

**CODE OF PRACTICE FOR NORTHERN IRELAND TRUST
PORTS
May 2008**

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(i) INTRODUCTION

Trust ports are autonomous, statutory bodies.

Each trust port has a board which, along with the port management team, is responsible for the operation and management of the port. The Minister for Regional Development appoints the Chairman of each trust port and appoints, following consultation with relevant local authorities, District Council members as provided by the various Harbour Orders. The Northern Ireland Executive and the Department for Regional Development (DRD) set the legislative and governance framework within which the trust ports take forward their functions.

Trust ports are run for the benefit of all their stakeholders. They act commercially with surpluses re-invested into the operation of the port. All trust ports have a duty to maximise the benefits available to all their stakeholders (existing, potential and future).

At the same time, the trust ports control important assets on behalf of the public. They therefore address their commercial operational and strategic requirements in a transparent and accountable manner, adhering to this corporate governance guidance which is issued by DRD in accordance with Article 6 of the Harbours (Northern Ireland) Order 2002.

(ii) BACKGROUND

This Code of Practice has emerged as an outcome of the Ports Policy Review initiated by the consultation document: *Ports Policy – Your views invited: Powers, Status and Governance of Public Trust Ports in Northern Ireland*, published by DRD in June 2006.

As a consequence of the Ports Policy Review, Government has concluded that the trust ports should be given further powers to function as successful businesses; responding quickly to commercial opportunities, and able to compete effectively within the marketplace. New legislation (*DN – The General Harbours Bill 200X*) provides the trust ports with a range of extended commercial powers. This legislation also removes a number of legislative controls previously exercised by Government and as a result of which these ports had been treated as public corporations for public expenditure purposes. Of particular importance in respect of governance is that, with the exception of the Chairmen and those Members appointed following consultation with District Councils, appointments to the trust port boards will no longer be made by Government.

At the same time, Government has emphasised the need to ensure that the ports remain appropriately accountable for the important public assets which they control on behalf of the public. Recognising that management of the ports are best placed to run their businesses, it is considered important that stakeholders – including DRD, the Assembly and the wider public – should be able to scrutinise their work.

This Code of Practice sets out the measures with which the ports are required to comply in respect of good governance, best practice in respect

of public appointments, accountability and transparency. This Code therefore complements the legislation that has emerged as a result of the Ports Policy Review; namely the *DN – General Harbours Bill 200X* and subordinate legislation *DN – 200X Harbour Orders for Belfast, Londonderry and Warrenpoint*.

This Code of Practice also takes into account, and applies to the specific Northern Ireland context, the issues emerging from the UK-wide Ports Policy Review initiated by the Department for Transport (DfT) in May 2006.

(iii) COVERAGE

In accordance with the provisions of Article 6, The Harbours (Northern Ireland) Order 2002, it is the duty of:

- the Belfast Harbour Commissioners
- the Londonderry Port and Harbour Commissioners
- the Warrenpoint Harbour Authority

to take account of the relevant provisions of this Code when exercising its functions.

Compliance will be monitored by DRD.

THE PORT AND ITS STAKEHOLDERS

1.1 Stakeholders

Trust ports are independent statutory bodies, run for the benefit of all stakeholders.

Modernising Trust Ports (1) (Section 25.1) described a trust port as “... a valuable asset presently safeguarded by the existing board. They have a duty to hand it on in the same or better condition to succeeding generations. Boards have an obligation to transact business in the interest of the whole community of stakeholders openly, accountably and with commercial prudence.”

The three main commercial trust ports in Northern Ireland are Belfast, Londonderry and Warrenpoint. They are not just very significant businesses on their own right but represent key gateways for the economy, collectively handling approximately 84% of total external trade.

The trust port stakeholders can be grouped into two distinct categories:

- **primary stakeholders** who directly benefit from the use of trust port facilities. These include users of the harbour who pay a commercial rate (owners of cargo, passengers, operators of ships etc) and others with a wider direct commercial interest in the port’s operation – for example, traders and their employees); and
- **secondary stakeholders** representing the broad range of those with an indirect interest (but without the specific commercial relationship as direct users) in the port and its

accountable and effective operation. This group includes local authorities and the wider community, trades unions, Government, partners, investors, lenders and creditors, the national and regional economy, and specific interest groups covering environmental, conservation and transport matters.

