



Delegations of Authority

Brief description

The Delegation of Authority outlines the Ministerial and Board delegations of authority and the principles that apply to the delegations.

The Board considers this the primary Governance Document for establishing confidence in GPC's control environment.

Document information

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Document accountability

Role	Position
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Custodian	CFO

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If you require any further information, please contact the Custodian.

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The current version of this Policy is available on GPC's Intranet.

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Table of Contents

1	Terms and definitions	3
2	Introduction	5
2.1	Purpose	5
2.2	Scope	5
2.3	Objectives	5
2.4	Consequences for non-compliance	6
3	Principles	6
3.1	Legal context	6
3.2	Delegations	6
3.3	Restrictions on exercising delegated authority	6
4	Implementation framework	7
4.1	Matters reserved for Ministerial approval	7
4.2	Matters reserved for Board approval	7
4.3	Delegation to the CEO	7
4.4	Delegation by the CEO	7
5	Delegated Authority	7
5.1	Ministerial reserved matters	8
5.2	Board reserved matters	10
5.3	Delegation to the CEO - Financial delegations	15
5.4	Delegation to the CEO - Administrative approvals	23
5.5	Sub-delegation of authority to an Appropriately Qualified Employee	34
5.6	Management of Employment Settlements	34
6	Execution of instruments committing GPC	36
6.1	Legally Binding Instruments	36
6.2	General requirements	36
6.3	Departures from GPC standard terms	37
6.4	Checking, filing and storing after execution	37
6.5	Options, assignments, variation	37
7	Monitoring, review and reporting	37
8	Appendices	38
8.1	Appendix 1 – Related documents	38
8.2	Appendix 2 – Payment System Authority Levels	40
8.3	Appendix 4 – Revision history	41

1 Terms and definitions

In this document:

“Appropriately Qualified Employee” means having relevant qualifications or experience for the role/function.

“Attorney” means those GPC appointed in the below named positions to do the things described in the power of attorney:

- Name Chief Executive Officer
- Name Chief Financial Officer
- Name Company Secretary
- Name Director

“Benefit” means anything of value, including money, payment or reimbursement of expenses, the forgiveness of debts and non-monetary benefits such as ownership or use of property.

“Cumulative Commitment” means the total of all commitments of a single good/product/service or group of like goods/products/services from a single vendor within a financial year.

“Deed” means GPC’s template Deed of Settlement and Release for persons employed by GPC or its subsidiaries.

“Document Owner” means the person who is accountable and responsible for the approval and amendment of a Governance Document.

“ELT member” means each member of the ELT responsible for the function/matter/Employee.

“Employment Settlement” means any settlement or agreement to resolve an employment related claim or dispute (including without limitation any agreed termination or resignation and any actual or threatened litigation) with a person in relation to the person’s employment or engagement by GPC. In addition to a settlement or agreement with an Employee, a settlement or agreement with a contractor or a consultant also falls within the scope of this definition.

“Legal Binding Instrument” means all documents to which a legal binding obligation may be attached including but not limited to:

- agreements and contracts for the supply of goods and/or services by GPC;
- agreements and contracts for the supply of goods and/or services;
- agreements and contracts for employee related matters (i.e. contracts, deed of release, enterprise agreements, etc.);
- deeds (excluding procurement releases);
- leases, licences, permits or consent to enter;
- property related matters (rights, transfers, etc.);
- memorandums of understanding (despite being non-binding);
- letter of Intent/Comfort/Offer (despite being non-binding);
- term sheet;
- confidentiality agreements;
- any written format of record making any commitment on behalf of the corporation; or
- any other description for a legally binding instrument.

“Port Facilities” (redacted definition - Transport Infrastructure Act 1994) means the facilities or land that are owned or controlled by GPC or its wholly owned subsidiary and used in the operation or strategic management of the port. Examples of port facilities includes:

- wharf and port marine operational areas and shipping channels within port limits;
- marine and port structures;
- berths and berth pockets;
- ship building facilities and dry docks;
- offshore structures used for shipping purposes;
- wharf protection devices;
- hydraulic structures;
- bulk loading and unloading facilities;
- boat harbours and boat ramps;
- vehicle and railway ferry terminals, oil and liquid product terminals and other terminals within the port area;
- access roads and rail corridors;
- roads, access corridors and flyovers;
- conveyors;
- pipelines;
- weighbridges;
- monitoring facilities;
- security facilities;
- communication facilities;
- material handling or disposal areas;
- vehicle parking facilities;
- public, community and visitor facilities;
- partially completed reclamation areas in areas designated as future strategic port land;
- partially completed port facilities.

“Significant Procurements” means a high value and high risk or high value and low risk or low value and high risk procurement project, determined to be a Significant Procurement by the Executive Leadership Team (“**ELT**”) member and Chief Financial Officer (“**CFO**”) jointly. When considering whether a procurement project should be a Significant Procurement, the ELT member and CFO must have regard to all the following:

- (a) the total risk of the procurement (mandatory determination, high and low risk procurement equates to Significant Procurement); and
- (b) the value of the project (as a general guide where the value \geq \$5m) however this is a CFO discretionary determination – procurement where the value $<$ \$5m may be still considered Significant Procurement; and
- (c) The overall commercial assessment of the procurement.

“Strategic Port Land” means land included in the Gladstone Ports Corporation’s current approved Land Use Plan.

“Total Value” means the total value of a commitment, including the aggregate of the original transaction value, any variations (scope of work, time period extension such as options within

contracts for extensions e.g. 3+1+1 term or renewal options) and contingency. It excludes GST. Total Value for long term projects must represent the Net Present Value (“NPV”).

Terms that are capitalised and not otherwise defined in this Policy are defined in the GPC Corporate Glossary Instruction (as listed in Appendix 1 – Related documents).

2 Introduction

2.1 Purpose

As a Queensland Government owned corporation, Gladstone Ports Corporation Limited (“GPC”) must strike an appropriate balance between commercial objectives and accountability.

The purpose of this document is to ensure that the delegation of power and authority and the exercise of duties and functions reflect GPC’s commitment to integrity and probity in corporate governance and the operation of GPC.

The Board is responsible for ensuring that powers, authorities, duties and functions are in each case delegated in a responsible and appropriate manner, and that exercise of these powers are independently assessed by the Board.

The document defines the principles informing GPC’s delegation of corporate authority.

2.2 Scope

This Delegations of Authority (DOA) applies to all Directors, Officers, Employees and all other Workers engaged under the direct management of GPC (its wholly owned subsidiaries and controlled entities), and GMPS (including Contractors and Consultants).

The DOA identifies the matters:

- Reserved for Ministerial approval; and
- Reserved for Board approval; and
- Delegated to a Board Committee, a Director, the Chief Executive Officer (“CEO”) or another appropriate Officer of GPC as exercised by resolution subject to any requirements under the *Government Owned Corporations Act 1993* (QLD) or other applicable legislation; and
- Sub-delegated by the CEO to an Appropriately Qualified Employee.

Delegations and limits of authority in the DOA prevail over any inconsistent delegations or limits of authority in other GPC Policies, Standards, Procedures or any other document (excluding Board resolutions). Power and authority cannot be sub-delegated to a committee without express approval from the Board. Such approval must then be recorded in the DOA.

The Board’s role, responsibilities and delegations of oversight matters to its members and committees are set out in the Board Charter.

All items included in the DOA are net of GST.

2.3 Objectives

The DOA is designed to ensure that:

- (a) GPC can operate effectively and efficiently, with appropriate oversight by shareholding Ministers (“SHMs”) and the Board; and

- (b) GPC complies with the requirements of the *Corporations Act 2001* (Cth), *Government Owned Corporations Act 1993* (Qld), *Financial Accountability Act 2009* (Qld), and GPC Constitution;
- (c) GPC Officers, Employees, Consultants and Contractors can clearly identify their level of authority and the delegates from whom they must seek relevant endorsement and/or approval.

2.4 Consequences for non-compliance

Directors, the CEO and ELT as well as all Officers, must annually confirm their receipt, understanding and adherence to the DOA in writing.

Circumventing of a delegation approval, as prescribed in this DOA, or order splitting (procurement) is considered a breach. Breaches of the DOA are dealt with in accordance with the relevant workplace conduct policies and procedures. Non-compliance could lead to disciplinary action being taken, termination of employment or constitute a criminal offence.

Activities that are not covered in the DOA must be reported to the CFO and Company Secretary.

3 Principles

The following principles govern all delegations of authority:

3.1 Legal context

- (a) GPC's business must be managed by or under the direction of the Board;
- (b) The Board may, by formal resolution, delegate certain powers and authorities. In addition to the standing delegations in this document, the Board may delegate the exercise of its power and authority on a case-by-case basis for a particular purpose, subject to appropriate conditions.
- (c) The Board retains the ultimate legal responsibility for the exercise of powers and authority delegated and must maintain a framework of internal control over all delegates.

