

board of directors



William John Falconer

*Non-Executive Independent Chairman
(appointed 1995) CNZM, LLB, DFlOD*

Bill Falconer has been a professional company director for over 20 years, following various chief executive and senior government appointments within the energy and international trade sectors.

Bill is chairman of the newly-formed government/industry funding entity, Primary Growth Partnership, as well as the Meat Industry Association. Bill is a director of Tower and Westfield Trust (NZ).

Bill is also chairman of Rowing New Zealand and is a director of the New Zealand Symphony Orchestra.

Bill's former directorships included chairman of Oyster Bay Marlborough Vineyards, Restaurant Brands, St Lukes Group, Natural Gas Corporation, Accident Compensation Corporation, Environmental Risk Management Authority, and the Market Surveillance Panel of the NZX.



John Michael Williamson

*Chief Executive Officer & Managing Director
(appointed CEO 2007) BA, LLB, LLM*

John Williamson was appointed Chief Executive Officer and Managing Director of Hellaby Holdings in July 2007. He was appointed to the Hellaby Board as a Non-Executive Director in 2005.

John has over 20 years senior management experience in consumer marketing, industrial manufacturing, distribution and retail. He was formerly general manager of sales and marketing for Bendon and subsequently held senior positions in the Concrete & Infrastructure Group at Fletcher Building, including general manager of Humes Group.

John has also been engaged as an advisor on business turnarounds and performance improvement. He is a board member of Hockey New Zealand.



Paul Anthony Byrnes

*Non-Executive Independent Director
(appointed 2003) BCom, ACA, CMA, ACIS*

Paul Byrnes is a professional director with 25 years commercial experience across a number of sectors including finance, textiles, software and engineering.

Paul is an investor in a number of private companies involved in software, marketing, and distribution. He is chairman of Top Energy, an executive director of Dorchester Finance and director of a number of private companies, including Prism Group.

Paul was managing director of previously-listed Holeproof Industries, effecting a management buyout and subsequent divestment of the business. He is a qualified Chartered Accountant.

Senior Management

John Williamson

*Chief Executive Officer & Managing Director
(see above)*

Richard Jolly

Chief Financial Officer & Company Secretary BCom, CA

Richard Jolly commenced as Chief Financial Officer and Company Secretary of Hellaby Holdings in March 2006. Previous roles have included Ernst & Young and senior financial positions within the seafood and agricultural sectors.

Neil MacCulloch

Chief Operating Officer BSc, BCom, CA

Neil MacCulloch commenced as Group General Manager Operations at Hellaby Holdings in June 2008.

Neil is a former Chief Financial Officer of Metlifecare and Sanford, and has also held senior financial roles at Fletcher Building, Fletcher Energy and Fletcher Challenge.



John Maasland

*Non-Executive Independent Director
(appointed 2008) MA (Cantab)*

John Maasland is chairman of The New Zealand Radio Network, and is a director of Deleat's Group, APN News & Media, Waterman Holdings and the Auckland Regional Chamber of Commerce. He is a former chairman of Carter Holt Harvey, Wilson & Horton and Auckland International Airport.

His involvement in the community sector includes being a trustee and past chairman of The Royal New Zealand Ballet and chairman of the South Auckland Health Foundation.

John previously held senior executive and chief executive positions in various media and industrial companies, including Wilson & Horton Group, Morrison Printing Inks & Machinery and ICI.



James Sclater

*Non-Executive Director
(appointed 2008) BCom, CA*

James Sclater is a professional director and trustee acting for a number of private companies and investment trusts. Prior to 2009, James was chairman of Grant Thornton Auckland, where he was a business advisory services director for 18 years, specialising in SME accounting, taxation and management advice.

James was nominated as a Hellaby director by the Hugh Green Trust, which is the beneficial owner of a 30.45% shareholding in Hellaby Holdings. Hugh Green is James' alternate on the Hellaby board.

