

BOARD POLICY 403

WHISTLEBLOWER

VERSION	REVIEW COMPLETED	BOARD MEETING	NOTES/ COMMENTS
1	Sep 2019	Oct 2019	Initial document
2	Jun 2021	Jun 2021	Review
3	Apr 2022	Apr 2022	Updates in line with internal audit recommendations
4	Apr 2024	Apr 2024	Review

APPLIES TO	All CEnet staff (employees and contractors) and Directors	
OWNER	Head of Experience	
ENDORSED BY	CEnet Governance & Nominations Committee	4 April 2024
APPROVED BY	CEnet Board of Directors	22 April 2024
REVIEW CYCLE	Biennial	
NEXT REVIEW DATE	April 2026	
RELATED POLICY DOCUMENTS	Board Policy 103: Privacy Board Policy 304: Fraud and Corruption Prevention Board Policy 404: Code of Ethics Board Policy 406: Dispute Resolution Board Policy 502: Code of Conduct CEO Policy 510: Complaints and Grievances	
SUPPORTING DOCUMENTS	Nil	

1. Purpose

- 1.1 CEnet is committed to the highest standards of legal, ethical and moral conduct. This includes operating legally (in accordance with applicable legislation and regulation), properly (in accordance with organisational policy and procedures), and ethically (in accordance with recognised ethical principles).
- 1.2 Employees are expected to cooperate with CEnet in maintaining legal, proper, and ethical operations, if necessary by reporting improper conduct by other people. Employees who do assist in maintaining legal, proper, and ethical operations should not be penalised in any way.
- 1.3 The objectives of this policy are to:
 - a. Provide a person making an allegation of improper conduct with a clear framework within which to make the allegation;
 - b. Ensure any reports of improper conduct are dealt with appropriately;
 - c. Provide Whistleblowers with a clear understanding of how allegations will be handled;
 - d. Provide Whistleblowers with appropriate protections including for victimisation and retaliation;
 - e. Ensure Whistleblowers are aware of and have the appropriate legal protections;
 - f. Support Whistleblowers throughout the reporting process; and

- g. Afford natural justice and procedural fairness to anyone who is the subject of an allegation of improper conduct.

1.4 This policy provides a framework for Whistleblowers to make an allegation of improper conduct by providing reasonable protections for Whistleblowers, including those required by law, who, acting honestly on reasonable grounds and with genuine belief that the information in an allegation is true or likely to be true, and ensuring the allegations are properly and lawfully investigated.

2. Definitions

Whistleblower

A Whistleblower is a current or former:

- employee of CEnet, or a related company or organisation;
- officer of CEnet, or a related company or organisation;
- contractor, or an employee of a contractor, who has supplied goods or services to CEnet, or a related company or organisation. This can include volunteers;
- associate of CEnet, such as a company or organisation with whom CEnet acts in concert; or
- spouse, relative or dependant of one of the people referred to above.

who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with improper conduct by CEnet, or an officer or employee of CEnet and wishes to avail themselves of protection against reprisal for having made the report.

A company or organisation is related to CEnet in accordance with the Corporations Act 2001.

Non-discloseable matter

Disclosures related to “personal work-related grievances” will not be covered by the new whistleblower protections.

A personal work-related grievance is defined as “a grievance about any matter in relation to the discloser’s employment, or former employment, having (or tending to have) implications for the discloser personally”. Typical examples would include:

- personal conflicts within the workplace;
 - decisions relating to engagement, promotion and termination of employees; and
 - ordinary workplace bullying disputes.
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Improper conduct

Misconduct or an improper state of affairs or circumstances that breaches the law, organisational policy, or generally recognised principles of ethics including:

- dishonest, corrupt or illegal conduct;
- fraud, theft, money laundering or misappropriation;
- offering or accepting a bribe;
- maladministration;
- damage or sabotage of CENet's facilities or resources;
- harassment, violence or unlawful discrimination;
- a serious breach of CENet's policies and procedures;
- practices endangering the health or safety of the staff, volunteers, or the general public; and
- practices endangering the environment.

Reasonable grounds

Means that a reasonable person in the position of the person making the allegation would also suspect the information indicates improper conduct.