3.2 Delegations

- (a) Delegations of authority are how GPC enables Employees in their capacity as Officers of GPC, or Consultants or Contractors in the case of major projects, to act on behalf of GPC.
- (b) Complying with delegated authority demonstrates GPC's commitments to strong and effective corporate governance, and clear and transparent administrative practices.
- (c) Delegation levels reflect multiple factors, including nature or type of commitment, its financial and reputational impact, its standard of accountability, audit findings, and the level of risk associated with the activity.
- (d) If there is ambiguity about which delegated authority applies, delegates must adopt a conservative approach, by exercising the lowest level of delegated authority that may apply.

3.3 Restrictions on exercising delegated authority

- (a) Unless a delegation of authority applies, no Employee has any individual authority to commit GPC to obligations (including making any representations or agreements with suppliers, customers, employees or other parties).

- (b) Authorities are delegated to a position and not a named Employee and extend to any Employee acting in that position.
- (c) Authority cannot be delegated to a Contractor or Consultant, only to a GPC Employee, except for Board endorsed engagements.
- (d) Delegates are bound by the authority limits set out in the relevant delegation. Any action by a delegate must be within the limits of the delegation.
- (e) Financial limits to authorities apply to the Total Value of the commitment. Delegates must not split transactions to allow a lower financial limit to be used, and the relevant approval must always be sought for the Total Value of the expenditure/revenue.
- (f) Delegates must exercise their authority subject to and in accordance with the law and GPC's Policies, Standards and Procedures.
- (g) Delegates must exercise their authority with due regard to financial prudence and budget constraints.
- (h) Delegates must exercise their authority within their area of organisational responsibility.
- (i) Delegates must not accept, or exercise delegated authority if it creates any actual, potential or perceived conflict of interest or results in any personal benefit/loss to them.

4 Implementation framework

4.1 Matters reserved for Ministerial approval

Refer to section 5 Delegated Authority, below.

4.2 Matters reserved for Board approval

Refer to section 5 Delegated Authority, below.

4.3 Delegation to the CEO

All matters that are necessary for the day-to-day management of GPC are delegated to the CEO, subject to:

- (a) financial and administrative limits as defined in the DOA.
- (b) matters specifically reserved for the Board in Appendix 2 of the Board Charter; and
- (c) matters specifically delegated by the Board to a Committee, a Director, an Executive General Manager or any other Appropriately Qualified Employee, subject to any requirements under the *Government Owned Corporations Act 1993* (QLD) or other applicable legislation, for a particular purpose as exercised by Board resolutions.

4.4 Delegation by the CEO

The Board authorises the CEO to delegate their powers and authority to an Appropriately Qualified Employee, and in accordance with the principles of the DOA.

5 Delegated Authority

GPC applies a two-stage process for most delegated authorisations (some delegations do not have a financial component):

- Stage 1 – committing the corporation.

- Stage 2 – recording in the ERP systems for accounting and financial management purposes.

Stage 1 represents the delegation approval point. Such commitments can include, but are not limited to, Sourcing Strategy, Expenditure Justification Form, Agreements, Contracts, Deeds, Letter of Intent, etc.

The CEO has delegated authority to authorise JDE payments for existing GPC commitments. These payment authorisations levels are reflected in JDE. Refer Appendix 2 – Payment System Authority Levels.

This section of the DOA:

- summarises matters reserved for Ministerial approval in section 5.1;
- summarises matters requiring Board approval in section 5.2;
- delegates the CEO's financial authority to commit GPC in section 5.3; and
- summarises and delegates authority for administrative approvals in section 5.4.

Delegated authority may be sub-delegated in accordance with section 5.5.

5.1 Ministerial reserved matters

The following matters are reserved for prior written approval by the specified Minister/s.

Commitment	Authority 2	Authority 1
Financial		
All commitments >\$10m ¹	SHMs (inform only)	Board
All commitments >\$30m ¹	SHMs	Board
Administrative		
Acquisition/disposal of subsidiary and company restructure (ownership)	SHMs	Board
Accepting/retiring from appointment as trustee	SHMs	Board
Disposal of freehold land	Minister for Transport and Main Roads and Minister for Finance, Trade, Employment and Training	Board
Port Property (incl Marina) Lease, licence or other form of tenure over Strategic Port Land or Port Facilities for longer than 25 years (including renewal options)	Minister for Transport and Main Roads and Minister for Finance, Trade, Employment and Training	Board
Land Use Plans for Ports of Gladstone, Bundaberg, Rockhampton and Maryborough	Minister for Transport and Main Roads and Minister for Finance, Trade, Employment and Training	Board
Entertainment event >\$5,000 ¹	SHMs (inform only)	Board
Appoint permanent CEO (GPC or subsidiary)	SHMs	PPCC, Board

¹ Total Value

Commitment	Authority 2	Authority 1
Appoint CEO including Acting/Interim >6 months (GPC or subsidiary)	SHMs	PPCC, Board
Appoint CEO including Acting/Interim ≤6 months (GPC or subsidiary)	SHMs (inform only)	PPCC, Board
Terminate CEO	SHMs (inform only)	PPCC, Board
Statement of Corporate Intent	SHMs	Board
Corporate Plan	SHMs	Board
Quarterly Report	SHMs	Board
Annual Report and Statement of Corporate Intent (with Deletions)	SHMs	Board
Port of Gladstone 50 Year Strategic Plan	SHMs	Board
New Board Committee	SHMs	Board
CEO remuneration and KPIs	SHMs	PPCC, Board
ELT appointment and termination	SHMs (inform only)	PPCC, Board
Temporary appoint ELT (excl CEO) >6 months (if the appointment has not gone to market, or does not comply with the remuneration or other matters outlined in the GOC Chief and Senior Executive Employment Arrangements Policy)	SHMs	PPCC, Board
Annual increase to Total fixed remuneration (TFR) of CEO and ELT member's position, including performance review outcome	SHMs (inform only)	PPCC, Board
Exceeding the remuneration or other matters outlined in the GOC Chief and Senior Executive Employment Arrangements Policy	SHMs	PPCC, Board
Organisational changes which propose the CEO has more than 6 direct ELT reports	SHMs	Board
International travel and accommodation	SHMs (inform only)	Board
The Board must keep the shareholding Ministers reasonably informed of the operations, financial performance and financial position of GPC. Matters that arise that, in the Board's opinion, may: <ul style="list-style-type: none"> (a) prevent, or significantly affect, achievement of the objectives in GPC's corporate or strategic plans; or (b) significantly affect GPC's performance in delivering the outputs under its Statement of Corporate Intent; or (c) significantly affect GPC's reputation. 	SHMs (immediately inform only)	Board
As specified in section 5.4 below.		

5.2 Board reserved matters

In addition to the reserved matters in Appendix 2 of the Board Charter, and those specifically delegated by the Board to a Committee, a Director, a Senior Executive or any other Appropriately Qualified Employee for a particular purpose or as Board resolved, the following matters require approval from the Board.

Delegations are further detailed in sections 5.3 and 5.4.

For the avoidance of doubt, power or authority cannot be sub-delegated to a committee without express approval from the ARC and Board. Such approval must then be recorded in this DOA.

To avoid unintended disruption to the corporation, the Board introduces a financial commitment tolerance, in the event of a commitment creep on previously Board approved expenditure, a tolerance of 5% capped at \$5,000 is deemed permissible, subject to retrospective informing at the next Board meeting.

Commitment	Approve	Inform
Financial		
All commitments ² >\$5m and <\$10m ¹ (incl customer contracts)	✓	
All commitments ≥\$10m and <\$30m ¹ (incl customer contracts)	✓	SHMs
All commitments ≥\$30m ¹ (incl customer contracts)	✓(subject to)	SHMs (Approval)
Significant Procurement: Significant Procurement Plan; and Request for Award (incl Probity Plan))	✓	
Maintenance dredging >\$7m ¹	✓	
Dozer Rebuild >\$7m	✓	
Acquisition of land (all) >\$1m ¹	✓	
Disposal of land (all) (excluding Freehold)	✓	
Disposal of freehold land	✓(subject to)	SHMs (Approval)
Port Property (incl Marina) Lease, licence or other form of tenure over Strategic Port Land or Port Facilities for longer than 25 years (including renewal options)	✓(subject to)	SHMs (Approval)
Concessional and Peppercorn Lease Tenure arrangements >\$50,000 ¹	✓	
Asset disposal (other than land) >\$500,000 ¹ (written down book value)	Board, ARC ✓	
Revenue adjustment note/credit note/ waiver authorisations (excluding development approvals) >\$250,000	Board, ARC (retrospective) ³	

² Cumulative Commitment

³ Delegation is retrospective to ensure efficiency in financial transactions, considering the monthly Board and quarterly ARC meetings timetable would delay such transactions. Due consideration was given to multiple factors, including nature of the

