

WHISTLEBLOWER POLICY

Policy:	Whistleblower Policy	
Date:	Board Approved:	12 February 2020
	Next Review Date:	11 December 2021

1. Purpose

- (a) The Australian Institute of Company Directors (**AICD**) is committed to conducting business in an open and honest manner. It seeks to maintain the highest ethical standards in order to mitigate the regulatory, financial, legal and reputational risks of the AICD.
- (b) The AICD has appointed a Whistleblower Protection Officer (**WPO**), details of that person and their role are contained in section 7 of this Policy.
- (c) The AICD maintains zero-tolerance towards unethical or illegal conduct and encourages its employees and stakeholders to report suspected cases of improper conduct.
- (d) The AICD supports a culture of “if in doubt, report”.
- (e) The purpose of this Policy is to create an environment where people feel safe and know how to report actual or suspected improper conduct in good faith and in an environment free from victimisation.
- (f) This Policy is made available through the AICD’s intranet site, Unily, and website.
- (g) Terms used in this Policy are defined in section 14.
- (h) For additional information about this Policy before making a disclosure, please contact the WPO.

2. Who does this Policy apply to?

- (a) This Policy applies to all current and former:
 - AICD employees;
 - AICD officers;
 - Individuals supplying goods and services to AICD (both paid and unpaid);
 - Employees of people who supply goods or services to AICD (both paid and unpaid);
 - Individuals who are associates of AICD;
 - Division Councillors of the AICD; and
 - Relatives or dependants of the individuals referred to above (and dependants of the spouse of the individuals referred to above).
- (b) Individuals who make disclosures that are eligible for whistleblower protections under the law, whether or not the disclosure is made in accordance with this Policy, are whistleblowers.
- (c) Whistleblowers are eligible for protection under the Corporations Act if:
 - They make a disclosure of reportable conduct to an eligible recipient or to ASIC, APRA or another prescribed Commonwealth body;
 - They make a disclosure to a legal practitioner for the purpose of obtaining legal advice; or
 - They make an Emergency Disclosure or a Public Interest Disclosure.
- (d) In addition, whistleblowers may be eligible for further protection as a whistleblower under the *Taxation Administration Act 1953* (Cth).

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3. What is 'reportable conduct'?

- (a) Reportable conduct is misconduct or an improper state of affairs or circumstances that a whistleblower has reasonable grounds to suspect in relation to AICD or a related body corporate.
- (b) Reportable conduct does not necessarily involve unlawful conduct.
- (c) Examples of reportable conduct include:
 - dishonest or corrupt behavior including theft or misappropriation of funds or property, receiving kickbacks or money, excessive gifts, bribery and colluding with others to cheat the AICD;
 - Significant mismanagement or waste of AICD funds or resources;
 - Illegal activity including illegal drug sale or use, violence or threatened violence against another person, sexual harassment and property damage;
 - Serious harm to public health, safety or environment;
 - Unethical behavior or a serious impropriety;
 - Abuse of authority;
 - Breach of regulations or laws;
 - Breach of AICD policies, procedures or Code of Conduct;
 - Impeding internal or external audit processes or investigations;
 - Concealment of reportable conduct;
 - Conduct that represents a danger to the public or the financial system; or
 - Any other conduct which may be detrimental to the interests of AICD.
- (d) Whistleblowers qualify for protection as a whistleblower even if the conduct they have disclosed is determined not to be actual misconduct, provided the whistleblower has reasonable grounds to suspect misconduct or an improper state of affairs or circumstances.
- (e) Disclosures that are not about reportable conduct do not qualify for protection under the Corporations Act.

4. What is not 'reportable conduct'?

- (a) For the purpose of this Policy, reportable conduct does not include Personal Work-Related Grievances. Personal Work-Related Grievances are managed in accordance with AICD's Grievance Policy. Further, reportable conduct does not include appropriate management of an employee's performance at work.
- (b) Personal Work-Related Grievances may still qualify for protection if:
 - They include information about reportable conduct;
 - AICD breached employment or other Laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the whistleblower's personal circumstances;
 - The whistleblower suffers detriment for making a disclosure; or
 - The whistleblower seeks legal advice or representation about the operation of the whistleblower protections under the Corporations Act.