3. Policy Statements

3.1 Complaint

3.1.1 Where an employee of CENet believes in good faith on reasonable grounds that CENet, any other employee, volunteer, or contractor has breached a law, policy, or generally recognised principles of ethics, that employee must report their concern to:

- their supervisor, or, if they feel that their supervisor may be complicit in the breach,
- the CEO, or, if they feel that the CEO may be complicit in the breach,
- the organisation's nominated Whistleblower Protection Officer,
- otherwise in accordance with laws and regulations.

3.1.2 The Board of CENet may nominate external persons to whom or agencies to which disclosures may be made under the protections offered under this policy. Where such a nomination is made, staff and volunteers will be informed by any appropriate method. Currently available Whistleblower reporting options include the online and reporting facilities outlined in the Appendix to this policy. These are also for reporting allegations of improper conduct anonymously.

3.1.3 Evidence to support such concerns should be brought forward at this time if it exists. The absence of such evidence will be taken into account in subsequent consideration of whether to open an investigation into the matter. However, absence of such evidence is not an absolute bar to the activation of CENet's investigative procedures. The existence of such a concern is sufficient to trigger reporting responsibilities.

3.1.4 Reporting such a breach does not necessarily absolve the complainant from the consequences of any involvement on their own part in the misconduct complained of.

3.1.5 In contemplating the use of this policy, a person should consider whether the matter of concern may be more appropriately raised under either Policy 510: Complaints & Grievances or Policy 406: Dispute Resolution..

3.2 Protection

3.2.1 No person is to be personally disadvantaged for reporting wrongdoing. Not only is it illegal but it directly opposes CEnet's values. CEnet is committed to maintaining an environment where legitimate concerns are able to be reported without fear of retaliatory action or retribution. This protection is awarded whether the complainant wishes to remain anonymous or not.

3.2.2 When a person makes an allegation:

- Their identity will remain confidential according to their wishes, insofar as it may be overridden by due process of law;
- They will be protected from reprisal, discrimination, harassment, or victimisation for making the disclosure;
- An independent internal inquiry may be conducted and:
 - Issues identified from the inquiry/investigation will be resolved and/or rectified;
 - The complainant will be informed of the outcome; and
 - Any retaliation for having made the disclosure will be treated as a serious wrongdoing under this Policy.

3.2.3 To qualify for protection, the Whistleblower must have reasonable grounds to suspect that the information they will disclose indicates improper conduct.

3.2.4 Where anonymity has been requested the complainant is required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

3.2.5 These procedures do not authorise any employee to inform commercial or social media of their concern, and do not offer protection to any employee who does so, unless done in accordance with the law. If this was to be considered an appropriate action to be taken, CEnet recommends that the person first consult their lawyer.

3.2.6 While CEnet would prefer Whistleblowers to disclose their identity in order to facilitate any investigation, an independent Whistleblower Service has been established to enable reports to be made anonymously and confidentially. These details are set out in the Appendix to this policy.

3.3 Investigation

3.3.1 Any person within CEnet to whom such a disclosure is made shall:

- if they believe the conduct complained of to be unquestionably trivial or fanciful, dismiss the allegation and notify the person making the allegation of their decision;

- if they believe the conduct complained of to be neither trivial nor fanciful, ensure that the allegation is investigated, a finding is made, and the person making the allegation is informed of the finding.
- 3.3.2 Terms of reference for the investigation will be drawn up, in consultation with the CEO, or if the CEO is considered complicit in the breach, a director or company secretary, to clarify the key issues to be investigated.
- 3.3.3 The principles of procedural fairness (natural justice) will be observed. In particular, where adverse comment about a person is likely to be included in a report, the person affected will be given an opportunity to comment beforehand and any comments will be considered before the report is finalised.
- 3.3.4 A report will be prepared when an investigation is complete. This report will include:
- the allegation/s;
 - a statement of all relevant findings of fact and the evidence relied upon in reaching any conclusions;
 - the conclusions reached (including the damage caused, if any, and the impact on the organisation and other affected parties) and their basis;
 - recommendations based on those conclusions to address any wrongdoing identified and any other matters arising during the investigation.
- 3.3.5 The report will be provided to the person making the allegation (with, if necessary, any applicable confidentiality stipulations).

