taxation policy decision with a Net Present Value greater than \$10 million being reserved to the Board.</i></li> </ul>
Costs directly related to deriving electricity and coal revenue <i>Typically related to Gross Margin</i>	<ul style="list-style-type: none"> <li><b>No reservation</b>– Board approval is only required for projects or contracts associated with these costs (as below), not the costs expended under them or otherwise incurred without a project or contract.</li> <li><i>Includes contracted fuel purchases, long term pooling/tolling arrangements, transport costs associated with contracted fuel purchases or associated regulatory charges.</i></li> </ul>
Spot (uncontracted) fuel purchases	<ul style="list-style-type: none"> <li>Greater than <b>\$10 million</b> per annum</li> </ul>
Coal sales	<ul style="list-style-type: none"> <li>Greater than <b>\$10 million</b> per customer per annum, where not already authorised under a Board approved contract</li> </ul>
Electricity derivatives, electricity retail contracts, environmental and carbon products.	<ul style="list-style-type: none"> <li>Refer <a href="#">Market Risk Policy</a></li> </ul>
Operational Expenditure	<ul style="list-style-type: none"> <li>Total expenditure greater than <b>\$3 million</b> above latest Board approved operational expenditure budget/forecast.</li> </ul>
Non-routine expenses not previously identified in a Board approved budget or forecast (including the Board paper and attachments)	<ul style="list-style-type: none"> <li>Greater than <b>\$1 million</b> per commitment.</li> </ul>
Capital Expenditure	<ul style="list-style-type: none"> <li>Total expenditure greater than approved capital budget;</li> <li>Greater than <b>\$5 million</b> for any single investment or project approved value</li> <li><i>Must also comply with <a href="#">Investment Guidelines for Government Owned Corporations</a></i></li> </ul>



Category	Matters reserved to the Board and thresholds
<p>Contracts for the acquisition or provision of assets or services, including operating leases</p> <p><i>This reservation does not apply where the contract is part of an approved project and is within the project's approved value.</i></p>	<ul style="list-style-type: none"> <li>• Greater than <b>\$10 million</b> approved value</li> <li>• Expenditure greater than or equal to <b>5%</b> or <b>\$2.5 million</b> (whichever is the lesser value) in excess of prior Board approval.</li> <li>• <i>For the purposes of determining approved value, the present value of the expense and revenue flows over the life of the contract term and including reasonable estimates of commercial adjustments (e.g. rise and fall, foreign exchange, etc.) will be used.</i></li> <li>• <i>Where expenditure under the contract exceeds the previously approved value re-approval must be sought, except to the extent that this is the result of commercial adjustments authorised under the original terms of the approved contract.</i></li> <li>• <i>N.B. "Major" contracts greater than \$2 million for revenue, or coal/gas supply to the Group, may trigger requirements under the <a href="#">Investment Guidelines for Government Owned Corporations</a></i></li> </ul>
Ex-gratia payments	<ul style="list-style-type: none"> <li>• Ex-gratia payments to employees to facilitate an agreed separation greater than <b>\$200,000</b>.</li> <li>• Any other ex-gratia payments made to Group personnel, Directors or owner representatives, or any other ex-gratia payments made to related parties.</li> <li>• Any other ex-gratia payment greater than <b>\$200,000</b>. <i>Any ex-gratia payment must be reported to the Board at its next meeting.</i></li> </ul>
Travel	<ul style="list-style-type: none"> <li>• Travel other than Official Travel and/or travel by Accompanying Persons.</li> </ul>
Sponsorships	<ul style="list-style-type: none"> <li>• Sponsorships not already approved within the Statement of Corporate Intent.</li> </ul>
Corporate Entertainment and Hospitality	<ul style="list-style-type: none"> <li>• Corporate Entertainment and Hospitality other than that already approved within the Statement of Corporate Intent or inconsistent with the guidelines set out in section 8.2.</li> <li>• The CEO may not sub-delegate the approval of Corporate Entertainment and Hospitality to an officer other than to a Senior Executive.</li> </ul>

## 8.2 Attachment 2 – Guidelines for Corporate Entertainment and Hospitality

### 8.2.1 Intent

These Guidelines and other requirements in section 8.1.6 have been established by the Board to address the expectations of the [Government Owned Corporations Corporate Entertainment and Hospitality Guidelines](#).