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5. How to make a Disclosure?

- (a) Disclosures may be made anonymously or by using a pseudonym and must be made to an eligible recipient to qualify for protection. Whistleblowers can decline to answer questions that they believe may reveal their identity during any follow-up questions. Whistleblowers can make a disclosure in the following ways:

(i) **Disclosure Officer**

Whistleblowers can make a disclosure to the person below, the Disclosure Officer, who is an "eligible recipient". Please note, if the reportable conduct is regarding the Disclosure Officer listed below, the whistleblower can choose an alternative channel as appropriate. The Disclosure Officer is responsible for assigning the Whistleblower Investigation Officer (WIO) and the Whistleblower Protection Officer (WPO) to manage reports, as well as provide reporting to the Board:

Type of Concern	Position	Contact
Any reportable conduct	<ul style="list-style-type: none">Chief Financial Officer and Company Secretary	Helen Wild 18 Jamison Street Sydney, NSW, 2000 02 8248 8451 hwild@aicd.com.au

(ii) **AICD Intranet**

An anonymous disclosure can be made through the AICD's Intranet site.

A copy of the whistleblower report form that may be used for this purpose is set out at Appendix A to this Policy.

The disclosure will be received by AICD's third party provider, YourCall.

Where a whistleblower makes a disclosure to Your Call and the disclosure relates to the Disclosure Officer set out at paragraph 5(a)(i) above the whistleblower may request that the disclosure may be referred to the Chair of the Risk and Compliance Committee (**RACC**) for investigation.

(iii) **External Reporting**

If a whistleblower does not feel comfortable making a disclosure internally, they can make a confidential disclosure to the AICD's external provider, 'Your Call'.

Your Call is contracted to receive and manage disclosures from whistleblowers. They will do so impartially and confidentially.

The Your Call reporting options include:

- **Telephone Hotline**
1300 790 228, 9am – 12am M-F AEST recognised business days
- **Online**
24/7, www.yourcall.com.au/report

When making a report with Your Call, the whistleblower can use the AICD's organisation ID: AICD2016.

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Where a whistleblower makes a disclosure to Your Call and the disclosure relates to the Disclosure Officer set out at paragraph 5(a)(i) or the Whistleblower Investigation Officer and/or the Whistleblower Protection Officer, the whistleblower may request that the disclosure may be referred to the Chair of the RACC for investigation.

(iv) Other options:

Whistleblowers are also entitled to protection if they make a report to the following:

- To an officer or senior manager of the AICD or a related body corporate;
- To an auditor or member of an audit team conducting an audit of the AICD or a related body corporate;
- To an actuary of the AICD or a related body corporate;
- To a legal practitioner for the purposes of obtaining legal advice;
- To a Prescribed Authority;
- That qualifies as a Public Interest Disclosure; or
- That qualifies as an Emergency Disclosure.

It is important for whistleblowers to understand the criteria for making a Public Interest Disclosure or Emergency Disclosure before such a disclosure is made.

6. The identity of a whistleblower

- (a) If requested, the identity of a whistleblower and information likely to lead to the identification of the whistleblower (which was obtained directly or indirectly because the whistleblower made a disclosure in accordance with this Policy) will be kept strictly confidential unless:
- The whistleblower consents to the Disclosure;
 - The disclosure is made to ASIC, APRA, a member of the Australia Federal Police, to a legal practitioner, or to a person or body prescribed by regulations or as required or permitted by law;
- (b) AICD may disclose information contained in a disclosure without the consent of a whistleblower if:
- The information does not include the whistleblower's identity;
 - AICD has taken all reasonable steps to reduce the risk that the whistleblower will be identified from the information; and
 - It is reasonably necessary to investigate the issues mentioned in the disclosure.
- (c) Apart from the circumstances set out above, it is illegal to identify a whistleblower or disclose information that is likely to lead to the identification of a whistleblower.
- (d) AICD maintains secure record-keeping and information sharing procedures for the purpose of this Policy to protect the identity of whistleblowers, including having processes in place to:
- store documents relating to disclosures securely;
 - limit access to information relating to a disclosure to those directly involved in managing and investigating it; and
 - limit the number of people involved in handling and investigating a disclosure who are made aware of a whistleblower's identity or information likely to lead to their identification.
- (e) Whistleblowers can complain about a breach of confidentiality in connection with a disclosure by contacting the WPO or a regulator such as ASIC or APRA.
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7. Whistleblower Protection Officer

