

TITLE:	WHISTLEBLOWER POLICY		
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1. Introduction

Adelaide Primary Health Network (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.

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 ‘ASIC – Whistleblower rights and protections’; (<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>) and is available in the “About” section of our website (<https://adelaidephn.com.au/about/who-we-are>), our SharePoint intranet, and in any other ways that will ensure that it is made available to persons to whom this policy applies.

2. Purpose

The objective of this policy is for Adelaide PHN to encourage the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving Adelaide PHN’s business and 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 (and the law) 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

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. You can still qualify for protection under this policy and the *Corporations Act* if you make an anonymous disclosure.

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.

A personal work-related grievance may still qualify for protection if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- the entity has 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 discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Disclosures that are not about Reportable Conduct do not qualify for protection under the Corporations Act.

6. Policy Application

6.1 Who should I disclose to?

Adelaide PHN relies on its employees maintaining a culture of honest and ethical behaviour. Accordingly, 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 anonymously and/or confidentially, securely and inside or outside of business

hours.

When making a disclosure, it is expected that you provide as much detail as possible, including any evidence to assist in a fair, accurate and timely investigation.

6.2 Internal Reporting

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

Title: People and Culture 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: Governance & Risk Manager
Name: Paula Davies
Phone Number: 08 8219 5900 or 0478 626 658
Email Address: pdavies@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.

The *whistleblower protection officer* or *eligible recipient* will safeguard your interests and will ensure the integrity of the reporting mechanism. You can also contact them to obtain additional information before making a disclosure.

6.3 Reporting to Regulators

While Adelaide PHN encourages an environment where people are free to speak up, you may also make a disclosure directly to appropriate authorities such as the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) in relation to Reportable Conduct. Disclosures to these regulators will be covered by the protections outlined in this policy.

6.4 Reporting to a Legal Practitioner

You may choose to discuss your concerns with an independent legal practitioner (ie a person who holds a current practicing certificate but is not an employee of Adelaide PHN) 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 (even in the event that the legal practitioner concludes that a disclosure does not relate to Reportable Conduct).

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.

You are advised to contact an independent legal practitioner before making a public interest disclosure or an emergency disclosure.

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. Anonymity

You can choose to remain anonymous when making a disclosure, over the course of an investigation and after the investigation is finalised. 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. You can refuse to answer

questions that you feel could reveal your identity at any time, including during follow-up conversations. If you do wish to remain anonymous it is suggested that you maintain ongoing two-way communication with the party to whom you made your disclosure, so they can ask follow-up questions or provide feedback.

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.

Where a disclosure comes from an email address from which the person's identity cannot be determined, and the discloser does not identify themselves in the email, it will be treated as an anonymous disclosure.

To protect anonymity, Adelaide PHN will adopt the following measures and/or mechanisms:

- communication with anonymous disclosers will be through anonymous telephone lines and anonymised email addresses;
- a discloser may adopt a pseudonym for the purpose of their disclosure— this may be appropriate in circumstances where the discloser's identity is known to their line manager, the whistleblower protection officer or equivalent but the discloser prefers not to disclose their identity to others.
- any other relevant steps as may assist in the specific situation.

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. These protections apply not only to internal disclosures, but to disclosures to independent legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act. You can still qualify for protection under this policy even if the disclosure turns out to be incorrect.

9.1 Confidentiality

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

9.1.1 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:

- You consent to the disclosure of your identity;
- Disclosing your identity is required by law;
- It is to a person involved in the investigation or resolution of your disclosure;
- It is necessary to prevent or lessen a serious threat to a person's health or safety;
- 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
- The concern is reported to ASIC, APRA, Australian Tax Office (ATO) or the Australian Federal Police (AFP).

9.1.2 A person can disclose the information contained in a disclosure with or without your consent if:

- the information does not include your identity;

- Adelaide PHN has taken all reasonable steps to reduce the risk that you will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

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.

It is illegal for a person to identify a discloser or disclose information that is likely to lead to the identification of the discloser, outside the exceptions above. If you wish to lodge a complaint with Adelaide PHN about a breach of confidentiality, you can do so in writing to the CEO. You may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

Please be aware that a report may inadvertently reveal the identity of the reporting party, but Adelaide PHN will take all reasonable measures to ensure that the anonymity of the discloser is protected.

9.2 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.

9.3 Protection against Detrimental Conduct

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

- 9.3.1 have made a disclosure under this policy;
- 9.3.2 are or propose to be a whistleblower; or
- 9.3.3 are suspected or believed to be, or could be, 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;
- Alteration 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.

The following are examples of actions that are not Detrimental Conduct:

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- managing a discloser's unsatisfactory work performance, if the action is in line with Adelaide PHN's performance management framework.

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.

9.4 Compensation and remedies

You may also seek remedies including compensation, civil penalties or other remedies through the courts if:

- You suffer loss, damage or injury because of a disclosure; and
- Adelaide PHN failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct.

You are encouraged to seek independent legal advice in the above circumstances.

9.5 False and Misleading Reporting

Where the information received is found to be:

- Trivial or vexatious in nature with no substance.
- Unsubstantiated, and found to be made maliciously.
- Made knowingly to be false.

This will be treated in the same manner as a false report and may itself constitute wrongdoing. These actions will be taken seriously and may result in disciplinary action, up to and including termination of employment.

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). Adelaide PHN will ensure the fair treatment of any employee mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure. 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 committee quarterly reports on any whistleblower matters, including information on:

- 11.1 the status of any investigations underway; and
- 11.2 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. Training

- 14.1 New employees of Adelaide PHN will be provided access to this policy as part of the induction process.
- 14.2 Adelaide PHN will provide training for employees who are authorised by Adelaide PHN to receive disclosures under this policy. The training will cover the process set out in this policy on how to respond to disclosures and the importance of maintaining the anonymity of the whistleblower.
- 14.3 Adelaide PHN will make training available to all employees which will explain how this policy works, the process for making a disclosure, how disclosures will be investigated and the protections that are available to eligible whistleblowers.

15. Other matters

- 15.1 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.

15.2 Adelaide PHN may unilaterally introduce, vary, remove or replace this policy at any time.

16. Support available

16.1 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.

16.2 Where appropriate, Adelaide PHN may also appoint an independent support person to deal with any ongoing concerns you may have.

16.3 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*