James is a qualified Chartered Accountant and was appointed chairman of Hellaby's Audit & Risk Committee in March 2009.



Steve Smith

*Non-Executive Independent Director
(appointed 2008) BCom, CA, DipBus
(Finance)*

Steve Smith is managing director of Unison Capital Advisors, which provides strategic, investment management and financial advice. He is chairman of Spanbild Holdings and is a director of Fulton Hogan, OCG Consulting, Rimu S.A. (Chile) and Elevation Capital Management. Steve is a co-opted member of the Auckland City Zoo board. He is a qualified Chartered Accountant.

Steve was previously acting chief executive and director of Pacific Retail Group, and prior to that was a partner, Corporate Finance and Investment Banking, with PricewaterhouseCoopers until 2003. He is a former director of Life Pharmacy.

Alternate Director:

Hugh Green is an Alternate Director to James Sclater. Hugh is chairman and founder of the Hugh Green Group, and was a Non-Executive Director of Hellaby between 1994 and 2008.

Audit & Risk Committee:

James Sclater (Chairman), Paul Byrnes, Bill Falconer

Remuneration & Nominations Committee:

Bill Falconer (Chairman), Paul Byrnes, John Maasland, James Sclater, Steve Smith

Directors' Meetings

	Board		Audit & Risk Committee	
	Eligible to Attend	Attended	Eligible to Attend	Attended
WJ Falconer	8	8	2	2
PA Byrnes	8	8	2	2
RW Carter*	5	5	1	1
H Green*	1	1		
JH Maasland	8	8		
JM Sclater	7	7	1	1
SJ Smith	7	6		
JM Williamson	8	8		

*H Green retired from the Board in October 2008
RW Carter retired from the Board in March 2009

corporate governance

The Board and management of Hellaby Holdings Limited ('Hellaby') are committed to ensuring that the company meets best practice governance principles and maintains the highest ethical standards. The Board will regularly review and assess Hellaby's governance structures to ensure that they are consistent, both in form and substance, with best practice.

Hellaby complies with the corporate governance principles set out in the NZX *Corporate Governance Best Practice Code*. The company also complies with the principles in the Securities Commission's *Corporate Governance in New Zealand Principles and Guidelines*.

The full content of Hellaby's corporate governance policies, practices and procedures can be found in the governance section of the company's website www.hellabyholdings.co.nz.

Responsibilities of the Board and Management

Hellaby's Board is responsible for setting the company's strategic direction, with its ultimate goal being to protect and enhance the value of Hellaby's assets and business in the interests of the company and for all of its shareholders.

The Board's role includes:

- approving the budget and strategic plan
- approving major investments and divestments
- monitoring the financial performance of the company, approval of half year and annual financial statements
- appointing and reviewing the performance of the Chief Executive Officer, and
- ensuring the integrity of corporate governance

The Board has delegated certain of its powers to sub-committees of the Board. Achievement of the strategic direction and goals determined by the Board, as well as the day-to-day management of the company is delegated to the executive team under the leadership of the Chief Executive Officer.

The Board has a statutory obligation to reserve to itself responsibility for certain matters, such as the payment of dividends and the issue of shares.

Details of the Board's role, responsibilities, operation, composition, delegations and committees are provided in Hellaby's **Board Charter** and **Board Committee Charters**, which are available in the governance section of the company's website.

Board of Directors

The Board of Directors is profiled on pages 16-17 of this report.

Paul Byrnes, Bill Falconer, John Maasland and Steve Smith are independent directors. James Sclater is associated with the Hugh Green Trust, beneficial owner of a 30.45% shareholding in Hellaby Holdings Limited. Hugh Green is an alternate director to James Sclater.

John Williamson is the Chief Executive Officer and Managing Director of Hellaby Holdings Limited.

Board Committees

The Board has two formally constituted committees - the Audit & Risk Committee and the Remuneration & Nominations Committee.