- (a) The Head of Human Resources is the WPO. The WPO is responsible for protecting whistleblowers from detrimental conduct as a result of making a disclosure. The WPO will only be advised of the nature and content of the Disclosure if the whistleblower consents.
- (b) The WPO can protect the whistleblower by:
- Explaining the framework the AICD has in place to ensure the confidentiality of their identity;
 - Assessing the risk of detrimental conduct being taken;
 - Reviewing claims that whistleblowers have been subject to detrimental conduct;
 - Reviewing claims that disclosures have not been addressed in accordance with this Policy;
 - Offering counselling through the AICD Employee Assistance Program;
 - Offering the whistleblower a leave of absence during the investigation, as appropriate;
 - Allowing the whistleblower to work from other premises, as appropriate;
 - Relocating the whistleblower to a different department within the AICD, as appropriate; and/or
 - Taking such other action as the WPO considers appropriate.
- (c) The ability of the WPO to protect the whistleblower may be limited where the whistleblower has chosen to remain anonymous, the whistleblower cannot be contacted or where the whistleblower is not an employee of the AICD.

8. What happens after a Disclosure is made?

All disclosures will be reviewed, investigated when appropriate and/or resolved without further action in accordance with this Policy. The WIO and the WPO will be advised of all disclosures. The whistleblower may be informed of the progress and outcome of the investigation, where legally permissible to do so. The information provided may be limited due to confidentiality.

9. Investigating reportable conduct

- (a) Investigations of reportable conduct will be conducted by the WIO (or such other investigating officer, as applicable, such as the Chair of the RACC) in a manner that is confidential, fair and objective. Initial investigations will consist of determining whether the disclosure is in the ambit of this Policy. The investigation process will vary depending on the nature of the improper conduct and the amount of information provided.
- (b) If the disclosure is within the ambit of this Policy a formal investigation will be commenced.
- (c) The investigations process will vary depending on the nature of the reportable conduct and the amount of information provided by the whistleblower. AICD's investigation process may be limited in certain aspects, for example, where the AICD is unable to contact the whistleblower for more information.
- (d) If a disclosure relates to a person, that person:
- Will be treated in a manner that is fair and objective;
 - Will be advised about the subject matter of the disclosure if require by the principles of natural justice and procedural fairness;
 - Where appropriate, may be advised before the matter is escalated to a formal investigation or a referral to ASIC, APRA or the Federal Police;

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- Will be given the opportunity to respond to any claims made in the disclosure before making an adverse finding; and
- May be advised of the outcome of the investigation.

(e) Findings from an investigation will be documented and reported to the Board.

10. Responsibilities

The Board and Senior Management at the AICD are responsible for promoting and supporting this Policy.

14. Definitions

Word/Term	Explanation (with examples if required)
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Emergency Disclosure	<p>A disclosure of information to a journalist or a parliamentarian, where:</p> <ul style="list-style-type: none"> • the whistleblower has previously made a disclosure of the information to a prescribed authority; • the whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; • before making the emergency disclosure, the whistleblower has given written notice to the prescribed authority that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make an emergency disclosure; and <p>the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.</p>
Personal Work-Related Grievance	<p>Grievances about a whistleblower's employment, or former employment that have (or tend to have) implications for the whistleblower personally but do not:</p> <ul style="list-style-type: none"> • have significant implications for the AICD that do not relate to the whistleblower; or • concern reportable conduct. <p>Examples of personal work-related grievances include:</p> <ul style="list-style-type: none"> • an interpersonal conflict between the whistleblower and another employee; and • a decision about the engagement, transfer, promotion, or termination of the employment of the whistleblower.
Prescribed Authority	ASIC, APRA, or other prescribed Commonwealth authority.
Public Interest Disclosure	<p>A disclosure of information to a journalist or a parliamentarian, where:</p> <ul style="list-style-type: none"> • at least 90 days have passed since the whistleblower made the disclosure to a prescribed authority;