Commitment	Approve	Inform
Financial		
NTER Payments >\$15m ¹	Board, ARC ✓	
ATO (FBT, Annual Tax Return)		ARC ✓
QTC Investment >\$50m and ≤\$100m		Board ✓
QTC Investment >\$100m	Board ✓	
QTC Competitive Neutrality Fee >\$10m	Board, ARC ✓	
QTC Interest and Loan repayments		ARC ✓
Workcover QLD ≤\$2.5m		ARC ✓
Workcover QLD >\$2.5m	Board, ARC ✓	
Return of Equity	Board, ARC ✓	
Provision for unpaid debts ≥\$250,000	Board, ARC (retrospective) ³	
Schedule of Rates and Charges, including any in-year amendments, updates, discounts or rebates	Board, ARC ✓	
Related Party Transactions with KMPs	Board, ARC ✓	
External loan or debt facility	Board, ARC ✓	
Foreign Exchange Hedging	Board, ARC ✓	
Director (excl Chair) reasonable expenses reimbursement	Chair	
Community sponsorship >\$25,000 ¹	✓	
Community bursary, scholarship >\$1,000 ¹	✓	
Community donation, grant >\$5,000 ¹	✓	
Entertainment event >\$5,000 ¹	✓	SHMs

Commitment	Approve	Inform
Administrative		
Acquisition/disposal of subsidiary and company restructure (ownership)	✓(subject to)	SHMs (Approval)
Accepting/retiring from appointment as trustee	✓(subject to)	SHMs (Approval)
Statement of Corporate Intent	✓(subject to)	SHMs (Approval)
Corporate Plan	✓(subject to)	SHMs (Approval)
Quarterly Report	✓(subject to)	SHMs (Approval)
Annual Report and Statement of Corporate Intent with Deletions	✓(subject to)	SHMs (Approval)

commitment, its financial and reputational impact, its standard of accountability, past audit findings, and the level of risk associated with the transaction.

Commitment	Approve	Inform
Administrative		
Port of Gladstone 50 Year Strategic Plan	✓(subject to)	SHMs (Approval)
Land Use Plans for Ports of Gladstone, Bundaberg, Rockhampton and Maryborough.	✓	SHMs (Approval)
Port Notices and Rules ⁴	✓	
Declare annual dividend (to SHMs)	✓	
Official spokesperson for the Board	Chair	
Media Releases	Chair	Board
Preparation and distribution of all communications and Notices and reports to SHMs (excl SHM departments)	Chair	
Board Minutes	✓	
Committee Minutes	✓	
New Board Committee	✓(subject to)	SHMs (Approval)
Organisational restructures (ELT portfolio or ELT direct reports)		✓
Organisational restructure which proposes changes to number of CEO direct reports <6	✓	
Organisation changes which propose the CEO has more than 6 direct ELT reports	✓(subject to)	SHMs (Approval)
Financial Reporting (monthly, and per quarterly report)	✓	
Financial annual consolidated statements	Board, ARC ✓	
Legal and Consultancy Spend Reporting		ARC ✓
Reporting matters that arise that, in the CEO and ELT's opinion, may: <ul style="list-style-type: none"> (a) prevent, or significantly affect, achievement of the objectives in GPC's corporate or strategic plans; or (b) significantly affect GPC's performance in delivering the outputs under its Statement of Corporate Intent; or (c) significantly affect GPC's reputation. 	✓	SHMs (Immediately)
CFO must keep the Board reasonably informed of the operations, financial performance and financial position of GPC. Matters that arise that, in the CFO's opinion, may: <ul style="list-style-type: none"> (a) prevent, or significantly affect, achievement of the objectives in GPC's corporate or strategic plans; or (b) significantly affect GPC's performance in delivering the outputs under its Statement of Corporate Intent; or significantly affect GPC's reputation. 	✓	SHMs (Immediately)

⁴ From time to time decisions are required to be made on the movement order of vessels outside of Port Notices and Port Rules. Those decisions are deemed of a commercial nature and can be made in accordance with the powers under the transport act. The CEO is the nominated person with those powers. In the absence of the CEO, the CEO is to delegate this responsibility.

Commitment	Approve	Inform
Administrative		
Content of GPC Intranet – all Board owned tiered documents	✓	
Appoint (external independent) Internal Auditor and Annual Internal Audit Plan	Board, ARC ✓	
Insurance Annual Renewal Program	✓	
Insurance claims		✓
Recruit CEO	Board, PPCC ✓	
Appoint permanent CEO (GPC or subsidiary)	✓(subject to) PPCC	SHMs (Approval)
Appoint CEO including Acting/Interim >6 months (GPC or subsidiary)	✓(subject to) PPCC	SHMs (Approval)
Appoint CEO including Acting/Interim ≤6 months (GPC or subsidiary)	Board, PPCC ✓	SHMs
Terminate CEO	Board, PPCC ✓	SHMs
Appoint/Termination Company Secretary	Board, PPCC ✓	
Appoint Directors and Company Secretaries of subsidiary entities	✓	
Appoint ELT (excl CEO) >6 months (GPC or subsidiary)	Board, PPCC ✓	SHMs (Approval)
Appoint ELT (excl CEO) >6 months (if the appointment has not gone to market, or does not comply with the remuneration or other matters outlined in the GOC Chief and Senior Executive Employment Arrangements Policy)	Board, PPCC ✓	SHMs (Approval)
Appoint Acting/Interim ELT (excl CEO) ≤6 months (GPC or subsidiary)	Board, PPCC ✓	SHMs
Termination of ELT Member (excl CEO)	Board, PPCC ✓	SHMs
Annual increase to Total Fixed Remuneration (TFR) of CEO and ELT member's position, including performance review outcome	Board, PPCC ✓	SHMs
CEO 6 monthly performance review	Board, PPCC ✓	SHMs
CEO remuneration and KPIs	Board, PPCC ✓	SHMs (Approval)
CEO motor vehicle	Board, PPCC ✓	
Notification of crisis		✓ (Chair)
Oversee Crisis Preparedness and Response		✓
Environmental complaints (where warranted)		✓
Environment High Potential Consequence Incident (HPCI)		✓

Commitment	Approve	Inform
Administrative		
Major and Critical High Potential Consequence HSE Incidents		✓
Reporting actual significant HSE incidents		✓
Regulatory Reportable incidents		✓
Reporting HSE investigation findings (external)		✓
Reports on any compliance notices issued by 3 rd party relating to HSE		✓
Credit risk exposure to financial institutions		ARC ✓
Financial management, accounting, taxation and dividend policies, Financial Statement, capital structure, funding strategy	Board, ARC ✓	
Communications strategy for SHMs and strategic partners	✓	
Significant social, community and sustainability policies (incl those related to climate change and public sustainability goals and targets)	✓	
Policies and directives under GPC's Governance Framework	✓	
Documents that are prescribed by legislation, SHMs or external regulation	✓	
Delegation of authority	✓	
Policies to govern risk management, internal control and compliance, and set risk appetite	✓	
Litigation - Engagement of external legal firms/providers (Scope of work, area of law, nature and type of legal advice)	✓	
CEO and ELT suspensions/stand down/special leave/investigation	Board, PPCC ✓	SHMs
Employee suspensions/stand down/special leave/investigation (incl monthly trending data)		✓ (PPCC)
Pre-commencement and settlement of criminal prosecutions, legal actions and litigation (including prosecutions, employment and WorkCover claims)	✓	
Employment Settlements with CEO, ELT members and Employees (incl ex gratia payments) incl departure from EA or contract T&Cs	Board, PPCC ✓	
File or defence of litigation	✓	
Litigation - Admission of liability	✓	
Chair domestic travel and accommodation (excl Board meeting travel and accommodation)	ARC Chairperson	
Director domestic travel and accommodation (excl Board meeting travel and accommodation)	Chair	
CEO domestic travel and accommodation (excl Board meeting travel and accommodation)	Chair	
Chair reasonable expenses reimbursement	CFO	

Commitment	Approve	Inform
Administrative		
Director reasonable expenses reimbursement (excl Board development, Board meeting travel and accommodation)	Chair or ARC Chairperson	
Director development, i.e., memberships, course attendance and related expenses reimbursements	Chair	
CEO expenses, credit card authorisations and reimbursements	Chair or ARC Chairperson	
CFO expenses, credit card authorisations and reimbursements	ARC Chairperson if CEO conflicted	
Chair international travel and accommodation (pre-approved)	ARC Chairperson	SHMs (inform only)
Director international travel and accommodation (pre-approved) (excl Chair)	Board	SHMs (inform only)
CEO international travel and accommodation (pre-approved)	Board	SHMs (inform only)
ELT international travel and accommodation (pre-approved) (excl CEO)	Board	SHMs (inform only)
Employee, Consultant or Contractor international travel and accommodation (pre-approved) (excl visitors, suppliers, recruitment interviewees)	Board	SHMs (inform only)
Chair leave ⁵	PPCC Chairperson	Board
Director leave ⁵ (excl Chair)	Chair	
As specified in section 5.4 below.		

Settlements referred to in the above section are when benefit is outside of Executive Contract or Enterprise Agreement conditions (i.e. ex gratia payment)

5.3 Delegation to the CEO - Financial delegations

Each position holder specified in the table below is authorised to commit GPC to documents or transactions with a Total Value up to the monetary threshold specified for that position and type of document or transaction. Specific categories of commitments prevail to the extent they overlap with general categories.