Given the current circumstances of the Group and community expectations, Corporate Entertainment and Hospitality will be limited, rare, scrutinised and annually approved via the Statement of Corporate Intent.

Accordingly, these guidelines set out the general expectations of the Board in relation to Corporate Entertainment and Hospitality that shall be taken into account by senior executives exercising judgement in determining what is appropriate in the context of any specific, approved event.

### 8.2.2 Purpose and Decorum

Senior executives approving Corporate Entertainment and Hospitality are to ensure that it is for official purposes and will withstand scrutiny against reasonable community expectations for the expenditure of public monies. Events will be of an appropriate level of decorum and alcohol will only be served where appropriate, in responsible quantities and with consideration of the safety of all attendees.

### 8.2.3 Recipients and expenditure

Employees will only attend Corporate Entertainment and Hospitality events where they are necessary for advancing the goals of the Group and will typically be equal or fewer in number than the external guests. External guests will be selected according to their relevance to maintaining key stakeholder relationships, advancing Group goals or the normal requirements of protocol or reciprocal hospitality.

Corporate Entertainment and Hospitality expenditure will typically not be in excess of **\$125 per person**, unless this is appropriate to the nature and purpose of the hospitality approved in the Statement of Corporate Intent.

### 8.2.4 Reporting and Records

Corporate Entertainment and Hospitality will be reported to the shareholding Ministers via the Quarterly Report along with a justification of the expenditure and its benefits. Records will be maintained of all persons attending, the organisation they represent and as necessary for accounting and taxation requirements.

### 8.2.5 Other Hospitality

As per the definition in section 9, entertainment and hospitality is not considered Corporate Entertainment and Hospitality in limited circumstances and where the total cost does not exceed **\$5000**, or **\$125 per person** or where the CEO has authorised the expenditure to reward and recognise an individual employee's exceptional performance.

The Board will hold the CEO accountable for sub-delegation of any authority and controls around expenditure in relation to these limited exceptions.

### 8.3 Attachment 3 – Director Expenses

Where Directors of the Company require facilities, tools, travel or incur legitimate expenses in the course of Group business these will be paid for by the Company in accordance with this attachment and where indicated, subject to approval as per sections 4.3 and 4.4 of this Policy.

The Company Secretary will support Directors in accessing, claiming and reporting on these expenses.

#### 8.3.1 Facilities and Tools

The Company will provide, support and pay for the following facilities and tools at the cost of the Company. Where an individual ceases to be a Director these tools or any related items must be returned to the Company Secretary within 30 days.

- Each Director will be provided with an iPad (or similar as adopted by the Company from time to time) for the primary purpose of accessing Board/Committee papers and other Company communications;
- Each Director will be provided with a Cabcharge card for travel relating to Group business;
- Directors will be provided with such office accommodation and equipment at a CS Energy site (as agreed with the Director) as is required by them to discharge their CS Energy functions;
- Directors may be provided with any other facilities and tools reasonably required to fulfil their duties to the Group, subject to approval; and
- The Board Chair will be provided with a smartphone of the type typically provided to a Senior Executive.

#### 8.3.2 Personal Protective Equipment

Each Director will be provided with such safety clothing, boots/shoes and other accessories as are necessary to facilitate visits to and inspection of CS Energy sites.

#### 8.3.3 Expenses (subject to approval)

Where possible, Directors are requested to incur appropriate expenses directly to the Company via the Company Secretary. The next preference is re-imbusement of actual expenses (supported by tax invoices) through payroll, otherwise the Company will pay for these via means of an allowance<sup>1</sup>:

- Travel in accordance with CS-HR-31 Domestic and International Travel Procedure, under which a Director will have access to the same amenities as the CEO (including membership of an airline club if travelling at the required frequency and subject to approval);
- Director professional development;
- Incidental expenses (e.g. communications, postage) incurred in the performance of Director duties, within the following limits (unless otherwise approved):
  - Chairman - \$500 per annum;
  - Committee Chair - \$375 per annum;
  - Other Director - \$250 per annum.