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Word/Term	Explanation (with examples if required)
	<ul style="list-style-type: none"> the whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure; the whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and <p>before making the public interest disclosure, the whistleblower has given written notice to the prescribed authority that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make a public interest disclosure.</p>
Disclosure	A report made by an employee, anonymously if preferred, on alleged misconduct at any level of the organisation.
Relevant Person	Any current or former employee, Director, Contractor, Consultant or Divisional Councillor of the AICD.
Whistleblower	An employee who makes a report of improper conduct.

15. Policy Information

Policy Author:	Helen Wild	Policy Owner:	CFO and Company Secretary
Status:	<input checked="" type="checkbox"/> Approved by Management <input checked="" type="checkbox"/> Approved by Board <input checked="" type="checkbox"/> Endorsed by Board	Review Period:	Biennial
Version:	1.5	Next Review Date:	11 December 2021
Effective Date:	1 April 2021	Document Location:	Unily / AICD Policies

16. Document History

Version	Date Approved	Author	Description of revision
1.0	September 2016	Tony Checchia	First release of Policy
1.1	11 April 2019	Tony Checchia	Changes related to Enhancing Whistleblower Protections Bill 2018
1.1	20 September 2019	Olivia Kuzniewski	Removed Senior Manager, Risk & Compliance and included "any improper conduct" with fraud
1.2	12 December 2019	Tony Checchia	Updated to reflect amendments to the Corporations Law effective 1 July 2019

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Version	Date Approved	Author	Description of revision
1.3	11 February 2020	Tony Checchia	Further updated to clarify the role of the Disclosure Officer, the WIO and the WPO and the role of the RACC Chair.
1.4	19 February 2020	Tony Checchia	Further updated to clarify protections available to whistleblowers.
1.5	1 April 2021	Helen Wild	Updated the Disclosure Officer to Helen Wild as the new CFO and Company Secretary from Tony Checchia as the former incumbent CFO. Given minor nature of edit, policy review cycle has not changed.

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APPENDIX A

WHISTLEBLOWER REPORT

This form is to be used if you wish to report reportable conduct.

In making this report you are doing so in accordance with the terms of the Whistleblower Policy (**Policy**). Please read the Policy before lodging this report.

1. You (Tell us about yourself) - OPTIONAL

Providing us with your personal information is voluntary, and you may choose to remain anonymous. However, providing your details will likely enhance and expedite the investigation. Your details will remain in confidence subject to the terms of the Policy.

Name	
Contact Details	

2. What (Tell us what you are reporting and provide as much detail as possible)

Provide a statement about the conduct	
Background to events, including dates, subjects and people involved.	
Do you have any documents that may assist us in assessing your concerns? If yes, please attach.	
Is there a financial sum involved and if so, how much?	
Have you, or another person you know of, started legal proceedings over this report?	

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3. Who (Tell us who you want to report)

If the conduct is about a particular person(s), please include details below

	Person 1	Person 2	Person 3
Title			
Given name			
Family name			
Work Address			
Work Title			
Email Address			
Telephone			
Mobile			
Describe their involvement in the matter			
Describe your connection with this person			

4. Confidentiality

The report will remain confidential subject to the terms of the Policy.

5. Submit

Please click the 'SUBMIT' button below and record the reference number displayed on the next screen. If you need to contact us in relation to the report you will need to provide the reference number.

6. What happens next?

An investigation will take place in accordance with the Policy.