This Code of Practice is designed to assist the boards of the trust ports in addressing their obligations to this wide-ranging matrix of stakeholders.

1.2 Transparency

Trust port boards should create a culture of transparency and effective communication with their stakeholders in respect of both their performance and actions. Each board should conduct its business in an open and responsible way commensurate with safeguarding commercially-sensitive information.

More specifically, each board should:

- Establish formal arrangements for consultation with port users and other stakeholders on significant issues and ensure that representation from such groups is considered. The establishment of a port users' forum should assist in this process.
- Establish and maintain regular and effective dialogue on matters of mutual interest with the local authorities within which the harbour limits apply.
- Adopt a policy of holding widely and effectively advertised open Annual General Meetings. All trust port board members should attend the AGM.

Trust ports are required to comply with the provisions of the Freedom of Information Act (2000). This gives the public a general right of access to information. Each board should accordingly ensure that the public is made aware of the information about the port that is available, where it can be obtained, and how a complaint will be dealt with if they are not satisfied with information provided.

Each board should provide DRD with such information as may be required from time to time.

The Department should be provided with details of board meetings together with the Agenda and supporting papers in advance of each board meeting. DRD may have a senior Departmental official attend the board in an observer capacity.

In addition to ad-hoc engagements, each board should facilitate annual meetings with the Minister for Regional Development to discuss, inter alia, the port's Corporate and Business Plans and its performance.

Trust port boards are also encouraged to establish formal links with the Regional Development Committee and to develop a programme for meeting and/or the provision of information; for example in respect of Corporate and Business Plans.

1.3 Commercial accountability

Government has made it clear that it considers a vibrant, efficient trust ports sector, to be vital to the economy. Trust ports should be run as commercial businesses. They are expected to make an acceptable rate of return on their assets, seeking to generate a surplus to be ploughed back into the port.

Trust ports are expected to compete for business. However, no port should exploit its statutory status to undercut the market, nor should it seek to distort competition by abusing a dominant position in a market.

As key elements in the logistics chain, trust ports are expected to be operated efficiently and effectively and thereby contribute to the competitiveness of the Northern Ireland economy.

Reflecting our island status, the three main commercial trust ports are critical to the operation and vitality of the economy. It is therefore imperative that trust port boards also ensure that their long-term investment plans enable growth in the volume of trade or changes in shipping operations to be accommodated so that capacity or handling constraints are avoided.

The Harbours Bill 200X (**DN**), provides the trust ports with the additional commercial powers necessary to compete more effectively for business and to fulfil better their potential to act as economic generators. The transparency requirements set out in this Code will enable stakeholders to scrutinise ports' performance to provide assurance that these objectives are being met.

REPORTING AND COMPLIANCE

2.1 **Key Performance Indicators**

Trust port boards hold the local monopoly right to exploit an asset but their performance is not subject to scrutiny by formal shareholders. It is within this context that it is especially important that the trust ports actively demonstrate their efficiency and effectiveness.

Each board is therefore required to publish, within its **Annual Report** (ref. paragraph 2.4), its performance against the following performance indicators:

Financial

- Profitability – Profit (earnings before interest, tax, depreciation and amortisation) / Turnover.
- Return on Capital Employed – Profit (earnings before interest, tax, depreciation and amortisation) (Total Assets less Current Liabilities).
- Gearing - Total Debt / Total Assets.

Operational

- Port traffic statistics: tonnage, passenger numbers, (including cruise-liner passengers); number of ships visiting,.
- Direct employment required for port operations.

Wider economic impacts *

- Trade (volume and value)

- Indirect employment - jobs in suppliers and users of the ports supported by the port)

* These impacts will be assessed on a 5-yearly cycle.

The evidence regarding an individual port's performance, both over time and, as appropriate, in comparison with other ports will be considered by the Department at the annual meeting between the Minister and each board, referred to at paragraph 1.2.

2.2 Stakeholder Benefit

Trust ports are expected to be run as efficient, commercial enterprises. However, not having shareholders, no dividend payments are generated. Rather, the ports are expected to undertake their operations for the benefit of the wide range of stakeholders outlined at paragraph 1.1.