To avoid unintended disruption to the corporation, the Board introduces a financial commitment tolerance, in the event of a commitment creep on previously Board approved expenditure, a tolerance of 5% capped at \$5,000 is deemed permissible, subject to retrospective informing at the next Board meeting.

The authority delegated to approve entering into documents committing GPC is subject to compliance with section 6 below.

All amounts included in these delegations are net of GST.

⁵ Excludes Leave of Absence as approved by SHMs.

Commitment	CEO	CFO	ELT member	Other
Revenue				
Customer contracts ^{1 and 2}		≤\$250,000 jointly		All commitments incl customer contracts >\$5m and <\$10m ¹ (Board)
		>\$250,000 and ≤\$2m		All commitments ≥\$10m and <\$30m ¹ (SHMs notify only)
	>\$2m and ≤\$5m jointly			All commitments ≥\$30m ¹ (SHMs)
Port Property (incl Marina) Lease, licence or other form of tenure over Strategic Port Land or Port Facilities for longer than 25 years ¹	>25 years on SPL jointly (Endorse)		>25 years on SPL (Endorse)	>25 years on SPL (Board and Minister for Transport and Main Roads)
Port Property (incl Marina) Lease, licence (incl transfers, sub-lease and permit to occupy) or other form of tenure arrangements (minimum return >8% of asset value or market rent)⁶		≤25 years on SPL or >25 years on non-SPL jointly		
Port Property (incl Marina) Lease, licence (incl transfers, sub-lease and permit to occupy) or other form of tenure arrangements (minimum return >8% of asset value or market rent)⁶		≤25 years on non-SPL (Inform)	≤25 years on non-SPL (Inform)	≤25 years on non-SPL (Finance Manager and Head of Property jointly)
Port Property (incl Marina) Lease, licence (incl transfers, sub-lease and permit to occupy) or other form of tenure arrangements (minimum return ≤8% of asset value or market rent)⁷	≤25 years on SPL or >25 years on non-SPL jointly		≤25 years on SPL or >25 years on non-SPL (Endorse)	
Concessional and Peppercorn Lease Tenure arrangements		≤ \$50,000 ¹ jointly		
Asset disposal (other than land) (written down book value)		>\$50,000 and ≤\$100,000		≤\$50,000 (Finance Manager)

⁶ Based upon minimum return of 8% of the asset value or market value rental, whichever is greater.

⁷ Return ≤ 8% of asset or market value rental to be jointly CEO and CFO authorised where market conditions demonstrate such a rate is the best commercial outcome under circumstances applicable.

Commitment	CEO	CFO	ELT member	Other
Revenue				
	>\$100,000 and ≤\$500,000 jointly			>\$500,000 (ARC)
Disposal of land (all) (excluding Freehold)		Jointly (Endorse)		Approve (Board)
Adjustment note /credit note / waiver authorisations ⁸ (excluding development approvals)	>\$100,000 and ≤\$250,000 jointly			≤\$100,000 (Finance Manager) >\$250,000 (retrospective ARC)
Waiver for development approval				≤\$100,000 (Principal Planner and Finance Manager)
Development Fee Refund (per Application only)				≤\$50,000 (Principal Planner and Finance Manager)
Debts / bad debt write-offs	>\$100,000 and ≤\$250,000 jointly			≤\$100,000 (Finance Manager) >\$250,000
Provision for unpaid debts		>\$100,000		≤\$100,000 (Finance Manager)
Debtor repayment plan (Property)			Endorse	
			CFO	Board
	jointly (Endorse)			

Commitment

Expenditure

Capital Expenditure requirements

Economic Return on Investment Decisions

All stand-alone projects should generate a positive return unless the main purpose is to:

- either reduce risk to plant, personnel or the community as demonstrated in a risk analysis,

⁸ Where the new value (excl GST) results in a reduction in revenue. This excludes a statement of error. An adjusting credit note to correct such error are classed as an internal error and may be authorised by the Finance Manager.

Commitment	
Expenditure	
	<ul style="list-style-type: none"> • or bring the corporation into compliance with legislative or regulatory requirements of government. <p>Under such exceptions the economic impact on the cash generating unit should be considered.</p>
Requirement for a Financial Analysis	<p>Capital Expenditure proposals >\$250,000 will require financial analysis to be approved by the CFO.</p> <p>Financial analysis for Capital Expenditure proposal ≤\$250,000 may require financial analysis at the discretion of the CFO.</p>
“In Budget” vs “Out Of Budget” Capital Expenditure Approval	<p>“In Budget” item refers to the proposal matching a budget item in the current Statement of Corporate Intent. Where a Capital Expenditure request has been submitted and no matching budget item exists in the current Statement of Corporate Intent, then the CFO and CEO jointly may authorise such “Out of Budget” expenditure within their delegation limit, provided “In Budget” items are substituted/sacrificed (cancelled).</p>
Criteria to be met for CEO and CFO joint, Board (>\$5m) and Ministerial (>\$30m) approvals	<p>Criteria 1</p> <ul style="list-style-type: none"> • The total expenditure exceeds \$250,000¹; and • the proposal is “in budget”; and • the request does not exceed the original budget submission for the project; and • economic analysis indicates that the project will generate a positive return in accordance with the original proposal or where risk analysis has indicated a need to undertake the works / expenditure. <p>Criteria 2</p> <ul style="list-style-type: none"> • The total expenditure exceeds \$250,000¹; and • the proposal is “in budget”; and • the request exceeds the original budget submission for the project but other “in budget” items are substituted/sacrificed (cancelled) to top up the funding; and • economic analysis indicates that the project will generate a positive return in accordance with the original proposal or where risk analysis has indicated a need to undertake the works/expenditure. <p>Criteria 3</p> <ul style="list-style-type: none"> • The total expenditure exceeds \$250,000¹; and • the proposal is “out of budget”; and • other “in budget” items are substituted/sacrificed (cancelled) to top up the funding; and • economic analysis indicates that the project will generate a positive return in accordance with the original proposal or where risk analysis has indicated a need to undertake the works/expenditure.

Commitment

Expenditure

Individual Capital Expenditure projects >\$5 million¹ requires Board approval.

Individual Capital Expenditure projects > \$30 million¹ requires ministerial approval.

Commitment	CEO	CFO	ELT member	Other
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Capital Expenditure delegations (CEA)

Dozer rebuild ¹	≤\$7m jointly			>\$7m (Board)
Capital expenditure ¹ ² (subject to complying with Capital Expenditure requirements above)	>\$250,000 and ≤\$5m jointly		Endorse	≤\$150,000 and in budget (Finance Superintendent) >\$150,000 and ≤\$250,000 and out of budget (Finance Manager)
Capital expenditure ¹ (subject to complying with Capital Expenditure requirements above)	jointly (Endorse)			>\$5m and ≤\$10m (Board)
Capital expenditure ¹ (subject to complying with Capital Expenditure requirements above)	jointly (Endorse)			>\$10m and ≤\$30m (SHMs inform only)
Capital expenditure ¹ (subject to complying with Capital Expenditure requirements above)	jointly (Endorse)			>\$30m Board (Endorse) SHMs (Approval)
Acquisition of land (all) ¹	≤\$1m jointly		Endorse	>\$1m ¹ (Board)

Procurement

Contracts ¹ and commitments ² (including general		>\$250,000 and ≤\$2m	≤\$250,000	
	>\$2m and ≤\$5m jointly			

Commitment	CEO	CFO	ELT member	Other
expenditure – capital or operating including business as usual Standing Offer Arrangements and Panel Arrangements) ¹				
Single and Sole source ¹			Approve >\$20,000 and ≤\$250,000	Endorse (Supply Superintendent)
Significant Procurement (Significant Procurement Plan and Request for Award (incl Probity Plan)	jointly (Endorse)			>\$5m (Board)
Contract Document execution				Refer to section 6
Departures to GPC standard terms and conditions		Approve (legal review at discretion of CFO)	Endorse	Review (Supply Superintendent)
Stock Inventory Approvals ¹		>\$75,000 and ≤\$2m		
	>\$2m and ≤\$5m jointly			
Special categories				
Declare annual dividend (to SHMs)	Jointly			Approve (Board)
Maintenance dredging ¹	≤\$7m jointly			>\$7m (Board)
Adjustment note / credit note/waiver authorisations ⁸ (non-revenue)		>\$250,000		≤\$250,000 (Finance Manager)
Insurance Renewal Program (Annual)	Jointly with CoSec			Approve (Board)
Landowner's consent	Approve		Endorse	
Litigation - Engagement of external legal firms/providers (Scope of work, area of law, nature and type of	Endorse jointly (CoSec if either is conflicted)			Approve (Board)