3.4 Other

- 3.4.1 Whistleblowers, or potential Whistleblowers, may be compensated for any loss, damage, or injury they suffer.
- 3.4.2 If a person breaches a Whistleblower's confidentiality or causes detriment to a Whistleblower because of their disclosure, that person may face criminal or civil penalties. Examples of such detriment include, but are not limited to:
- dismissal of an employee or injury in their employment;
 - alteration of an employee's position or duties to their disadvantage;
 - harassment or intimidation of a person;
 - harm or injury to a person, including psychological harm; and
 - damage to a person's property, reputation or financial position
- 3.4.3 If a Whistleblower is unsure whether the matter is discloseable or not, they should contact CEnet's independent Whistleblower hotline service for advice.
- 3.4.4 Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act.

3.5 False Reporting

- 3.5.1 Where it is shown that a person purporting to be a whistleblower has knowingly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action which may include dismissal.

4. Responsibilities

4.1 The Board adopts the following general principles in assigning accountabilities and responsibilities relating to Board Policies:

The Board of Directors:

- a. Approves Board Policies and reviews them on a scheduled and cyclical basis to ensure they are current, fit-for-purpose and reflective of current legislative requirements.
- b. Sets the direction, establishes the framework and highlights the guiding principles upon which the Board Policies are based.
- c. Provides the resources to allow for proper and effective implementation of the Board Policy.
- d. Promotes a culture that supports compliance with the Board Policy.
- e. Delegates the responsibility of monitoring Board Policy compliance and effectiveness to a Board Committee if considered appropriate to do so.

Board Committee:

- a. Reviews and makes recommendations to the Board on the adequacy of the Board Policy.
- b. Reviews and makes recommendations to the Board on any incident arising from non-compliance with the Board Policy.

Chief Executive Officer:

- a. Establishes and implements appropriate systems to support compliance with the Board Policy.
- b. Facilitates training and education of those required to comply with the Board Policy.
- c. Maintains appropriate registers and records as required under the Board Policy and/or applicable legislation.
- d. Monitors compliance with the Board Policy and reports to the Board any identified instances of non-compliance.

- e. Delegates management of the systems implemented to support Board Policy compliance to a designated officer if considered appropriate to do so.

Staff:

- a. Complies with and adheres to the Board Policy and any associated procedures and guidelines established to support compliance with the Board Policy.
- b. Reports any identified instance of non-compliance with the Board Policy to an identified authority.

- 4.2 Board Policies may have specific accountabilities and responsibilities. These are outlined in the Board Policy Responsibility Assignment Matrix (RACI) which is maintained by the Finance, Audit & Risk Management Committee upon delegation by the Board. The RACI is reviewed and updated at least annually.

5. Guidance

- Treasury Laws Amendment (enhancing Whistleblower Protections Act 2019)
- Corporations Act 2001
- ASIC Guidance – Whistleblower rights and protections
- ACNC Guidance – Whistleblower Protections

6. Monitoring Arrangements

- 6.1 Compliance with this Policy is subject to CEnet's monitoring and review procedures including the annual compliance review program overseen by the Finance, Audit & Risk Management Committee.

7. Appendices

Appendix A - Reporting to CEnet's independent Whistleblower service

CEnet subscribes to [Stoptline's](#) Whistleblower Hotline Service. A Whistleblower Hotline is crucial to providing a safe workplace and also the single-most effective means of countering improper workplace behaviour.

The Stoptline Whistleblower Hotline was initiated in 2001 and operates 24/7, 365 days a year. A customised web portal is provided, which advertises details of the program, its operation and provides details of all available reporting channels, including:

- Free call 1300 30 45 50;
- Stoptline 365 smartphone app - download available for [Apple](#) and [Android](#) phones;
- Online [portal](#) to report a matter anonymously and confidentially;
- [Email](#)
- Mail Attention: CEnet, c/o Stoptline, PO Box 403, Diamond Creek, VIC 3089;
- The option to use WhatsApp for Business for encrypted messaging end to end.

END OF POLICY