Each board will therefore be required to publish within its **Annual Report** (ref. paragraph 2.4) a statement of the **Stakeholder Benefit** which the port is providing. This will set out the key strategies and policies that guide and drive the port. It will also provide a report on activity undertaken over the period in respect of the following dimensions:

- (i) environmental impact – including the contribution to sustainable development;
- (ii) communications – with employees, customers and members of the public;
- (iii) social and community impact;
- (iv) health and safety of employees, customers and the community

- (v) development of port assets.

The above categories are not prescriptive and may therefore be added to.

The evidence regarding the contribution being made by an individual port to its local community, perhaps in comparison with other ports, will be considered by the Department at the annual meeting with each board, referred to at paragraph 1.2.

2.3 Accountability of the Board

Each board must take appropriate measures to ensure that the business operates as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance.

Moreover, board members are responsible for ensuring that the port does not exceed its powers or functions.

Trust ports come within the remit of the Parliamentary Commissioner for Administration (the Ombudsman).

The Regional Development Committee of the Northern Ireland Assembly can call for papers and summon witnesses to give evidence on any matter in which it has an interest.

2.4 Annual Report and Accounts

Trust ports are required by statute to produce an annual statement of accounts. This should provide a full description of the board's

activities. It should list the names of board members and of the port's senior staff reporting directly to the Chief Executive and provide a review of their remuneration.

It will also set out performance against Key Performance Indicators (ref. paragraph 2.1) and the Statement of Stakeholder Benefit (ref. paragraph 2.2).

The Annual Report should be made widely available; including on the port's website.

It should also be made available to the general public, free or for a token charge, from the port office, on request.

2.5 Audit Committees

Each board should establish an audit committee as a committee of the board.

This committee should consist of non-executive board members, independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

It should be chaired by someone, other than the board Chairman, with experience of financial matters.

The Chief Executive should attend all meetings of this committee unless it is discussing his / her performance.

THE BOARD

3.1 Constitution

Details regarding the constitution of the board for each trust port are set out in **(DN- cross reference to relevant Harbour Order)**

3.2 Appointments

Appointments shall normally be made for a period of four years, although a lesser period may be determined on occasion. Re-appointments can only be considered subject to a satisfactory assessment of performance (as provided for under para. 4.2.1). No board member shall serve in the same position for more than ten years.

The Chairman will be appointed by the Minister for Regional Development.

The Minister also appoints District Council members, following consultation with relevant Local Authorities, as specified in the various specific Harbour Orders.

The various Harbour Orders provide that two or three trust port executives should be board members, of whom one must be the Chief Executive. The Chief Finance Officer should also be a member of the board.

All other appointments to the board Section 4 of this Code of Practice.

3.3 Corporate responsibilities of Board members

Board members have a corporate responsibility to ensure that the organisation complies with all statutory and administrative requirements placed upon it.

In addition, board members should:

- Ensure that high standards of corporate governance are observed at all times;
- Establish the overall strategic direction of the organisation following consultation with key stakeholders, having regard to the best interests of the port and the local economy;
- Ensure that due regard is paid to the promotion of equality of opportunity in carrying out the functions of the board.

3.4 Strategic Planning and control

3.4.1. Annual Report

Accurate and pertinent reporting to stakeholders and to the public at large, is a critical board responsibility, and should be addressed by the publication of the Annual Report and Accounts. The Annual Report should include a performance and efficiency statement addressing the Performance Indicators (see paragraph 2.1) and a report on Stakeholder Benefit (see paragraph 2.2).

3.4.2 Strategy document

Trust ports should also produce a “strategy document”, frequently referred to as a Corporate Plan. This plan is not intended to result in the publication of commercially-sensitive information. It should address issues of interest to stakeholders in general terms.

Typically, the plan should contain information on the board; issues

of accountability; port operation; current performance and future plans.

This strategy document will be influenced by the Port Master Plan, the production of which is now recommended by the Department, and is the subject of separate guidance.

3.5 Delegation

Responsibility for day-to-day management of the trust port is delegated to the Management Team. There should be a clearly understood framework of strategic control to ensure that board approval is obtained when necessary.