Audit & Risk Committee

The primary function of the Audit & Risk Committee is to assist the Board in fulfilling its responsibilities relating to Hellaby's risk management and internal control framework; the integrity of its financial reporting; and Hellaby's auditing processes and activities.

The current members of the Audit & Risk Committee are James Sclater (Chairman), Paul Byrnes and Bill Falconer. All members of the Audit & Risk Committee are non-executive directors. James Sclater and Paul Byrnes are both qualified Chartered Accountants, and James Sclater is a former director and chairman of Grant Thornton Auckland.

Remuneration & Nominations Committee

The Remuneration & Nominations Committee comprises all non-executive members of the Board.

The Committee's primary functions are: to review directors' fees; to set and review the Chief Executive Officer's remuneration package and performance; to determine the policy for remuneration of senior management; and to recommend candidates to be nominated as a director.

Due to the composition of the committee (being all non-executive directors), remuneration and nominations business is conducted at Board meetings when required, with management absent. During the financial year in review, the committee also communicated periodically through the year by email and telephone with regards to remuneration and director nomination matters.

Attendance at Meetings

During the year ended 30 June 2009, the Board held 8 meetings and the Audit & Risk Committee held 2 meetings. The table on page 17 sets out attendance at meetings for all directors.

Code of Conduct

Hellaby's Board sets the ethical standards for the company via its **Code of Conduct**, which can be found in the governance section of the company's website. These standards are expected of directors and employees of Hellaby and its subsidiaries.

The Code of Conduct covers a wide range of areas including the following: standards of behaviour; conflicts of interest; receipt and use of company information and assets; gifts and property; delegated authorities; legal and regulatory compliance; reporting concerns and protections; and disciplinary measures and processes.

Auditor Independence

Hellaby maintains a process to ensure the independence and competence of the company's external auditors. Responsibility for the appointment of external auditors resides with the Audit & Risk Committee. The external auditor is reappointed every year at the annual general meeting.

The role of the external auditors is to audit the financial statements of the company in accordance with generally accepted auditing standards in New Zealand and to report on its findings to the Board and shareholders of the company.

The company requires its external auditors to abide by the independence regulations set out in the Code of Ethics on Independence issued by the International Federation of Accountants (IFAC). The company precludes its external auditor from undertaking a role not permitted under IFAC regulations, auditing its own work, or functioning as management. In line with current professional standards, the company requires the audit partners and review partners of its external auditor to rotate after a maximum of five years.

The effectiveness, performance and independence of the external auditors is reviewed by the Audit & Risk Committee.

Market Disclosure

Hellaby is committed to the promotion of investor confidence by ensuring that trade in its shares takes place in an efficient, competitive and informed market.

The company has in place procedures designed to ensure compliance with the NZX Listing Rules such that:

- All investors have equal and timely access to material information concerning the company, including its financial situation, performance, ownership and governance
- Company announcements are factual and presented in a clear and balanced way

Accountability for compliance with disclosure obligations is with the Chief Executive Officer and Chief Financial Officer. Significant market announcements, including the preliminary announcement of the half year and full year results, the accounts for those periods and any advice of a change in earnings forecast are approved by the Board.

Shareholder Communication

The company seeks to ensure that its shareholders understand its activities by communicating effectively with them, giving shareholders ready access to balanced and clear information about the company, and making it easy for shareholders to participate in annual meetings.

To assist with this, a company website is maintained with relevant information, including copies of presentations, reports and media releases. The corporate governance procedures are also included in the governance section of the company's website.

Trading by Company Directors and Officers

The company is committed to complying with all legal and statutory requirements regarding trading by insiders. Hellaby encourages company directors and management to hold shares in the company, as it helps to align the interests of officers and shareholders.

Trading in company securities by Hellaby directors and management must comply with the company's Code of Conduct for Securities Trading. New Zealand legislation and the company's securities trading rules prevent the short-term trading and dealing in the company's securities while directors and senior executives are in possession of non-public material and relevant information.

The **Code of Conduct for Securities Trading** is available in the governance section of the company's website.