

WHISTLEBLOWING POLICY

Policy category	Probity	Group Application	BHC
Drafted by	Risk and Compliance Manager	Version	V3.0
Delegated updates	CFO	Last approved	September 2022
Responsible person	CEO	Scheduled review date	September 2025

Purpose

The purpose of this policy is to ensure that Brisbane Housing Company Limited and each of its related entities (each **BHC**) has an active mechanism for the detection of and response to illegal, unethical or corrupt conduct where a discloser does not feel comfortable utilising BHC's internal reporting mechanisms for fear of repercussions.

An effective Whistleblower Policy can result in a healthier and safer workplace for employees, more effective operation and management of the organisation and sound governance.

Application

The policy is applicable to all current and former:

- Workers and directors; and
- Suppliers, independent contractors, associates¹ and partners (relevant stakeholders).

It is also applicable to a relative, a dependent or a spouse of the aforementioned.

Principles

At BHC we value:

- Making a difference;
- Working with integrity;
- Supporting each other;
- Working safely;
- Our differences;
- Being accountable and delivering quality; and
- Celebrating achievements.

It is through these values that BHC commits to:

- Practising the highest standards of conduct and ethical behaviour in all its business activities; and
- Promoting and supporting a culture of honest, transparent and ethical behaviour, corporate compliance and strong governance.

Roles and Responsibilities

Directors and Chief Executive Officer (CEO)	<p>The Board of Directors and the CEO have a duty and obligation to:</p> <ul style="list-style-type: none"> • Understand the types of disclosures and the protection requirements for Whistleblowers under the Corporations Act. • Require that BHC observes all relevant laws and regulations regarding whistleblowing. • Provide a confidential and secure reporting process for Whistleblowers that is adequately resourced.
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¹ As defined in Division 2, Section 11 of the Corporations Act.

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	<ul style="list-style-type: none"> Promote a culture where Whistleblowers feel safe to speak up without fear of detriment or reprisal. Ensure broader trends and themes and/or emerging risks are addressed and mitigated. Ensure all eligible recipients are provided with information and/or training about how to progress different complaints and to use appropriate channels when the situation involves misconduct, wrongdoing or improper dealings. Understand and adequately perform their responsibilities as an eligible recipient. Report perceived or real malpractice in accordance with this policy.
Executive Team (Senior Managers)	<p>Members of the Executive Team have an obligation to:</p> <ul style="list-style-type: none"> Promote a culture where Whistleblowers feel safe to speak up without fear of detriment or reprisal. Implement this policy in their area of responsibility. Understand and adequately perform their responsibilities as an eligible recipient. Report perceived or real malpractice in accordance with this policy.
Supervising Managers	<p>Supervising managers have an obligation to:</p> <ul style="list-style-type: none"> Promote a culture where Whistleblowers feel safe to speak up without fear of detriment or reprisal. Implement this policy in their area of responsibility. Report perceived or real malpractice in accordance with this policy.
Workers	<p>All workers have an obligation to:</p> <ul style="list-style-type: none"> Familiarise themselves with this policy and the Code of Conduct. Report real or perceived malpractice in accordance with this policy.
Relevant Stakeholders	<p>All relevant stakeholders have an obligation to:</p> <ul style="list-style-type: none"> Report perceived or real malpractice in accordance with this policy.

Definitions

In this policy, the following words have the following meanings:

Contractor Caretaker means all persons who carry out caretaker activities for one or more BHC properties on behalf of BHC. It does not include an employee of BHC or consultants, other service providers, suppliers, or labour hire workers.

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

Eligible discloser means a Whistleblower who is or has been in one of the following relationships with BHC:

- Officer (including a Director);
- Worker;
- Individual who supplies goods or services;
- Individual who is an associate; or
- Relative, dependent or spouse of the above.

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Eligible recipient means the following individuals or entities:

- A BHC officer (including a Director) or senior manager*;
- A BHC appointed auditor or member of the audit team;
- The Australian Securities and Investment Commission (ASIC);
- The Australian Federal Police (AFP);
- An actuary of BHC; or
- A person that BHC has authorised to receive a disclosure.

***Senior Manager** refers to the roles held by the **Executive Team** and includes the CEO, Chief Operations Officer (COO), Chief Financial Officer (CFO) and Projects Director. For the purpose of this policy, these terms are interchangeable.

Staff member or **Staff** means an employee or a volunteer of BHC.

Worker means an employee, a volunteer, or a contractor caretaker of BHC.

Whistleblower means a person with inside knowledge of an organisation, who reports disclosable matters that may have occurred within that organisation.

Policy

BHC has a responsibility to provide mechanisms for the confidential reporting of illegal, unethical, or corrupt conduct and to ensure that Whistleblowers can do so without fear of detrimental action or retaliation by providing appropriate protections and support. BHC will provide for the swift, fair and reasonable and confidential investigation of any such reports. This policy is accessible to all staff through the network drive and a copy is made available on BHC's website.

1. What are Disclosable Matters?

Disclosable matters involve information that provides the Whistleblower with reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances in relation to BHC (either representing a breach of the BHC Code of Conduct or generally).