In addition, the board may decide to delegate responsibility for specified matters to individual board members or committees. Decisions taken by individual members or committees of the board in such circumstances should be recorded in written minutes and made available to the full board.

3.6 Role of the Chairman

The Chairman should provide effective leadership for the board and act as an ambassador for the port. He or she should take the lead in representing the port, particularly at meetings involving public representatives and the media, unless authority is specifically delegated to others. The Chairman should also take personal responsibility for presentations, speeches and public events.

It is the Chairman's responsibility to:

- lead formulation the board's policy for discharging its statutory duties;
- encourage high standards of propriety, promoting efficient and effective use of staff and resources within the organisation;
- ensure that key and appropriate issues are addressed by the board in a timely manner;
- ensure that the board has adequate information and guidance on which to base informed decisions;
- ensure that all board members have the opportunity to make a full contribution to the board's business and encouraging the board to act as a team;
- ensure that all board appointments made as a result of an open competition follow best practice (as provided by the Department);
- confirm those board appointments made as a result of open competition;
- appoint board members to committees as required for the smooth running of the port; and
- perform an annual assessment of board members' performance (apart from executive members). This will provide an objective basis for determining if individuals should be re-appointed. These should be made available to the Department, on request.

In addition, the Chairman should ensure:

- that the board meets at regular intervals and that the board's record of meetings accurately records the decisions taken and, where necessary, the views of individual members;
- that all board members are fully briefed on the terms of their appointment and on their duties and responsibilities. (Board members should be provided with a copy of this Code of Practice and other relevant background papers and guidance, such as the Annual Report and Accounts and the Corporate Plan); and
- that adequate arrangements are in place to provide appropriate induction training for new board members. These arrangements should comply with guidance which may be issued by the Department from time to time.

Communications between the board and the Minister will normally be conducted through the Chairman. The main point of contact with the Department on day-to-day matters will normally be the Chief Executive or the Management Team.

3.7 Role of Deputy Chairman

The Deputy Chairman shall be designated by the board from among those members appointed by open competition.

The Deputy Chairman shall be a member of the selection panel for appointments made by open competition.

The Deputy Chairman shall fill any casual Chairman vacancy that arises until a new appointment is made by the Department.

3.8 Role of the Chief Executive

The Chief Executive has responsibility for the overall organisation, management and staffing of the harbour business. He or she also has responsibility for financial and other procedures including conduct and discipline. The Chief Executive should be supported by the board in undertaking these responsibilities. He or she should lead by example, promoting the values embodied in the Guiding Principles of Trust Port Members set out in paragraph 3.9.

The Chief Executive has personal responsibility for the propriety and regularity of the finances of the organisation; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and effective use of resources.

The Chief Executive should provide the board with clear financial and operational reports to enable it to make accurate, informed decisions and ensure that the statutory and legislative framework for the port is kept under regular review.

The Chief Executive also provides the link between the board and the Department on day-to-day matters.

3.9 Responsibilities of individual board members

Individual board members should be aware of their wider responsibilities as members of the board.

They should follow the **Guiding Principles of Trust Port Members** set out below. These are adapted from the Cabinet Office code of practice for board members of non-departmental public bodies. These are:

Independence

All board members are appointed to act independently in the best interests of the trust port and all of its stakeholders, both present and future.

Selflessness

Board members should take decisions solely in terms of the interest of the stakeholders of the trust port. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out trust port business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, board members should make choices only on merit.

Accountability

Board members are accountable for their decisions and actions to all stakeholders of the trust port and should submit themselves to whatever scrutiny is appropriate to their office.

Openness

Board members should be as open as possible with all stakeholders about the decisions and actions that they take. They should publicise the reasons for their decisions and restrict information only to the extent that matters of commercial or personal confidentiality are involved.

Honesty

Board members have a duty to declare any private interests which might influence their trust port duties and to take steps to resolve any conflict arising in a way that protects the interests of stakeholders of the trust port.

Leadership

Board members should promote and support these principles by leadership and example.

Board members *must*:

- Undertake, as a condition of appointment, to comply at all times with this Code of Practice and with rules relating to the membership of public bodies;
- Act in good faith and in the best interests of the board;
- Not misuse information gained in the course of their public service for personal gain or for political purposes, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations;
- Ensure that they honour and support board decisions, both individually and collectively. (Should a board member fundamentally disagree with a decision of the board then that member should carefully consider their position).

