

# Whistleblower Policy

## Policy 1.13

### GOVERNANCE AND LEADERSHIP

#### 1. Purpose

The purpose of this policy is to provide a supportive environment where serious wrongdoing such as suspected breaches of law, fraud or corruption within Wentworth Healthcare Limited (WHL), can be raised without fear of disclosure or retribution.

WHL recognises that people that have a work, service or client relationship with WHL are often the first to realise there may be something seriously wrong. However, they may not wish to speak up for fear of appearing disloyal or may be concerned about being victimised or subject to other reprisals if they report it.

The objective of this policy is to provide information about:

- a) who can make a Disclosure;
- b) to whom Disclosures may be made, and how they may be made;
- c) how WHL will investigate Disclosures;
- d) the protections available to Whistleblowers;
- e) how WHL will support Whistleblowers and protect them from detriment;
- f) how WHL will ensure fair treatment of those mentioned in Disclosures; and
- g) how this policy will be made available to WHL' officers, employees and volunteers.

This policy aims to effectively and efficiently respond to all reports from whistleblowers in a way that protects the confidentiality of the whistleblower and the person who is subject to disclosure.

#### 2. Scope

This policy applies to all WHL directors, company secretaries, employees, volunteers, member organisations, contractors, or employees of a contractor (referred to as 'you' for the purposes of this Policy). A protected whistleblower may be a spouse, relative or dependent of one of these persons.

This policy applies to Disclosable Matters and does not apply to personal work-related grievances. It provides an extension to WHL's existing policies and is not intended to replace:

- a) other reporting structures such as those for dispute resolution, discrimination or matters relating to workplace bullying or harassment;
- b) the standard complaint mechanisms for clients or volunteers;
- c) the exercising of rights under the terms of their contract by contractors and suppliers; or
- d) performance management or HR policies

If an individual has any concerns about what is proper conduct in a particular situation, they should first consider consulting the Code of Conduct and other related policies such as the Grievance Policy and Procedure and the Anti-discrimination, Sexual Harassment and Bullying Policy, and consider the definition of Disclosable Matters below.

#### 3. Policy Statement

WHL is committed to the highest standards of legal, ethical and moral behaviour.

WHL will comply in all respects with the whistleblower provisions of the Corporations Act

and this policy is to be read subject to those provisions.

WHL encourages people who have a working relationship with WHL to notify any Disclosable Matter to WHL in accordance with this policy to enable WHL to address it appropriately.

WHL is committed to maintaining an environment where legitimate concerns are able to be reported without fear of retaliatory action or retribution. No person will be disadvantaged for reporting a wrongdoing. Not only is it illegal but it directly opposes the values of WHL.

When a person makes such a disclosure they are entitled to expect that:

- a) their identity remains confidential at all times to the extent disclosure is permitted by law;
- b) they will be protected from reprisal, harassment or victimisation for making the report; and
- c) should retaliation occur for having made the disclosure then WHL will treat it as serious wrongdoing under this Policy.

#### **4. Responsibilities**

Employees and volunteers have a responsibility to:

- a) disclose Disclosable Matters in accordance with this policy;
- b) not raise vexatious, malicious or frivolous concerns;
- c) ensure that their behaviour complies with WHL policies and procedures;
- d) participate in resolution pathways with honesty whilst maintaining confidentiality;
- e) ensure they do not cause, or threaten to cause, Detriment to Whistleblowers; and
- f) protect the identity of, or any information that is likely to lead to the identification of, Whistleblowers or individuals mentioned in a Disclosure (this applies to such information obtained directly or indirectly because of the Disclosure). For more information on this, refer to clauses below.

Managers and the WHL executive have a responsibility to:

- a) conduct themselves in line with WHL' policies and the relevant legislation;
- b) disseminate approved policies to officers and employees;
- c) ensure employees have received, read and understood policies;
- d) assess the risks of Disclosable Matters within their area of control;
- e) educate employees and volunteers about Whistleblower laws; and
- f) facilitate, receive and investigate Disclosures.
- g) report instances of Disclosable Matters to the CEO as appropriate.

The Chief Executive Officer has a responsibility to:

- a) provide training and coaching to recipients of Disclosures and employees on this policy; and
- b) facilitate, receive and investigate Disclosures;
- c) oversee the management of Disclosures in accordance with this policy; and
- d) disclose any serious disclosures to the Board Chair, as appropriate.

#### **5. Making disclosures**

A Disclosure can be made to the people or entities and through the channels listed in the table below.

Disclosures may be made anonymously, although WHL is best placed to investigate a Disclosure and protect the Whistleblower when the Whistleblower's identity is known.

If a Disclosure is not anonymous, the recipient of the Disclosure must keep the Whistleblower's identity confidential unless the Whistleblower consents to his or her identity being disclosed.

The identity of the whistleblower (or information that may lead to the identity of the whistleblower)

can only be passed onto a third party under the following circumstances:

- a) ASIC, or the Australian Federal Police, or to a lawyer for advice about the whistleblower protections.
- b) another person or party if the whistleblower has given their consent.