Commitment	CEO	CFO	ELT member	Other
legal advice) excluding Legal Panel Arrangements				
Pre-commencement and settlement of criminal prosecutions, legal actions and litigation (including prosecutions, employment and WorkCover claims), File or defence of litigation and admission of liability	Endorse jointly (CoSec if either is conflicted)			Approve (Board)
Refer to Managing Travel, Hospitality, Entertainment and Related Expenses Procedure for more detail on below expenses.				
Entertainment event		≤\$2,000 jointly		>\$5,000 Approve (Board) and Inform(SHMs)
	>\$2,000 and ≤\$5,000 jointly			
	GPC's reasonableness policy is \$150 pp (meals, drinks, venue) whilst entertaining. Higher amount must be CEO approved. Refer to the Managing Travel, Hospitality, Entertainment and Related Expenses Procedure.			
Entertainment expenditure per recipient (including GPC Representatives, Contractors and Consultants) (excl hospitality) (pre-approval)	>\$150 cumulative in any calendar year		≤\$150 cumulative in any calendar year	
Accommodation		>\$350.00 per room per night (through GPC's registered travel provider)	≤\$350.00 per room per night (through GPC's registered travel provider)	
Ride share (Uber, Taxi fare)			>\$200	
Travel and accommodation related food and			Non-alcoholic beverages included in below limits	Non-alcoholic beverages included in below limits

Commitment	CEO	CFO	ELT member	Other
beverages (not entertainment)			<ul style="list-style-type: none"> • B/fast – >\$50 pp • Lunch – >\$50 pp • Dinner – >\$100 pp (Alcoholic beverages - \$0) 	<ul style="list-style-type: none"> • B/fast – ≤\$50 pp • Lunch – ≤\$50 pp • Dinner – ≤\$100 pp (Alcoholic beverages - \$0) (Leader)
CEO annual Christmas function expenditure	>\$50 pp			
Entertainment (maximum \$150 pp (meal / drinks / venue inclusive) (ELT))	All meal entertainment			
Entertainment (maximum \$150 pp (meal / drinks / venue inclusive) (CEO))				All meal entertainment (Chair)
Entertainment (maximum \$150 pp (meal / drinks / venue inclusive) (excl CEO & CFO))			All meal entertainment	
Reportable Gift/Benefit received				>\$150 (CoSec, prior approval)
Reportable Git/Benefit giving (pre-approval)	Approve			>\$150 Endorse (CoSec)
Internal Functions & Training (E.g., Catering for workshops, in-house training etc.)	•	<ul style="list-style-type: none"> • B/fast – >\$25 pp • Lunch – >\$30 pp • Dinner – >\$50 pp 	<ul style="list-style-type: none"> • B/fast – ≤\$25 pp • Lunch – ≤\$30 pp • Dinner – ≤\$50 pp 	
Car Wash (limited to removal of coal or other road grime when work related) (pre-approval)		>\$20 per incident	≤\$20 per incident	
Community sponsorship	>\$5,000 and ≤\$25,000 jointly		≤\$5,000 (EGMS&ESG)	>\$25,000 (Board)
	If CEO, CFO or EGMS&ESG are conflicted, CoSec			

Commitment	CEO	CFO	ELT member	Other
Community bursary, scholarship		≤\$1,000 jointly		>\$1,000 (Board)
		If CFO or ELT member is conflicted, CEO		
Community donation, grant		≤\$5,000 jointly		>\$5,000 (Board)
		If CFO or ELT member is conflicted, CEO		
In kind support / assistance / items / labour (non-monetary)	Jointly		Endorse	
Employee Gift card issuing (Service Awards / Retirement / Christmas)	Approve with EGMP jointly			Inform (Finance Manager)
Employee Gift card activation (Service Awards / Retirement / Christmas)				HR Manager
Employee Gift card reissuing (Service Awards / Retirement / Christmas)	Unauthorised			

5.4 Delegation to the CEO - Administrative approvals

Action	Endorse	Approve	Inform
Finance			
Acquisition/disposal of subsidiary and company restructure (ownership)	CEO and CFO	Board (subject to SHMs)	CoSec
Accepting/retiring from appointment as trustee	CEO and CFO	Board (subject to SHMs)	CoSec
Approve/modify permanent Payment System Authority Levels	Finance Manager	CFO (CEO for CFO levels)	CEO
Approve/modify temporary (≤2 months) Payment System Authority Levels	Leader	CFO	Finance Manager
Issuing, renewal, amendment and cancellation of corporate credit cards (Sub-delegation not permitted)	Leader	CFO (CEO for CFO card)	Finance Manager
Amendments to the Document Authorisation Form and Document Endorsement Checklist	Finance Manager and CoSec	CFO	
Treasury			

Action	Endorse	Approve	Inform
Credit risk exposure to financial institutions	Finance Manager	CFO	ARC and CEO
QTC Investments >\$50m and ≤\$100m	Finance Superintendent	Finance Manager	Board
QTC Investments >\$100m	CFO	Board	CEO
QTC Competitive Neutrality Fee ≤\$10m	Finance Superintendent	Finance Manager	
QTC Competitive Neutrality Fee >\$10m	CFO	Board, ARC	
QTC Interest and Loan repayments	Finance Superintendent	Finance Manager	ARC
Workcover QLD ≤\$2.5m	Finance Superintendent	Finance Manager	ARC
Workcover QLD >\$2.5m	CFO	Board, ARC	CEO
Open and close bank accounts for entities	Finance Superintendent	Finance Manager	CFO
Change authorising signatures for bank account	Finance Superintendent	Finance Manager	CFO
Return on equity	CFO	Board, ARC	CEO
Schedule of Rates and Charges, including any in-year amendments, updates, discounts or rebates	Finance Manager and CFO	Board, ARC	CEO
Related Party Transactions with KMPs	CFO	Board, ARC	CoSec
External loan or debt facility	CFO	Board, ARC	CEO
Foreign Exchange Hedging	CFO	Board, ARC	CEO
Tridata submissions, analysis and explanations	Finance Superintendent	Finance Manager	
Taxation			
ATO (FBT, Annual Tax Return)	Finance Superintendent	Finance Manager	ARC
NTER Payments ≤\$15m ¹	Finance Superintendent	Finance Manager	CFO
NTER Payments >\$15m ¹	CFO	Board, ARC	CEO
Stamp Duty	Finance Superintendent	Finance Manager	CFO
R & D	Finance Superintendent	Finance Manager	CFO
GST and FTC	Finance Superintendent	Finance Manager	CFO
PAYG Instalment	Finance Superintendent	Finance Manager	CFO
PAYGW, SG, Payroll Tax	Finance Superintendent	Finance Manager	CFO

Action	Endorse	Approve	Inform
ATO BAS Returns	Finance Superintendent	Finance Manager	CFO
Communicate with a revenue or judicial authority in connection with a revenue authority audit/review or tax litigation	Finance Superintendent	Finance Manager	CFO
Insurance			
Insurance claims	CoSec	CFO	CEO and Board
Insurance Annual Renewal Program	CFO and CoSec	Board	CEO
Internal Audit			
Appoint (external independent) Internal Auditor and Annual Internal Audit Plan	CFO and CoSec	Board, ARC	CEO
Reporting			
Reporting matters that arise that, in the CEO and ELT's opinion, may: <ul style="list-style-type: none"> a) prevent, or significantly affect, achievement of the objectives in GPC's corporate or strategic plans; or b) significantly affect GPC's performance in delivering the outputs under its Statement of Corporate Intent; or c) significantly affect GPC's reputation. 	CEO and ELT	Board	SHMs and CoSec
Financial Reporting (monthly, and per quarterly report)	Finance Manager and CFO	Board	CEO
Legal and Consultancy Spend Reporting	Finance Manager	CFO	ARC
Financial annual consolidated statements	Finance Manager and CFO	Board, ARC	CEO
Financial master data configuration and changes	Finance Superintendent	Finance Manager	CFO
CFO must keep the Board reasonably informed of the operations, financial performance and financial position of GPC. Matters that arise that, in the CFO's opinion, may: <ul style="list-style-type: none"> (c) prevent, or significantly affect, achievement of the objectives in GPC's corporate or strategic plans; or 	CEO and CFO	Board	SHMs and CoSec

Action	Endorse	Approve	Inform
(d) significantly affect GPC's performance in delivering the outputs under its Statement of Corporate Intent; or (e) significantly affect GPC's reputation.			
Board papers, including recommendation and briefing papers in EDRMS	Relevant ELT followed by CoSec	CEO and CFO	
Board paper EDRMS and Diligent access		CoSec	

Governance

Governance documents

Tier 0 Board Charters	Chairpersons	Board	CEO
Tier 1 Policies	CEO	Board	
Tier 1 Strategies, Frameworks	ELT member	CEO	
Tier 2 Standards and Technical Specifications	ELT member	CEO	
Tier 3 Specifications, Procedures and Plans	Custodian as delegated by ELT member	ELT member or CEO if Custodian is ELT member	
Tier 4 Instructions, Forms, Templates and Checklists	Custodian	Leader	

Note: the CEO has the discretion to seek the endorsement of the Board for any Governance Document where it may be appropriate, having regard to the significance of the Governance Document (e.g. Tier 2 Tax Standard is owned by the Board).

