

Policy

TITLE:	WHISTLEBLOWER POLICY		
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1. Introduction

Adelaide PHN is committed to the highest standards of conduct and ethical behaviour, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

People who have a working relationship with Adelaide PHN are often the first to realise that 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 reprisals for reporting wrongdoing.

Adelaide PHN is committed to the protection of individuals who disclose information about illegal or improper conduct occurring within Adelaide PHN.

This policy is to be read in conjunction with the attached '**ASIC – Whistleblower rights and protections**'; and is available in the About Us section of our website (www.adelaidephn.com.au) and on our SharePoint intranet.

2. Purpose

The objective of this policy is to provide a safe and confidential environment where such concerns can be raised by **whistleblowers** without fear of reprisal or detrimental treatment.

This policy sets out:

- who is entitled to protection as a whistleblower under this policy;
- the protections whistleblowers are entitled to under this policy; and
- how disclosures made by whistleblowers in accordance with this policy will be handled by Adelaide PHN.

3. Scope

This policy applies to any individual who is, or has been, an Adelaide PHN **officer** or employee, contractor, associate, supplier or service provider (or any employee of a supplier or service provider), which includes a family member of any of the aforementioned (each an **eligible whistleblower**).

4. Definitions

Unless the context otherwise requires, italicised bold terms in this policy have the following meanings:

Adelaide PHN means Adelaide PHN and its related bodies corporate.

associate means any individual who is:

- an associate within the meaning of the *Corporations Act*; or
- if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

Australian whistleblower laws mean either or both of regimes contained in Part 9.4AAA of the *Corporations Act* and *Part IVD of the Taxation Administration Act 1953* (Cth).

Corporations Act means the *Corporations Act 2001* (Cth).

family member means a:

- spouse, parent, child, sibling or other relative of an individual; or
- dependent of the individual or their spouse.

officer has the same meaning as in the *Corporations Act* (which includes but is not limited to directors and company secretaries).

relative has the same meaning as in the *Corporations Act*.

spouse means the married, de facto or registered partner of the individual.

tax affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

whistleblower means a person who is eligible for protection as a whistleblower under this policy or under the Australian whistleblower laws.

whistleblower protection officers means a person described in section 6.2.

5. Policy

5.1 Who is eligible for whistleblower protection under this policy?

To be treated as a whistleblower under this policy you must:

- 5.1.1 be one of the individuals set out in section 5.2 below;
- 5.1.2 disclose information regarding the type of matters set out in section 5.3; and
- 5.1.3 disclose that information to one of the persons set out in section 6.

5.2 Who may make a disclosure?

Disclosures can be made by an **eligible whistleblower**, which includes:

- 5.2.1 Current or former **officer** or employee of Adelaide PHN;
- 5.2.2 Contractor or supplier of goods and services to Adelaide PHN, or their current and former employees;
- 5.2.3 **associate** of Adelaide PHN; or
- 5.2.4 **family member** of an individual mentioned above.

You may choose to disclose information anonymously if you wish.

5.3 What types of matters can be disclosed?

You may make a report or disclosure under this policy if you have reasonable grounds to believe that an Adelaide PHN director, officer, employee, contractor, supplier, consultant or other person who has business dealings with Adelaide PHN has engaged in, or is engaging in, conduct (**'Reportable Conduct'**) which is:

- 5.3.1 Dishonest, fraudulent or corrupt;
- 5.3.2 Illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property);
- 5.3.3 Unethical including any breach of Adelaide PHN's policies such as the Code of Conduct;
- 5.3.4 Oppressive or grossly negligent;
- 5.3.5 Potentially damaging to Adelaide PHN, its employees or a third party;
- 5.3.6 Misconduct or an improper state of affair;
- 5.3.7 A danger, or represents a danger to the public or financial system;
- 5.3.8 Harassment, discrimination, victimisation or bullying.

Reasonable grounds mean that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

For the avoidance of doubt, **Reportable Conduct** does not include personal work-related grievances. These grievances should be reported to your line manager in accordance with Adelaide PHN's Grievance Resolution Procedure (as amended and/or updated from time to time).

A personal work-related grievance is a grievance about any matter in relation to an employee's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for Adelaide PHN.

Examples of **personal work-related grievances** are as follows:

- An interpersonal conflict between the employee and another employee;
- A decision relating to the engagement, transfer or promotion of the employee;
- A decision relating to the terms and conditions of engagement of the employee;
- A decision to suspend or terminate the engagement of the employee, or otherwise to discipline the employee.