**It is illegal for a person to reveal the identity of a whistleblower, or information likely to lead to the identification of a whistleblower, outside of these circumstances.**

This means, for example, that an executive staff member cannot pass on the identity to members of the Board or another executive staff member such as the CEO to investigate or assess its impact unless the whistleblower has consented to them doing this.

| Who to contact   | How to contact   |
|--|--|
| Any officer of WHL listed in the right hand column.  | Phone, speak directly, post or email:: <ul style="list-style-type: none"><li>• WHL CEO, Lizz Reay; or</li><li>• a Director of WHL Board; or</li><li>• WHL Executive Manager, Carolyn Townsend; or</li><li>• WHL external Company Secretary, Lucy Aiken</li></ul> |
| The Australian Securities & Investments Commission.  | <a href="http://www.asic.gov.au/complain">http://www.asic.gov.au/complain</a>  |
| A legal practitioner for the purpose of obtaining legal advice or representation under the “protection for whistleblowers” provisions of the <i>Corporations Act 2001</i> (Cth). | <a href="https://www.lawsociety.com.au/for-the-public/find-a-lawyer">https://www.lawsociety.com.au/for-the-public/find-a-lawyer</a>  |
| The National Anti-Corruption Commission  | <a href="https://www.nacc.gov.au/">https://www.nacc.gov.au/</a>  |

All complaints will be coordinated by the WHL CEO unless the complaint is about the CEO in which case the coordinator will be the external Company Secretary.

## 6. Investigation Process

### 6.1 Initial review

- a) Upon receiving a Disclosure that qualifies for protection under this policy, WHL will take the steps set out in this clause to review the Disclosure. WHL’s CEO will promptly carry out an initial review of the Disclosure. A Disclosure should not be reviewed or investigated by any other individual, unless the Disclosure concerns the CEO, in which case the investigation will be conducted by a Director of the Board or another appropriate member of the executive team within WHL and coordinated by the external Company Secretary.
- b) If a Disclosure is assessed to not qualify for protection as a Disclosable Matter the Whistleblower will be notified within 10 business days.
- c) Investigations should be completed within 90 calendar days unless circumstances require an extension, in which case the whistleblower will be informed of the revised timeline.

### 6.2 Action following investigation

- a) Once a Disclosure is made, and if deemed necessary, immediate action will be taken to prevent alteration or destruction of any relevant records. Such actions may include (but are not limited to):
  - removing relevant records and placing them in a secure location;
  - limiting access to the location where the records currently exist; and
  - preventing the individual whom is the subject of the Disclosure from accessing the records.
- b) If the allegation is substantiated by the investigation, the Wrongdoer will be subject to

appropriate disciplinary action in proportion to the misconduct, including dismissal if necessary, by the appropriate level of management.

- c) WHL will also take all reasonable steps, including commencing legal proceedings to recover any loss from the Wrongdoer, and notifying the police and/or regulator of criminal conduct, fraud or other significant breaches of law, where appropriate.

### 6.3 Whistleblower protections

- a) The *Corporations Act 2001* protects a Whistleblower who reports internally within WHL or externally to WHL's auditor, or to ASIC.
- b) WHL will protect any Whistleblower that makes a Disclosure where that Whistleblower has reasonable grounds to suspect the Disclosure concerns a Disclosable Matter.
- c) Generally, the identity of, or any information that is likely to lead to the identification of, Whistleblowers or individuals mentioned in a Disclosure (this applies to such information obtained directly or indirectly because of the Disclosure) will not be disclosed. Note that disclosures of information likely to lead to the identification of a Whistleblower may be made if it is reasonably necessary for the purposes of investigating a Disclosable Matter. In such circumstances, WHL must take all reasonable steps to reduce the risk of the Whistleblower being identified.
- d) WHL will not tolerate Detriment toward any Whistleblower that has made or attempted to make a Disclosure in relation to Disclosable Matter. Any WHL employee, officer or volunteer proven to have caused, or attempted to cause, Detriment to any Whistleblower may be subject to disciplinary action up to and including termination.
- e) Similarly, WHL itself will not engage in conduct that causes a Whistleblower Detriment. In particular, WHL will not subject the Whistleblower to civil, criminal or administrative liability (including disciplinary action) for making a disclosure and will not enforce any contractual remedy, such as dismissal, against the Whistleblower on the basis of a disclosure. This protection applies whether the Disclosure is proven or not.
- f) Where a Disclosure is made, WHL will assess the risk of the Whistleblower being subjected to Detriment and may implement interim measures to manage the risk of Detriment. This may include implementing temporary alternative working arrangements or other measures to support and protect the Whistleblower, including (but not limited to) providing the Whistleblower with:
  - access to the Employee Assistance Program (EAP);
  - flexibility of work practices as necessary and relevant;
  - paid personal leave beyond what is currently available (as approved by WHL);
  - paid access to other legal services as reasonably required in the circumstances; and
  - paid access to psychological services as needed (beyond what is provided via EAP).