Legally Binding Instruments (incl Non-binding)		Refer section 6	
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Records management

Request to destroy/dispose Records	Leader and ELT member	CoSec and CEO	
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Strategy

Statement of Corporate Intent	CEO, CFO and Corporate Strategy and Business Planning Lead	Board (subject to SHMs)	
Corporate Plan	CEO, CFO and Corporate Strategy and Business Planning Lead	Board (subject to SHMs)	
Port of Gladstone 50 Year Strategic Plan	EGMT&D, CEO and Corporate Strategy and Business Planning Lead	Board (subject to SHMs)	

Action	Endorse	Approve	Inform
Quarterly Report	CEO, CFO and CoSec	Board (subject to SHMs)	
Annual Report and Statement of Corporate Intent (with Deletions)	CEO, CFO and CoSec	Board (subject to SHMs)	

Planning

Responsibilities under State planning laws

Exercise GPC's powers as an "assessment manager"	Principal Planner (and in their absence, the Head of Planning & Strategy)	EGMT&D	
Exercise CEO's powers as a "referral agency" delegated as "the other person" to carry out the CEO's functions in accordance with general law principles.	Principal Planner (and in their absence, the Head of Planning & Strategy)	EGMT&D	
Land Use Plans for Ports of Gladstone, Bundaberg, Rockhampton and Maryborough	EGMT&D	Board (subject to SHMs)	

Health, Safety and Environment

Major and Critical High Potential Consequence HSE Incidents	EGMS&ESG	CEO	Board
Reporting actual significant HSE incidents	Safety and Environment Manager	EGMS&ESG	CEO and Board
Regulatory Reportable incidents	EGMS&ESG	CEO	Board
Reporting HSE investigation findings (external)	Safety and Environment Manager with CoSec (where warranted for insurance and legal)	ELT member	CEO and EGMS&ESG and Board
Reports on any compliance notices issued by 3 rd party relating to HSE	EGMS&ESG	CEO	Board
Environment High Potential Consequence Incident (HPCI)	EGMS&ESG	CEO	Board
Environmental complaints (where warranted)	EGMS&ESG	CEO	Board
HSE data and trending reporting	Safety and Environment Manager	EGMS&ESG	CEO and Board

Security

Incident and emergency management

Notification of crisis	EGMMO/Crisis Management Team	CEO	Board (Chair)
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Action	Endorse	Approve	Inform
Incident management team crisis and incident management plan	ELT member with EGMMO	CEO	
Declaring a Crisis under Crisis Management Procedure	ELT member (who is informed by: (a) GPC Emergency Response Coordinator for 'incident/sudden event'; or (b) Supervisor for 'emerging issue') with EGMMO	CEO	
Emergency management team crisis and emergency management plan	ELT member with EGMMO	CEO	
Crisis Preparedness and Response	EGMMO	CEO	Board
Consent to temporary enter onto GPC site to undertake investigation works, surveys, inspection.	Head of Property and Port Security Superintendent	ELT member	CEO
Port Notices and Rules	CEO and EGMMO	Board	CoSec
Communications and Engagement			
Media Releases	EGMS&ESG, and CEO	Chair	CoSec, SHM (topics of significance)
Directors communicating with the CEO		Chair (if conflicted the CoSec) If both conflicted the CFO)	
Communications between Directors and the ELT (excl CEO)	Chair (if conflicted the ARC Chair)	CEO	
Provide content for dealing with media or community forums	EGMS&ESG	CEO	
External speeches and presentations	Leader and Head of Corporate Relations and Indigenous Affairs (where warranted)	ELT member	
Preparation and distribution of all communications, notices and reports to SHMs (excl SHM departments)	CoSec and CEO and CFO	Chair	
Preparation and distribution of all reports to SHMs departments	Corporate Strategy and Business	CEO	CoSec

Action	Endorse	Approve	Inform
	Planning Lead with ELT member and CFO		
Content on GPC website (excl Release of Information Arrangements)	Head of Corporate Relations and Indigenous Affairs	EGMS&ESG and CEO	
Content on GPC website - Release of Information Arrangements	CoSec	Head of Corporate Relations and Indigenous Affairs	
Content on GPC website – Schedule of Rates and Charges	Finance Manager	CFO	
Content on GPC intranet – All Board approved/owned tiered documents	Board	CoSec	
Content on GPC intranet	Head of Corporate Relations and Indigenous Affairs	EGMS&ESG	
Content on GPC intranet – Tier 2-3 documents (excl Board owned documents)	ELT member	CEO	
Content on GPC intranet – Tier - Tier 4 documents (templates)	Leader	ELT member	
Organisation wide internal communications	ELT member and Head of Corporate Relations and Indigenous Affairs	CEO	EGMS&ESG

People

Recruitment and appointment

Recruit CEO	CoSec	Board, PPCC	
Appoint permanent CEO (GPC or subsidiary)	CoSec	Board, PPCC and SHMs	
Appoint CEO including Acting/Interim >6 months (GPC or subsidiary)	CoSec	Board, PPCC and SHMs	
Appoint CEO including Acting/Interim ≤6 months (GPC or subsidiary)	CoSec	Board, PPCC	SHMs
Appoint ELT including Acting/Interim >6 months (GPC or subsidiary)	CEO	Board, SHMs	
Appoint ELT including Acting/Interim ≤6 months (GPC or subsidiary)	CEO	Board, PPCC	SHMs

Action	Endorse	Approve	Inform
Appoint Company Secretary	Chair, CEO and EGMP	Board, PPCC	CFO SHMs
Secondment/higher duties commence and conclude (excl ELT)	ELT member	CFO and EGMP	
Create position within workforce plan/establishment	ELT member	EGMP	
Create position outside workforce plan (over establishment)	ELT member and EGMP	CEO and CFO	
Authority to recruit form	ELT member and EGMP	CEO and CFO	
Non-ELT Employee appointment (including salary) (with nil departures from employment terms and conditions under the GPC EA)	ELT member and EGMP	CEO and CFO	
External resource engagement and funding (Labour hire)	ELT member and EGMP	CEO and CFO	
Organisational restructures (ELT portfolio or direct reports)	ELT member	CEO	Board
Organisational restructure which proposes changes to number of CEO direct reports (subject to SHMs)	CEO and CFO	Board, PPCC	
Employee Management			
CEO KPIs	Chair	Board, PPCC SHMs	CoSec
CEO 6 monthly performance review	Chair	Board, PPCC	CoSec SHMs
ELT KPIs	CEO	Board, PPCC	CoSec
ELT annual performance review	CEO	Board, PPCC	CoSec
CEO suspensions/stand down/special leave/investigation	CoSec	Board, PPCC	CFO SHMs
ELT suspensions/stand down/special leave/investigation (excl CEO)	CoSec and CEO	Board, PPCC	CFO SHMs
Employee suspensions/ investigation (incl monthly trending data)	EGMP	CEO	CFO PPCC
Employee stand down and special leave ≤7 days (excl CEO or ELT)	Manager HR Operations	EGMP	CEO CFO
Employee stand down and special leave >7 days (excl CEO or ELT)	EGMP	CEO	CFO PPCC
Termination			
Termination of CEO		Board, PPCC	CoSec CFO

Action	Endorse	Approve	Inform
			SHMs
Termination of ELT member (excl CEO)	CEO If the CEO declares a conflict, CFO or CoSec or any other Officer of GPC who is not conflicted	Board, PPCC If all members of the Board are conflicted, CEO together with one of the CFO or CoSec	SHMs CFO CoSec
Termination of non-ELT Employee for performance/discipline	Leader and relevant ELT member who are not conflicted. If Leader and ELT member are conflicted, two ELT members who are not conflicted	EGMP and CEO If the CEO declares a conflict, CFO or CoSec	CFO
Termination of Company Secretary	Chair, CEO and EGMP	Board, PPCC	CFO
Salary			
CEO remuneration and annual (incl vehicle calc) review	CoSec	Board, PPCC	SHMs
ELT remuneration and annual (incl vehicle calc) review	CEO and CoSec	Board, PPCC	SHMs
Motor vehicles			
CEO	CFO and CoSec	Board, PPCC	
ELT (excl CEO)	CoSec	CEO and CFO (Board for CEO vehicle) CEO for CFO vehicle)	CFO Finance Manager
Level 2 and 3	ELT member	CEO and CFO	
Domestic and International travel and accommodation related expenses			
Refer Managing Travel, Hospitality, Entertainment and Related Expenditure Procedure for additional approvals required.			
Chair domestic travel and accommodation (excl Board meeting travel and accommodation)	CoSec	ARC Chairperson	
Director domestic travel and accommodation (excl Board meeting travel and accommodation)	CoSec	Chair	
CEO domestic travel and accommodation (excl Board meeting travel and accommodation) (pre-approved)	CoSec	Chair	