6. Policy Application

6.1 Who should I disclose to?

Adelaide PHN relies on its employees maintaining a culture of honest and ethical behaviour. If you become aware of any Reportable Conduct, it is expected that you will make a disclosure under this policy. There are several ways you may report or disclose any issue or behaviour you consider to be Reportable Conduct.

6.2 Internal Reporting

You may disclose any Reportable Conduct to the whistleblower protection officers listed below:

Title: Human Resources Manager
Name: Betina Clifford
Phone Number: 08 8219 5900
Email Address: bclifford@adelaidephn.com.au

Title: Chief Executive Officer
Name: Michelle McKay
Phone Number: 08 8219 5900
Email Address: mmcKay@adelaidephn.com.au

Title: Executive Manager Commissioning and Compliance
Name: Malcolm Ellis
Phone Number: 08 8219 5900
Email Address: mellis@adelaidephn.com.au

If you are unable to use any of the above reporting channels, a disclosure can be made to an '**eligible recipient**' within Adelaide PHN. Eligible recipients include:

- Board Directors;
- Executive Managers;
- Auditor or member of an audit team conducting an audit of Adelaide PHN;
- Actuary.

The **whistleblower protection officer** or **eligible recipient** will safeguard your interests and will ensure the integrity of the reporting mechanism.

6.2 Reporting to Regulators

While Adelaide PHN encourages an environment where people are free to speak up, it is recognised that a person may make a report directly to appropriate authorities such as the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) in relation to a Reportable Conduct. You will be covered by the protections outlined in this policy if you have reported a concern to ASIC or APRA.

6.3 Reporting to a Legal Practitioner

You may choose to discuss your concerns with a legal practitioner for the purposes of obtaining legal advice or representation. You will be covered by the protections outlined in this policy if you have reported your concerns to a legal practitioner.

7. Public Interest and Emergency Disclosure

In certain situations, the conduct or wrongdoing may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary.

7.1 Who can I make a public interest and emergency disclosure to?

A public interest and emergency disclosure can only be made to:

- 7.1.1 A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service; or
- 7.1.2 A Member of the Parliament of the Commonwealth or of a State or Territory parliament.

7.2 When can I make a public interest and emergency disclosure?

You may only make a public interest and emergency disclosure if:

- 7.2.1 You have previously disclosed the information to ASIC or APRA;
- 7.2.2 At least 90 days have passed since the previous disclosure was made;
- 7.2.3 You have reasonable grounds to believe that action is not being taken to address the matters you have disclosed;
- 7.2.4 You have reasonable grounds to believe making a further disclosure to a journalist or member of parliament would be in the public interest;
- 7.2.5 You have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making a public interest disclosure; and
- 7.2.6 The extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs.

7.3 Will I receive protection if I make a public interest and emergency disclosure?

You will be qualified for protection where you have made a public interest disclosure if:

- 7.3.1 You have previously disclosed the information to ASIC or APRA;
- 7.3.2 You have 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; and
- 7.3.3 You have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making a public interest disclosure; and
- 7.3.4 No more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger.

8. Protection of Confidentiality

8.1 Anonymity

When making a disclosure, you may do so anonymously. It may be difficult for Adelaide PHN to properly investigate the matters disclosed if a report is submitted anonymously and therefore Adelaide PHN encourages you to share your identity when making a disclosure, however you are not required to do so.

Where a disclosure has been made externally and you provide your contact details, those contact details will only be provided to a whistleblower protection officer with your consent.

8.2 Confidentiality

All information received from a whistleblower will be treated confidentially and sensitively.

If you make a disclosure under this policy, Adelaide PHN will take all reasonable efforts to maintain confidentiality of your identity. Subject to compliance with legal requirements, neither your identity nor information that could lead to your identity becoming generally known, will be released to any person not involved in the investigation or resolution of the disclosure, unless:

- 8.2.1 You consent to the disclosure of your identity;
- 8.2.2 Disclosing your identity is required by law;
- 8.2.3 It is to a person involved in the investigation or resolution of your disclosure;

- 8.2.4 It is necessary to prevent or lessen a serious threat to a person's health or safety;
- 8.2.5 It is made to a legal practitioner for the purpose of obtaining legal advice or legal representation. Reports that do not compromise confidentiality may be made to the Board; or
- 8.2.6 The concern is reported to ASIC, APRA, Australian Tax Office (ATO) or the Australian Federal Police (AFP).