### 6.4 Fair treatment

WHL will ensure the fair treatment of both Whistleblowers and any employees mentioned in a Disclosure by:

- a) educating employees, officers and volunteers on the requirements of this policy;
- b) facilitating anonymous Disclosures;
- c) maintaining confidentiality over Disclosures and the identity of Whistleblowers and others identified in Reports;
- d) taking steps to ensure investigations into Disclosable Matters are confidential, fair, prompt and objective;
- e) protecting Whistleblowers from Detriment as outlined above;
- f) taking steps to monitor the wellbeing of Whistleblowers and employees mentioned in Disclosures;
- g) regularly updating the Whistleblower on the progress of any investigation into a Disclosure; and
- h) not taking any disciplinary action against an employee mentioned in a Disclosure unless or until the Disclosure is substantiated.

A person making a Whistleblower report is obliged to act in good faith and have reasonable grounds for believing the disclosure is reportable wrongdoing. That means your disclosure must be honest and genuine, and motivated by wanting to disclose misconduct. Your disclosure will not be 'in good faith' if you have any other secret or unrelated reason for making the disclosure.

Where a Whistleblower's report of wrongdoing is determined to be in bad faith, maliciously false, frivolous or vexatious with no substance, the Whistleblower may be subject to disciplinary action which may include dismissal, termination of service or cessation of a service or client relationship.

It is important to note that making a report may not protect the Whistleblower from the consequences flowing from involvement in the wrongdoing itself. A person's liability for their own conduct is not affected by their reporting of that conduct under this policy. However active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action. WHL cannot provide immunity from civil or criminal legal liability resulting from the actions of a person making a disclosure under this Policy.

Even though a Whistleblower may be implicated in the wrongdoing they must not be subjected to any actual or threatened retaliatory action or victimisation in reprisal for making a report under this policy.

## 7. Availability of this policy

WHL will:

- a) ensure all employees and Directors are aware of this policy by making this policy available in the WHL policies and procedures directory and Board Effect and including with their induction package.
- b) ensure all member organisations and contractors are aware of this policy and have access, for example through our website

## 8. Definitions

In this policy:

- a) *Detriment* means any damage arising from reprisal against a Whistleblower, including (but not limited to):
  - if the Whistleblower is an WHL employee:
    - dismissal;
    - injury in his or her employment with WHL;
    - alteration of duties to his or her disadvantage; or
    - discrimination between the Whistleblower and other WHL employees;
  - harassment or intimidation;
  - harm or injury (including psychological harm);
  - damage to property, reputation or business or financial position; or
  - any other damage.
- b) *Disclosure* means a disclosure of information by a Whistleblower to a person or entity listed in the table above about a Disclosable Matter in accordance with this policy.
- c) *Disclosable Matter* means any Disclosure concerning misconduct, an improper state of affairs or circumstances in relation to WHL or the tax affairs of WHL. This may include (but is not limited to) a disclosure of information if the Whistleblower has reasonable grounds to suspect that WHL or an officer or employee of WHL has engaged in conduct that:
  - constitutes an offence against, or a contravention of, a provision of the *Corporations Act 2001* (Cth), *Australian Securities and Investments Commission Act 2001* (Cth) or the *Australian Charities and Not-for-profits Commission Act 2012* (Cth); or
  - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
  - represents a danger to the public or the Australian financial system, including conduct that poses significant risk to public safety or the stability of, or confidence in, the Australian

financial system, whether or not it is in breach of any law.

Examples of Disclosable Matters can include (but are not limited to):

- corruption (e.g. bribes);
- fraudulent behaviour (e.g. falsifying documents);
- illegal activity (e.g. theft, violence);
- a breach of any law, regulation, internal policy or code;
- endangerment to the health and safety of others or potential damage to the environment;
- inappropriate workplace behaviour (e.g. bullying, harassment and discrimination);
- maladministration (e.g. unjust, based on improper motives, unreasonable, oppressive or negligent);
- actions that may cause financial or non-financial loss to WHL or be otherwise detrimental to the interests of WHL; or
- concealing any Disclosable Matter.

d) *Whistleblower* means, generally, an insider within, or close to, an organisation that reports misconduct or dishonest or illegal activity within the organisation. A Whistleblower can be any one of the following individuals that makes or attempts to make a Disclosure in accordance with this policy:

- a Director of the WHL Board;
- an employee of WHL;
- an individual who supplies goods or services to WHL (whether paid or unpaid);
- an employee of a person who supplies goods or services to WHL (whether paid or unpaid);
- a family member or dependent of any individual listed in (i)-(iv); and
- an associate of WHL (within the meaning of section 318 of the *Income Tax Assessment Act 1936*).

e) *Wrongdoer* means an individual who is deemed to have engaged in a Disclosable Matter following an investigation undertaken in accordance with this policy.