

# Corporate Governance<sup>1</sup>

## Role of the board

The board of directors of the company is elected by shareholders to supervise the management of the company and its subsidiaries.

The board's role is to look after the interests of shareholders and other stakeholders and to ensure the company is properly managed. The board draws on the best practice principles of corporate governance to undertake this role.

The functions of the board include reviewing and approving corporate strategies, overseeing and monitoring the company's performance and management's progress towards achieving the company's strategic goals.

Other functions include the monitoring the company's financial performance, approving the annual and half-year financial reports and liaising with the company's auditors.

The board is also responsible for the appointment and the annual assessment of the performance of the chief executive officer and members of the senior executive team.

It must also ensure effective management processes are in place and approve significant corporate initiatives. Other aspects of the board's role are promoting ethical and responsible decision-making within the company, identifying and ensuring that the significant risks facing the company and its controlled entities are monitored, reported on and controlled as far as possible. Reporting to shareholders is another board responsibility.

To ensure it undertakes its responsibilities in an effective manner, the board has performance reviews for individual directors, has four board committees<sup>2</sup> (Audit; Remuneration, Talent and Nomination; Corporate Governance and Disclosure Committees<sup>3</sup>) looking at specific areas of the business and ensures that all its members operate within a documented Code of Conduct.

## Board composition as of 4 September 2003

Director	Membership classification	Committee membership			
		Audit committee	Remuneration, talent and nomination committee	Corporate governance committee	Disclosure committee
Keith Smith	Non-executive (Chairman)	Member	Member	–	Chairman
Stephen Tindall	Executive	–	Member	–	Member
Glen Inger	Executive	–	–	–	–
John Avery	Non-executive	Member	–	–	–
Joan Withers	Independent	Member	Chairman	Member	–
Graham Evans	Independent	Member	Member	Chairman	–
Neil Plummer	Non-executive	–	–	–	–
Rob Challinor	Independent	Chairman	–	Member	Member
John Dahlsen	Independent	–	–	–	–

<sup>1</sup> A full Corporate Governance Section can be found in our Annual Report 2003

<sup>2</sup> The terms of reference for all Board Committees can be found at [www.thewarehouse.co.nz](http://www.thewarehouse.co.nz)

<sup>3</sup> Membership also includes Chief Financial Officer and Secretary to Board





The Warehouse Group Head Office Auckland New Zealand

The Code of Conduct addresses confidentiality, trading in company securities, the receipt of gifts and entertainment, transparency and the avoiding of conflicts of interest, the use of company information and assets, the delegations of authority and the processes for reporting and resolving ethical issues.

These principles also extend to workplace responsibilities, doing business in an environmentally-responsible manner, the interaction with customers and suppliers and being a fair competitor in all the markets in which it operates.