Where it is necessary to disclose information for the effective investigation of the matter, and this is likely to lead to your identification, all reasonable steps will be taken to reduce the risk that you will be identified.

9. Protection of Whistleblowers

Adelaide PHN is committed to ensuring that any person who makes a disclosure is treated fairly and does not suffer detriment and that confidentiality is preserved in respect of all matters raised under this policy.

9.1 Protection from Legal Action

You will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this policy or participating in any investigation.

Any information you provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

However, a whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

9.2 Protection against Detrimental Conduct

Adelaide PHN (or any person engaged by Adelaide PHN) will not engage in '**Detrimental Conduct**' against you if you:

- 9.2.1 have made a disclosure under this policy;
- 9.2.2 are or propose to be a whistleblower; or
- 9.2.3 are suspected or believed to be, or could be a, a whistleblower.

Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):

- Termination of employment;
- Injury to employment including demotion, disciplinary action;
- Alternation of position or duties;
- Discrimination;
- Harassment, bullying or intimidation;
- Victimisation;
- Harm or injury including psychological harm;
- Damage to person's property;
- Damage to a person's reputation;
- Damage to a person's business or financial position; or
- Any other damage to a person.

Adelaide PHN will take all reasonable steps to protect you from Detrimental Conduct and will take necessary action where such conduct is identified.

Adelaide PHN strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the policy in response

to their involvement in that investigation.

If you are subjected to Detrimental Conduct because of making a disclosure under this policy or participating in an investigation, you should inform a whistleblower protection officer or eligible recipient in accordance with the reporting guidelines outlined above.

You may also seek remedies including compensation, civil penalties or reinstatement where you have been subject to any Detrimental Conduct.

10. Investigations of information disclosed under this policy

- 10.1 Adelaide PHN will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The whistleblower protection officer will investigate the matter and where necessary, appoint an external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation.
- 10.2 If the report is not anonymous, the whistleblower protection officer or external investigator will contact you to discuss the investigation process and any other matters that are relevant to the investigation.
- 10.3 Where you have chosen to remain anonymous, your identity will not be disclosed to the investigator or to any other person and Adelaide PHN will conduct the investigation based on the information provided to it.
- 10.4 Where possible, the whistleblower protection officer will provide you with feedback on the progress and expected timeframes of the investigation. The person against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable bases for not doing so).
- 10.5 To the extent permitted by law, the whistleblower protection officer may inform you and/or a person against whom allegations have been made of the findings. Any report will remain the property of Adelaide PHN and will not be shared with you or any person against whom the allegations have been made.

11. Reporting to the Board or its delegated committee

Subject to the confidentiality obligations in this policy, the CEO must provide the Board or its delegated sub-committee quarterly reports on all whistleblower matters, including information on:

- 11.1.1 the status of any investigations underway; and
- 11.1.2 the outcomes of any investigations completed, and actions taken as a result of those investigations.

12. How this policy interacts with Australian Whistleblower laws

- 12.1 By making a disclosure in accordance with this policy, you may be afforded protection under Australian whistleblower laws.
- 12.2 Any person who is a whistleblower under Australian whistleblower laws must be treated in accordance with, and is entitled to, protections afforded by this policy.

More information about these laws is available on the ASIC website and the ATO website.

13. Consequences for non-compliance with policy

- 13.1** Any breach of this policy by an officer, employee or contractor will be taken seriously by Adelaide PHN, and may be the subject of a separate investigation and/or may result in disciplinary action, up to and including termination of employment.
- 13.2** A breach of this policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

14. Other matters

- 14.1** In so far as this policy imposes any obligations on Adelaide PHN, those obligations are not contractual and do not give rise to any contractual rights. To the extent that this policy describes benefits and entitlements for employees, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.
- 14.2** Adelaide PHN may unilaterally introduce, vary, remove or replace this policy at any time.

15. Support available

- 15.1** Any person who makes a disclosure under this policy or is implicated as a result of a disclosure that is made, may access Adelaide PHN's Employee Assistance Program (EAP) which is a free and confidential counselling service.
- 15.2** Where appropriate, Adelaide PHN may also appoint an independent support person to deal with any ongoing concerns you may have.
- 15.3** You may also access third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636) for support.

Reference Documents

- Grievance Resolution Procedure
- Code of Conduct Policy
- Australian whistleblower laws
- Australian Securities and Investments Commission
- Australian Prudential Regulatory Authority
- *Australian Securities and Investments Commission Act 2001 (Cth)*
- *Corporations Act 2001 (Cth)*
- *Income Tax Assessment Act 1936*