Action	Endorse	Approve	Inform
ELT domestic travel and accommodation (excl CEO)	CoSec	CEO	
Non-ELT domestic travel and accommodation(pre-approved)	Leader	ELT member	
Domestic travel other than Employees, Officers, Consultants and Contractors	ELT member	CoSec and CFO	
Chair reasonable expenses reimbursement	CoSec	CFO	
Director reasonable expenses reimbursement (excl Board development, Board meeting travel and accommodation)	CoSec and CFO	Chair or ARC Chairperson	
Director Board meeting travel and accommodation		CoSec	CFO (if exceeding policy limits)
Director development, i.e., memberships, course attendance and related expenses reimbursements	CoSec and CFO	Chair	
CEO credit card authorisations		Board	
CEO expenses and reimbursements		CoSec Board	
ELT credit card authorisations (excl CEO and CFO)		CEO	
ELT expenses and reimbursements (excl CEO and CFO)		CoSec CEO	
CFO credit card authorisations		CEO	
CFO expenses and reimbursements		CoSec CEO	
Non-ELT Employee credit card authorisations		ELT member	
Non-ELT Employee expenses and reimbursements		Leader ELT member	
Domestic travel and accommodation (pre-approved) (excl CEO)	ELT member	CEO	
Chair international travel and accommodation (pre-approved)	ARC Chairperson	Board	SHMs
Director international travel and accommodation (pre-approved) (excl Chair)	CoSec	Board	SHMs
CEO international travel and accommodation (pre-approved)	CoSec	Board	SHMs
ELT international travel and accommodation (pre-approved) (excl CEO)	CEO	Board	SHMs

Action	Endorse	Approve	Inform
Employee, Consultant or Contractor international travel and accommodation (pre-approved) (excl visitors, suppliers, recruitment interviewees)	CEO	Board	SHMs
Any changes to booked travel resulting in additional costs (pre-approved) (excl CEO)	Leader	ELT member (or CEO for ELT Member) (or CoSec for Board)	
Any changes to CEO booked travel resulting in additional costs (pre-approved)		CoSec and CFO	
Airline Lounge membership (CEO & ELT has automatic membership)		CEO and CFO	
Non-ELT travel and accommodation related general expenses within prescribed threshold		Leader	
Car hire >14 days		CEO	
Functions at Employee private residence reimbursement (Pre-approval)		CEO	
Employee Reimbursement			
Refer Professional Membership Specification			
Refer Study Assistance Specification			
External Study Assistance Application Form	EGMP	CEO	CFO
Employee Professional Membership reimbursement	Leader	ELT member	CFO
Employee Study Assistance (pre-approval) (reimbursement to a maximum of \$20,000 per Employee in each three year period). <ul style="list-style-type: none"> 50% of compulsory course / subject fees with evidence of a passing grade. Reimbursement for listed course textbooks to the value of \$300 per semester. 100% of compulsory course / subject fees with evidence of a passing grade. Reimbursement for listed course textbooks to the value of \$300 per semester. 	ELT member	EGMP	CFO
Leave and rostering			
Chair		PPCC Chairperson	Board

Action	Endorse	Approve	Inform
Directors (excl Chair)		Chair	
All types of leave (excl Board and Special Leave)		Leader	
Jury duty		Leader	
Salaried/rostered day off (SDO/RDO)		Leader	
Short period of absence during work/shift		Leader	
Overtime		Leader	
Travel time		Leader	
Employment Settlements (subject to section 5.6)			
Employment Settlements (with CEO or CFO) (ex gratia payments)	CoSec	Board, PPCC	SHMs Finance Manager
Employment Settlements with ELT members (excl CEO and CFO) (ex gratia payments)	CEO and CFO and CoSec	Board, PPCC	SHMs
Non-monetary Employment Settlements concerning any departure from employment terms and conditions for Employees (excl ELT), Consultants and Contractors	EGMP and CEO (if conflicted, CFO)	Board, PPCC	ELT member CFO
Monetary Employment Settlements for Employees (excl ELT), Consultants and Contractors, where the combined value of all Benefits to be provided as part of the Employment Settlement (ex gratia payments) (Sub-delegation not permitted)	EGMP and CEO (if conflicted, CFO)	Board, PPCC	ELT member
Settlements referred to in the above section are when payment is outside of Executive Contract or Enterprise Agreement conditions (i.e. ex gratia payment)			

5.5 Sub-delegation of authority to an Appropriately Qualified Employee

Delegates (excl ELT) may sub-delegate authority delegated to them in the tables in Sections 5.3 and 5.4 (unless stated otherwise) for a temporary period, by signing an Authority Sub-delegation Form that must be endorsed by the Leader and approved by the EGM. For ELT, Sub-delegation Forms must be endorsed by the Company Secretary and approved by the CEO and CFO. Permanent sub-delegations must be recorded in the DOA through Board approval. The Form must be used by delegates to record sub-delegations when on leave.

5.6 Management of Employment Settlements

It is an expectation that Employment Settlements will not generally involve the provision of Benefits beyond existing contractual or other legal entitlements. However, GPC recognises that there are circumstances in which an Employment Settlement is in the best interests of GPC.

Where an Employment Settlement is proposed, the EGMP (for Non-ELT Employees) or the Company Secretary (for ELT Employees), with oversight from the CFO (if conflicted the Finance Manager) must:

- (a) ensure that the proposed Employment Settlement is documented using the Deed and that any departures from the Deed have been the subject of specific written legal advice; and
- (b) ensure that any payment that forms part of an Employment Settlement is paid directly into the bank account of the relevant employee or worker that is on record with GPC's Payroll department.

Where an Employment Settlement:

- (a) relates to an ELT member; or
- (b) otherwise exceeds the ordinary quantum of accrued entitlements of an Employee under their employment agreement.

the EGMP or Company Secretary (for ELT) must obtain written legal advice on the proposed Employment Settlement, including advice on the quantum of any potential liabilities to GPC relative to the Benefits provided as part of the Employment Settlement.

Declared interests must be managed in accordance with the GPC Conflicts of Interest Procedures.

5.6.1 Employment Settlements that must be approved by the Board

Where the Board is required to approve an Employment Settlement, the CEO (if conflicted, the CFO or Company Secretary) must:

- (a) inform the Board, CFO and Company Secretary (for ELT) prior to commencement of proceedings/discussions; and
- (b) brief the Board, CFO and Company Secretary (for ELT) about the proposed Employment Settlement including any proposed departures from the Deed, for the purpose of obtaining the Board's approval before any legally binding offer is made by GPC; and
- (c) ensure that the proposed Employment Settlement conforms to the terms of any Board approval; and
- (d) the Board may decide by resolution to delegate the approval of one or more proposed Employment Settlements to a single Board member, Committee of the Board or other appropriate Officer of GPC, as the Board considers appropriate.

In addition:

- (a) the Employment Settlement must be approved by the Board unless the Board decides by resolution to delegate the approval of the proposed Employment Settlement; and
- (b) the delegated appointed Board member or other appropriate Officer in relation to the Employment Settlement, must:
 - (i) ensure written legal advice is obtained on the proposed Employment Settlement, including advice on the quantum of GPC's potential liabilities relative to the Benefits provided as part of the Employment Settlement.
 - (ii) ensure the proposed Employment Settlement is documented using the Deed and that any departures from the Deed have been the subject of specific written legal advice.

- (iii) brief the Board and CFO about the proposed Employment Settlement including any proposed departures from the Deed, for the purpose of obtaining the Board's approval before any legally binding offer is made by GPC; and
- (iv) ensure any payment that forms part of an Employment Settlement is paid directly into the bank account of the relevant employee or worker that is on record with GPC's Payroll department.

Where any member of the Board is for any reason not entitled to vote on the approval of a proposed Employment Settlement (such as because the Board member(s) considers that they have a potential, perceived or actual conflict), those Board members who are entitled to vote shall proceed to do so in accordance with GPC's Constitution.

Where all members of the Board are not entitled to vote on the approval of a proposed Employment Settlement (such as because the Board member(s) considers that they have a potential, perceived or actual conflict), the Board may decide by resolution to delegate the approval of the Employment Settlement to another appropriate Officer/s or appropriate person/s. In these circumstances the Board will also consider whether consultation with GPC's shareholding Ministers is required.

6 Execution of instruments committing GPC

6.1 Legally Binding Instruments

GPC, within the normal course of business operations, enters legally binding arrangements of various types with third parties, including customers, suppliers, contractors, consultants or other third parties.

The GPC Board is the body charged with the authority to enter Legally Binding Instruments on behalf of the corporation. The Board provides a Power of Attorney to certain positions, authorising the holder of that position to execute Legally Binding Instruments on its behalf in accordance with GPC's 'Deed Poll – Power of Attorney'.

All Legally Binding Instruments must be executed in accordance with section 6.2.

6.2 General requirements

All Legally Binding Instruments must be executed under GPC's powers of attorney, which requires execution by a combination of:

- (a) any two of CEO, CFO or Company Secretary; or
- (b) one of those listed in (a) and one Director; or
- (c) two Directors.