- Ensure that they comply with any rules on the acceptance of gifts and hospitality which may be issued by the board.

Members are free to engage in political activities but must exercise proper discretion in regard to the work of the board, recognising their corporate responsibilities as board members.

4. BOARD MEMBER APPOINTMENTS

4.1 The Appointment Process

4.1.1 Responsibility

This section addresses the requirements in respect of appointments made by the board; that is apart from the Chairman, District Councillors and ex-officio members. Apart from those appointments made by the Regional Development Minister, the ultimate responsibility for making an appropriate appointment of someone fit for purpose, rests with the Chairman.

4.1.2 Merit

All appointments should be made solely on the basis of merit. The best person should be appointed through a transparent and competitive process where the criteria for judging an applicant's suitability can be related directly to the qualifications, attributes, competencies and skills required to fulfil the duties and responsibilities of board membership to the required standard.

The selection process should embrace issues of inclusiveness, diversity and equality of opportunity. These should be an integral part of the manner in which appointments are made.

The process should not provide advantage or disadvantage to any particular applicant or group of applicants.

4.1.3 Best practice

Appointment processes and practices should be efficient, cost-effective and in line with best practice. Best practice extends to all aspects of the appointment process including determining selection criteria (these will be based on the competencies for members set out in the various Harbour Orders), defining job and person specifications; publicising vacancies and selecting appropriate assessment mechanisms.

The appointment process and the manner in which it is applied must be undertaken fairly and with real commitment to equality of opportunity. Selection must be based on relevant criteria applied consistently to all applicants.

Best practice also extends to the supporting administrative arrangements and training provided to those making the appointments.

The Department will provide guidance on appointment procedures with which the boards will be expected to comply.

4.1.4 Independence

Appointments must result from an open and competitive selection process operated by a panel comprising the Chairman; the Deputy Chairman appointed from the remaining non-executive board member; an independent assessor; and a Departmental official.

4.1.5 Openness and Transparency

Every stage of the appointments process must be capable of being objectively justified.

Vacancies must be advertised in the local press, and in specialist publications if this is considered helpful in enhancing the pool of candidates.

Applicants must be given equal and reasonable access to adequate information about the appointment and its requirements. The criteria against which candidates are to be considered must be clearly set out.

Open and active communication in relation to the appointment process and the basis for selection should be adopted and there should be real commitment to offering meaningful feedback to applicants who seek it.

Appointments must be publicised through a press release, which should include:

- A brief summary of the appointee's career/experience;
- Length of appointment and remuneration;
- Other appointments held and any remuneration received. If none, this should be clearly stated;
- A statement on political activity of those appointed;
- A statement that the appointment(s) have been made in accordance with this Code of Practice.

4.1.6 Probity and interests

The appointment process must ensure that applicants demonstrate their commitment to *the Guiding Principles of Trust Port Board Members* (ref. paragraph 3.9). Any private or business interests that could give rise to a conflict of interest, real or perceived, must be fully explored and, where appropriate, resolved before any appointments are made.

As a general rule, anyone previously dismissed from any public appointment should not be considered for board membership.

Neither should any applicant who is bankrupt or has a criminal conviction remaining unspent.

Current or recent members of another port board within the island of Ireland, and which may be viewed as a direct or indirect competitor, should not be appointed.

All candidates shortlisted for board appointment should be asked to complete a screening questionnaire.

Candidates who declare potential conflict of interest should not be automatically debarred. However, should they be shortlisted, they should be able to demonstrate an ability to act in an independent manner in the interest of the trust port to the satisfaction of the selection panel. Appropriate questions would need to be asked to determine whether there is a genuine conflict of interest.

4.1.7 Audit

It will be the responsibility of the board to arrange for each appointment process to be independently audited.

4.2 Conditions of appointment

The legislation governing trust ports – the relevant Harbour Orders – contain some specific provisions relating to the conditions of appointment of board members. This section of the Code of Practice supplements and supports these provisions.

4.2.1 Performance

The performance and contribution of the individual board members should be monitored by the Chairman and an annual appraisal performed. The annual appraisal should seek to evaluate the board member's individual contribution to the life of the port and the working of the board, as well as such factors as attendance.