Misconduct includes fraud, negligence, default, breach of trust and breach of duty.

Examples of misconduct include:

- Illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- Fraud, money laundering or misappropriation of funds;
- Offering or accepting a bribe;
- Financial irregularities;
- Failure to comply with, or breach of, legal or regulatory requirements; and
- Engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

Conduct that is not illegal but indicates systemic issues are also disclosable.

Whistleblowing is about reporting perceived or real malpractice. To qualify for protection, the Whistleblower must have reasonable grounds to suspect that the information they will disclose indicates misconduct. Reports found to be malicious, deliberately misleading or frivolous may result in disciplinary action (refer to BHC Employee Discipline, Conduct and Performance Policy).

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2. What are not Disclosable Matters?

Personal work-related grievances that do not have any significant implications for BHC or relate to any conduct, or alleged conduct about reportable conduct are not covered by this policy and do not qualify for protections under the Corporations Act. Such issues should be addressed through BHC's Work Related Grievances and Concerns Policy.

Personal work-related grievances include:

- An interpersonal conflict between workers;
- A decision that does not involve a breach of workplace laws;
- A decision about the engagement, transfer, or promotion of a worker;
- A decision about the terms and conditions of engagement of a worker; or
- A decision to suspend or terminate the engagement of a worker, or otherwise to discipline a worker.

General complaints and feedback are also not covered by this policy. For these matters refer to either the BHC Complaints and Feedback Policy or Retirement Villages Complaints and Feedback Policy.

3. What Protections are available for Whistleblowers?

The Corporations Act protects a Whistleblower against certain legal actions related to making a disclosure, including:

- Criminal prosecution (the disclosure cannot be used against the Whistleblower in a prosecution, unless the disclosure is false);
- Civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation); or
- Administrative action (including disciplinary action).

A disclosure made by a Whistleblower will be protected under the Corporations Act provided it meets the following criteria:

- Is made by an Eligible Discloser;
- Is made to an Eligible Recipient;
- Is about BHC; and
- Contains information that indicates a disclosable matter.

A Whistleblower will be protected from discrimination, harassment or disadvantage for making a report in accordance with this policy.

Confidentiality

Unless the Whistleblower expressly indicates otherwise, their identity must remain confidential and they also have the right to anonymity. It is illegal for a Whistleblower to otherwise be identified or for information to be provided that would likely lead to the identification of a Whistleblower. This applies if the matter is proven or not, regardless of whether it is reported to an external authority.

Detrimental Conduct

A person cannot engage in conduct that causes detriment or threaten to cause detriment to a Whistleblower in relation to a disclosure.

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Detrimental conduct includes the following:

- Dismissal of an employee;
- Injury of an employee in his or her employment;
- Alteration of an employee's position or duties to his or her disadvantage;
- Discrimination between an employee and other employees of the same employer;
- Harassment or intimidation of an individual;
- Harm or injury to an individual, including psychological harm;
- Damage to an individual's property;
- Damage to an individual's reputation;
- Damage to an individual's business or financial position; or
- Any other damage to an individual.

Should any inappropriate actions occur in response to a report, the matter will be dealt with as a priority under BHC's Employee Discipline, Conduct and Performance and Grievances policies and any relevant Code of Conduct provisions. In addition, penalty provisions may apply as described below.

4. Penalties

Severe penalties may apply where a Whistleblower's identity is revealed in breach of Whistleblower laws or they are subjected to detrimental conduct, including in relation to their employment, as a result of making a report under this policy.

5. How can a Disclosure be made?

A Whistleblower needs to make a disclosure directly to an **eligible recipient** to be able to qualify for protection as a Whistleblower under the Corporations Act.

BHC makes available several options for reporting concerns internally in accordance with the Preventing, Detecting and Responding to Fraud and Corruption Policy, Work Related Grievances and Concerns Policy, Complaints and Feedback Policy and Conflicts of Interest Policy.

To be covered by the Whistleblower protections using internal channels a discloser must report their concerns to a BHC officer or senior manager. Eligible recipients must ensure the appropriate protection protocols outlined in Section 3 are followed.

Where a discloser does not feel comfortable reporting these matters internally through the above channels for fear of repercussions, BHC has made available an external independent Whistleblowing Hotline to assist with investigations and receipt of disclosures.

BHC encourages Whistleblowers to make a disclosure to BHC's nominated eligible recipient in the first instance:

- Contact Grant Thornton, BHC's Independent Whistleblower Hotline via:
 - Phone – 1300 153 445
 - Email – BHC@myvault.net.au
 - Post – BHC C/- Forensic Consulting P.O. Box 4736 Melbourne Vic 3001

Where the organisation engaged to perform these services is already associated with BHC to perform other services, appropriate steps will be taken to ensure that no information is passed between that part of the organisation responsible for the Whistleblowing Hotline and any other part

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of that organisation (e.g. if a firm is engaged to perform audit services and that firm is also engaged as the independent Hotline provider, no information will be shared between personnel in the respective areas of that organisation).

