

## WHISTLEBLOWER POLICY

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<b>Policy:</b>	Whistleblower Policy
<b>Date:</b>	Board Approved 11 April 2019 Next Review Date April 2021

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### 1. Purpose

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.

The AICD maintains zero-tolerance towards unethical or illegal conduct and encourages its employees and stakeholders to report suspected cases of improper conduct.

The AICD supports a culture of “if in doubt, report”.

The purpose of this Policy is to create an environment where people feel safe to report actual or suspected improper conduct in good faith and in an environment free from victimisation.

### 2. Who does this Policy apply to?

This Policy applies to all current and former AICD employees and stakeholders including any current or former Director, contractor, consultant or Division Councillor of the AICD and/or their spouse, dependents or children (**Relevant Persons**).

### 3. What is improper conduct?

Examples of improper conduct includes, but is not limited to:

- 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 improper conduct; or
- Any other conduct which may be detrimental to the interests of AICD.

### 4. Who can Relevant Persons make a Disclosure to?

All Relevant Persons are encouraged to report any matters that they have reasonable grounds to believe constitute improper conduct (**Disclosure**). Relevant Persons can make a Disclosure in the following ways:

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### **(i) Direct Line Management**

A Relevant Person is encouraged to initially discuss the matter with their direct line manager or General Manager, as appropriate. If the matter involves the line management, refer to the options below.

### **(ii) Disclosure Officers**

A Relevant Person can also make a Disclosure to any one of the people below. Please note, if the matter is regarding any one of these people listed below, the Relevant Person can choose the Disclosure Officer or alternative channel as appropriate.

<b>Type of Concern</b>	<b>Support Area</b>	<b>Contact</b>
Fraud & any improper conduct (including Privacy)	<ul style="list-style-type: none"><li>• Head of Finance, Risk &amp; Compliance,</li><li>• Fraud Investigation Officer; and/or</li><li>• Whistleblower Investigation Officer</li></ul>	Tony Checchia 18 Jamison Street Sydney, NSW, 2000 02 8248 6637 <a href="mailto:tchecchia@aicd.com.au">tchecchia@aicd.com.au</a>
Any improper conduct (including Staff or People matters; Health and Safety)	<ul style="list-style-type: none"><li>• Head of Human Resources; and</li><li>• Whistleblower Protection Officer; and/or</li><li>• Relevant Person's HR Business Partner</li></ul>	Matthew Johnson 18 Jamison Street Sydney, NSW, 2000 02 8248 6641 <a href="mailto:mjohnson@aicd.com.au">mjohnson@aicd.com.au</a>

### **(iii) Anonymous Disclosure**

If a Relevant Person wishes to remain anonymous, a Disclosure can be made through the AICD's Intranet site.

A copy of the Whistleblower Report form is at Appendix A of this Policy.

### **(iv) Whistleblower Investigation Officer**

The Head of Finance, Risk & Compliance is the AICD's Whistleblower Investigation Officer (**WIO**). The WIO has a direct reporting line to the AICD Board through the Risk and Compliance Committee.

Relevant Persons can make a report directly to the WIO. The WIO is also responsible for detailing all reports made under this Policy to the AICD Board through the Risk and Compliance Committee.

Contact details for the WIO are:

Tony Checchia  
18 Jamison Street  
Sydney NSW 2000  
02 8248 6637  
[tchecchia@aicd.com.au](mailto:tchecchia@aicd.com.au)

### **(v) External Reporting**

If a Relevant Person does not feel comfortable making a Disclosure internally, or if they would prefer to remain anonymous, they can make a confidential Disclosure to the AICD's external provider, Your Call.

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Your Call is contracted to receive and manage Disclosures from Relevant Persons. 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](http://www.yourcall.com.au/report)

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

### 5. What happens to the Relevant Person when they make a Disclosure?

If requested, the identity of the Relevant Person who makes a Disclosure (**Whistleblower**) will be kept strictly confidential unless:

- The Whistleblower consents to the Disclosure;
- The Disclosure is required by law;
- It is necessary to pass information relating to the Disclosure on to ASIC or the police; and/or
- The Disclosure is necessary to prevent or lessen a serious threat to a person's health or safety.

By making a Disclosure, a Relevant Person will not be discriminated against or disadvantaged in their employment or relationship with the AICD.

Whistleblowing is not about airing a grievance. It is about reporting real or perceived improper conduct. A Disclosure may damage the career prospects and reputation of people who are the subject of the allegation and therefore if a Relevant Person's Disclosure is not made in good faith, or is deliberate, vexatious or knowingly false then the Relevant Person may be subject to disciplinary action.

### 6. Whistleblower Protection Officer

The Head of Human Resources is the Whistleblower Protection Officer (**WPO**). The WPO is responsible for protecting the anyone involved in the matter raised from being victimised 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.

The WPO can protect the Whistleblower by:

- Offering counselling through the AICD Employee Assistance Program;
- Offering the Relevant Person a leave of absence during the investigation, as appropriate; and/or
- Relocating the Relevant Person to a different department within the AICD, as appropriate.

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### 7. What happens after a Disclosure is made?

All Disclosures will be reviewed, investigated when appropriate or resolved without further action required. The WIO and the WPO will be advised of all reports. The Whistleblower will always be informed of the outcome of the investigation, where legally permissible to do so, if they have disclosed their identity. The information provided may be limited due to confidentiality.

### 8. Investigating improper conduct

Investigations of improper conduct will be conducted in a manner that is confidential, fair and objective. The investigation process will vary depending on the nature of the improper conduct and the amount of information provided.

A Disclosure must be made in good faith and contain sufficient information to form a reasonable basis for investigation.

### 9. Responsibilities

The Board and Senior Management at the AICD are responsible for promoting and supporting this Policy. All Relevant Persons are required to comply with this Policy.

### 10. Definitions

Word/Term	Explanation (with examples if required)
<b>Disclosure</b>	A report made by an employee, anonymously if preferred, on alleged misconduct at any level of the organisation.
<b>Relevant Person</b>	Any current or former employee, Director, Contractor, Consultant or Divisional Councilor of the AICD.
<b>Whistleblower</b>	An employee who make a report of improper conduct.

### 11. Policy Information

<b>Policy Author:</b>	Tony Checchia	<b>Policy Owner:</b>	CFO, General Manager Corporate Services
<b>Status:</b>	Approved	<b>Review Period:</b>	Biennial
<b>Version:</b>	1.1	<b>Next Review Date:</b>	April 2021
<b>Effective Date:</b>	11 April 2019	<b>Document Location:</b>	OurSite

### 12. Document History

Version	Date Approved	Author	Description of revision
1.0	September 2016	Tony Checchia	First release of Policy

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<b>Version</b>	<b>Date Approved</b>	<b>Author</b>	<b>Description of revision</b>
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

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### **APPENDIX A**

#### **WHISTLEBLOWER REPORT (REPORT OF IMPROPER CONDUCT)**

This form is to be used if you wish to report improper 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 of the improper 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 improper 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.