At any stage through the year, but particularly during the formal appraisal process, if an assessment is made that a board member is not felt to have made an effective contribution, through either regular attendance or personal input, he or she should receive a formal warning setting out the Chairman's views. Specific further targets to achieve should be set on the understanding that a lack of improvement within an agreed timescale will result in the termination of appointment. The Chairman should be prepared to work with such members to offer encouragement and support.

Given that District Council board members are ultimately appointed by the Minister, the Chairman must liaise with the Department should there be any such concerns regarding the contribution of board members

4.2.2 Remuneration

Members should be remunerated on the basis of requirements set out by the Department.

4.2.3 Training

It is essential that board members receive the training to enable them to undertake their role effectively. This training should comprise two strands:

- (i) Board members should be familiar with board procedures, port operations and current strategies.
- (ii) Board members must understand their statutory duties, their responsibilities under the Port Marine Safety Code and the requirements of this Code of Practice.

It will be the responsibility of the Chairman to ensure that board members are appropriately inducted. He or she is also responsible for ensuring that an appropriate level of training on the strands outlined above is provided within three months of appointment.

4.2.4 Conflicts of interest

A board member shall, if he or she is any way directly, or indirectly, interested in any contract or other transaction entered into or proposed to be entered into by the board which involves or is likely to involve any payment by, or on behalf of the board, disclose the nature of his interest at a meeting of the board as soon as possible after the relevant circumstances have come to his knowledge.

Any resulting disclosure shall be recorded in the minutes of the meeting, and that board member shall not take part after the disclosure in any deliberation or decision of the board with respect to that contract or transaction.

Where a board member is prohibited from taking part in any deliberation or decision, that member shall be disregarded for the purpose of constituting a quorum for that deliberation or decision.

In observing this statutory requirement, trust ports should avoid taking a narrow view. Rather the term “transaction” should be interpreted broadly to include any proposed or potential development of port land or assets.

In addition, a Register of Interests should be maintained by the ports. The Register should, as a minimum, list direct and indirect pecuniary interests of board members, which might be construed by members of the public, to influence their judgement.

Board members should also declare any involvement or association with a third party having personal, direct and other pecuniary interests which relate closely to the activities of the port .

The Register should be freely open to inspection by the public, on request.

In addition, key elements of the Register should be published in the port’s Annual Report.

Board members must facilitate compliance with the need, under Financial Reporting Standard 8 for material transactions with related parties to be disclosed in financial statements. “Related parties” in FRS8 include close members of the family of an individual, who are defined for the purposes of the Standard as close family member, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the port.

4.2.5 Personal liability

Board members have a duty of care to the trust port they are appointed to oversee. Board members who have acted honestly, reasonably, without negligence and in good faith, will not be faced with personal civil liability for actions taken as a board member.

A board member may be personally liable if he or she makes a fraudulent or negligent statement which results in a loss to a third party. Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under “insider dealing” legislation.

4.2.6 Disqualification of Board Members

The various Harbour Orders provide for dismissal on the grounds of non-attendance; bankruptcy; non-compliance with “conflict of interest” rules as set out in this Code of Practice; conviction for a criminal offence ; and incapacity.

It is the responsibility of the board to consult with the Department regarding any matters which might lead to the disqualification of board members.

4.3 The Board as an employer

Each board should ensure that:

- it complies with all relevant legislation and that it employs suitably-qualified staff who will discharge their responsibilities

in accordance with the high standards expected of staff employed by such bodies;

- the organisation adopts management practices which use resources in the most economical, efficient and effective manner;
- the port's rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff. In filling senior staff appointments, the board should satisfy itself that an adequate field of qualified candidates is considered, and should always consider the merits of full open competition;
- staff have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.
- the board should adopt a Code of Conduct for its staff. A recommended model is that issued for executive NDPBs by Cabinet Office (OPS) in August 1996. There should be safeguards in place to ensure that the port's interests are protected when staff depart; and
- the performance of the Chief Executive and other senior staff is monitored by means of a Remuneration Committee comprised of non-executive board members.

Details regarding the procedures to be followed by the board for each trust port are set out in Schedule 1 to **(DN- cross reference to relevant Harbour Order)**