When presented for execution, all documents must be accompanied by a completed Document Authorisation Form and a Document Endorsement Checklist. The endorsements required to be completed in the Form, can be found in the Document Endorsement Checklist.

The Form must be completed and fully authorised before an execution version of the Legally Binding Instrument is given to the counterparty. It is preferred for counterparties to sign first.

Execution must be completed under GPC's powers of attorney and in accordance with the Signing Blocks for GPC Instruction.

This section 6.2 is subject to the delegations of authority specified in section 5 above.

6.3 Departures from GPC standard terms

Any departures from GPC's standard terms must be included in the relevant section of the Document Authorisation Form and approved by the CFO on the Form. Additional requirements apply to Employment Settlements as detailed in section 5.6 above.

Guidance on the selection of the appropriate template and negotiation of departures for different types of contracts can be found in the Contract Types: Purchase Orders and Contracts Procedure; Contract Types: ICT and Terms for Negotiation Procedure; Commercial Contracts Procedure; and Property Manual Procedure.

6.4 Checking, filing and storing after execution

Executed contracts must be checked, filed and stored in accordance with the Document Safe Custody Instruction.

Commercial contracts and property related instruments must comply with the Commercial Contracts Procedure and Property Manual Procedure.

6.5 Options, assignments, variation

For clarity, if a Legally Binding Instrument approved in accordance Section 5 and executed in accordance with Section 6 grants the counterparty any right that is exercisable at their discretion (i.e. option of extension, option to assign, increase/decrease in supply), it is sufficient for an Attorney to rely on such approval and authorisation to execute any subsequent Legally Binding Instrument (in accordance with Section 6) that gives effect to that right.

Often there will be circumstances where a variation, novation or assignment does not lead to a financial outcome and there is no increase in the Total Value of the Legally Binding Instrument. In this case, regardless of the Total Value, an Attorney may execute any consecutive instrument (in accordance with Section 6) that gives effect to its variation, novation or assignment on the condition they first confirm it does not materially change the intent or risk profile of the Legally Binding Instrument.

The Board must be notified in advance of any of the above circumstances, for this Section 6.5, that would require its approval.

7 Monitoring, review and reporting

The GPC Board has ultimate accountability for the DOA and has a zero appetite for non-compliance.

The Board requires regular monitoring and reporting on controls compliance.

The CFO, through reporting tabled at the ARC meetings, must provide assurance to the ARC and Board that GPC's DOA governance and compliance functions are adequate and effective. This includes monitoring, review and assurance of the delegations.

The CEO must ensure that:

- (a) the financial commitments of GPC are executed within the scope of delegated authorities.
- (b) GPC's systems of internal control adequately manage and monitor the implementation and operation of delegated authorities.
- (c) the delegations of authority achieve the objectives of authority delegation and proper financial control; and

(d) the limits of authority detailed in the DOA remain appropriate as GPC's circumstances change.

Any breach of a delegate's authority limit must be reported to the CEO, CFO and Company Secretary. Any breach that exceeds the CEO's delegated authority must, as soon as possible, be reported to the ARC and the Board.

8 Appendices

8.1 Appendix 1 – Related documents

Gladstone Ports Corporation documents

The following documents relate to this Policy:

Type	Document number and title
Tier 1: Policy	#1507461 Code of Conduct
	#174070 Conflicts of Interest
	#1810371 Directors Conflict of Interest
	#1539280 Financial and Commercial
	#1111334 Asset Management
	#1666155 Community Investment Program
	#1409930 Complaints about the Public Official
	#366016 Environment
	#1133344 Information
	#1439735 People
	#1321861 Procurement
#1473669 Sustainability	
Tier 2: Standard/Strategy	#1552703 Tax Standard
	#1552709 Tax Risk Management Standard
	#1377382 Financial Management Framework
	#1634161 Fraud and Corruption
Tier 3: Specification/ Procedure/Plan	#1447372 Conflicts of Interest
	#82972 Credit Note and Waiver Request/Approvals
	#1765746 Counterparty Risk Assessment
	# 35873 Property Manual

Type	Document number and title
	#1760131 Commercial Contracts
	#25771 Managing Travel, Hospitality, Entertainment and Related Expenses
	#1455068 Gifts and Benefits
	#934508 Professional Membership
	#934620 Study Assistance
	#1231579 Credit Card
	#1075526 Incident Management and Investigation
	#1044716 Environmental Complaints
	#1270628 Contract Types: Purchase Orders and Contracts
	#1953589 Customer Management
	#1896060 Strategic Safety Plan 23-24
Tier 4: Instruction/Form/ Template/Checklist	#1641104 Authority Sub-delegation Form
	#1657669 Document Safe Custody
	#368003 Signing blocks for GPC
	#1641105 Document Authorisation Form & Document Endorsement Checklist
	#1596480 Contract Types: ICT Contracts and Terms for Negotiation
	#1621179 GPC Corporate Glossary
Other	#159390 Board Charter
	#1734739 Deed of Settlement and Release for persons employed by GPC or its subsidiaries – template – September 2021
	GOC Chief and Senior Executive Employment Arrangements Policy
	<i>Corporations Act 2001(Cth)</i>
	<i>Government Owned Corporations Act 1993(Qld)</i>
	<i>GPC Constitution</i>
	<i>Code of Practice for GOC Financial Arrangements(Qld)</i>
	<i>Transport Infrastructure Act 1994(Qld)</i>
	<i>Planning Act 2016(Qld)</i>

8.2 Appendix 2 – Payment System Authority Levels

Approved payment authorisations levels (setting or modifying payment authority levels for EFTs or cheques) within JDE for individual delegates are as detailed in this section.

Payment	CEO	CFO	Finance Manager	Finance Superintendent
JDE payment approvals				
Payment analysis file approvals (per Vendor)	Any amount (with CFO)	Any amount (with CEO)	\$2m-\$5m	<\$250,000 (Accountant only) \$250,000 - \$2m (with Accountant)
Bank account transfers				
Westpac	Any amount (with CFO)	Any amount (with CEO)	\$10m-\$50m	<\$10m
Queensland Treasury Corporation (limits are per transaction)	Any amount (with CFO)	Any amount (with CEO)	\$10m-\$50m	<\$10m
Payment authorisations				
Westpac bank account EFTs and cheques (limits are per Vendor)	Any amount (with CFO)	Any amount (with CEO)	\$2M-\$5m	<\$2m
Pre-approved payees				
ATO (BAS, GST & FBT)	Any amount (with CFO)	Any amount (with CEO)	<\$10m	Endorse
ATO (PAYGW)	Any amount (with CFO)	Any amount (with CEO)	<\$5m	Endorse
Commissioner of Payroll Tax	Any amount (with CFO)	Any amount (with CEO)	<\$5m	Endorse
Gladstone Regional Council (rates)	Any amount (with CFO)	Any amount (with CEO)	<\$5m	Endorse
Government Superannuation Office / ATR	Any amount (with CFO)	Any amount (with CEO)	<\$5m	Endorse
Queensland Treasury Corporation (Loan Repayments)	\$100m (with CFO)	\$100m (with CEO)		
Queensland Treasury (Competitive Neutrality Fee)	Any amount (with CFO)	Any amount (with CEO)	<\$10m	Endorse
Queensland Treasury (NTER return)	Any amount (with CFO)	Any amount (with CEO)	<\$15m	Endorse
Queensland Treasury (Dividend)	Any amount (with CFO)	Any amount (with CEO)	Endorse	
Rio Tinto Aluminium - Yarwun In accordance with	Any amount (with CFO)	Any amount (with CEO)	<\$10m	

Payment	CEO	CFO	Finance Manager	Finance Superintendent
contract 97.5% of revenue is reimbursed				
Weekly Payroll deductions on behalf of employees	Any amount (with CFO)	Any amount (with CEO)	<\$5m	Endorse
WorkCover Queensland	Any amount (with CFO)	Any amount (with CEO)	<\$2.5m	Endorse

8.3 Appendix 4 – Revision history

Revision date	Revision description	Author	Endorsed by	Approved by
30/06/20	Review in accordance with Governance Documentation Framework Standard and legal review by Herbert Smith Freehills	Mariette Lansdell, Deputy Company Secretary	Rufus Gandhi, General Counsel and Company Secretary	Craig Walker, ACEO
15/06/22	v6– Replaced General Counsel role with Company Secretary, and amended 'Total Value' definition	Jay Griffith, Risk Management and Compliance Advisor	Mariette Lansdell, Deputy Company Secretary, Jenelle Druce, A/Chief Financial Officer	Board
09/09/24	Review following QAO Closing Report 2024. Merged DOA Policy, DOA Specification (#1641103v7), Position Authority Guide Instruction (#1646940v3) into a single Policy as requested by Board	Mariette Lansdell, Senior Corporate Advisor to the Board	Charleen Riley (A/Chief Financial Officer and Jenelle Druce (CFO)	ARC & Board
13/12/24	V9 – add PPCC for employment related Board approvals	Kate Jenkin, Finance Superintendent	Charleen Riley, Chief Financial Officer (Acting)	