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<sup>1</sup> Domestic travel allowance expenses are payable to Directors who do not have Company meet the costs of accommodation, meals and/or mileage while travelling on Group business (or that part of the travel attributable to CS Energy business). Unless approved by the Board Chair prior to travel, an allowance will not be paid where a Director is staying free-of-charge with family or friends. Allowances will be paid according to Australian Tax Office rates and rulings, will be included in the Director's payment summary and may be taxable.

## 9 DEFINITIONS

Term	Definition
Accompanying Person	means a person travelling with a Director or employee of the Group (who is undertaking employee travel) for purposes other than Official Travel, for example, a partner, spouse or relative of the officer or employee.
Approved Value	The total value of expenditure approved by a delegate with sufficient financial authority.
Board Approved Budget/Forecast	<p>The more recently approved by the Board of:</p> <ul style="list-style-type: none"> <li>• the budget set out in the Board approved Corporate Plan/Statement of Corporate Intent; or</li> <li>• a forecast.</li> </ul>
Corporate Entertainment and Hospitality	<p>Entertainment and hospitality offered to corporate customers, key stakeholders and interest groups for clearly identifiable commercial and organisational benefits. Corporate Entertainment and Hospitality does <b>not</b> include the following, undertaken at reasonable times, intervals and cost:</p> <ul style="list-style-type: none"> <li>• expenditure on meals which are incidental to business meetings, workshops / conferences / seminars /training, regardless of whether they are attended by employees or external stakeholders;</li> <li>• genuine team building exercises which demonstrably build towards improved culture or performance;</li> <li>• specific reward and recognition events for genuinely high performance; or</li> <li>• expenditure on meals incurred as part of Official Travel</li> </ul> <p>where the total cost of any occurrence is less than <b>\$5000</b> and the per head expenditure is less than <b>\$125</b>.</p> <p>In addition, Corporate Entertainment and Hospitality does not include prudent expenditure authorised by the Chief Executive Officer to reward and recognise an individual employee's exceptional performance.</p>
Corrupt Conduct	<p>Is defined section 15 of the <i>Crime and Corruption Act 2001</i> (Qld). For CS Energy Group purposes, corrupt conduct generally means conduct that –</p> <ol style="list-style-type: none"> <li>a) adversely affects, or could adversely affect the performance of functions or exercise of powers by the CS Energy Group or Personnel; <b>and</b></li> <li>b) results, or could result, in the performance of functions or the exercise of powers in a way that –             <ol style="list-style-type: none"> <li>i. is not honest or is not impartial; or</li> <li>ii. involves a knowing or reckless breach of the trust placed in the person; or</li> <li>iii. involves a misuse of CS Energy Group information or material; <b>and</b></li> </ol> </li> <li>c) is engaged in for the purpose of providing a benefit to the person or another person or causing a detriment to another person; <b>and</b></li> <li>d) would, if proved, be –             <ol style="list-style-type: none"> <li>i. a criminal offence; or</li> <li>ii. a disciplinary breach providing reasonable grounds for terminating the person's services.</li> </ol> </li> </ol> <p>refer <a href="#">Complaints and Investigation Handling Standard (Official Misconduct, Public Interest and Protected Disclosure)</a></p>
Delegate	any person or entity delegated authority under the Authorities and Delegations Policy/Standard, other Group policies, standards and procedures or any other resolution or instrument (including via sub-delegation).
Non-Routine Expenditure	Typically related to costs which are not routine in nature (not part of the normal day to day costs of running the operation or business unit) and usually represent cost types

Term	Definition
	which are once-off.
Official Travel	means travel approved by CS Energy for work purposes.
Operational Expenditure	typically related to Site Cash Costs or Corporate Cash Costs incurred as part of the day to day operation of the power station, mine, business unit or department.
Personnel	employees, consultants or contractors engaged by the Group or any other person explicitly delegated powers or authority by the Board or CEO.
Project	An expenditure or investment with clearly defined benefits, costs, scope and schedule which is approved and managed as a single entity for the purposes of this Policy. Further approvals for individual transactions within the project approved value are typically not required.
Senior Executive	The Chief Executive Officer, Chief Financial Officer, Executive General Manager Plant Operations, Executive General Manager Asset Management, Executive General Manager Corporate Services, Executive General Manager Revenue Strategy. These officers comprise the Executive Leadership Team.