Alternatively, a Whistleblower can make a disclosure directly to an external eligible regulatory body:

- Australian Securities Investment Commission (ASIC). Disclosures can be made via ASIC's online misconduct reporting form or in writing: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>;
- Australian Federal Police (AFP). To make a disclosure to the AFP, visit their website: <https://www.afp.gov.au/>;
- A legal practitioner for the purpose of obtaining legal advice or legal representation relating to the disclosure; or
- BHC's external auditors.

It is important to note that the Australian Charities and Not-for-profits Commission (ACNC) is not an eligible recipient. A Whistleblower of a charity who wants to access protections or fears harm can report to both an eligible recipient (i.e. ASIC) and the ACNC, though they are only covered by the protections from when they report to the eligible recipient.

An eligible Whistleblower would further qualify for protection under certain circumstances when the disclosure of information is a public interest disclosure or an emergency disclosure (it is recommended that legal advice be obtained in cases of uncertainty). In both instances a previous disclosure has to have been made and the Whistleblower does not reasonably believe that any action has been taken. In addition, the Whistleblower is required to meet further criteria namely:

- 90 days have passed since the previous disclosure was made, in the case of a public interest disclosure.
- The Whistleblower has reasonable grounds to believe that the information concerns a danger to health and safety of a person/s or to the natural environment, in the case of an emergency disclosure (the discloser is not required to wait 90 days); and
- The Whistleblower provides written notice to BHC that they intend making the public interest disclosure or emergency disclosure.

Public interest disclosures and emergency disclosures may be made to:

- A member of the Parliament of the Commonwealth, the Parliament of a State, or the Legislature of a Territory; or
- A Journalist.

6. Anonymity and Confidentiality

A Whistleblower can request anonymity for the purpose of a disclosure. This is appropriate when the Whistleblower prefers not to disclose their identity to others.

BHC will as far as reasonably possible protect the Whistleblower's identity unless they are legally required to disclose it. The following will be applied to protect the identity of a Whistleblower:

- All personal information or reference to the Whistleblower witnessing an event will be redacted;
- The Whistleblower will be referred to in a gender-neutral context; and
- Where possible, the Whistleblower will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them.

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The Whistleblower will be advised if matters change in a way that affects BHC's ability to protect the individual's identity. BHC will give the person as much warning as reasonably possible if it appears likely that the Whistleblower's identity will become known.

7. How is a Disclosure Investigated?

BHC will ensure all cases of disclosable matters are investigated as soon as possible after the matter has been reported and will assess each disclosure to determine whether:

- It qualifies for protection; and
- A formal, in-depth investigation is required.

BHC cannot disclose information that is likely to lead to the identification of the Whistleblower during the investigation process without the Whistleblower's consent.

BHC acknowledges that it may not be able to undertake an investigation if it is not able to contact the Whistleblower. A broad review on the subject matter or the work area disclosed may be conducted in the instance where further information is not accessible because a Whistleblower chooses to remain anonymous.

If it has been determined that an investigation is required, the investigator will determine:

- The nature and scope of the investigation;
- The person within and/or outside BHC that will lead the investigation;
- The nature of any technical, financial, or legal advice that may be required to support the investigation; and
- A reasonably anticipated timeframe for the investigation.

An investigation will generally involve making inquiries and collecting evidence for the purpose of assessing whether the disclosure can be substantiated.

All investigations into disclosable matters will be undertaken in a manner that balances protection of the Whistleblower and BHC with the rights of the individual/s against whom the allegation is being made. BHC may engage the services of independent third parties where required to ensure the investigation is undertaken impartially, confidentially and in accordance with fair process.

8. Communication

Throughout the investigation, regular updates will be provided to the Whistleblower, if contact information is available. The frequency and timeframe will vary depending on the nature of the disclosure however at a minimum updates will be provided for the following key stages:

- Commencement of the investigation process;
- During the investigation; and
- After the investigation has been finalised.

9. Documentation and Reporting

All files and records created from an investigation will be retained under strict security. BHC will maintain a de-identified log of disclosures (including status and outcome) which will be reported to the BHC Audit and Risk Committee (ARC) and Board annually.

Serious and/or material reportable conduct will be considered for immediate referral to the Chairperson of the ARC.

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10. Training

Regular training will be provided to all directors and workers in relation to this policy and its associated procedures.

Review

The Whistleblowing Policy and its related documents are reviewed on a periodic basis.

Related Documents

- *ASIC Corporations (Whistleblower Policies) Instrument 2019/1146* (Cth)
- ASIC Regulatory Guide 270
- BHC Board Charter
- Code of Conduct / Code of Conduct for BHC Contractors
- Complaints and Feedback Policy / Retirement Villages Complaints and Feedback Policy
- Conflicts of Interest Policy
- Constitution of Brisbane Housing Company Limited
- *Corporations Act 2001* (Cth)
- Drug and Alcohol Policy
- Employee Discipline, Conduct and Performance Policy
- Gifts and Gratuity Policy
- Preventing, Detecting and Responding to Fraud and Corruption Policy
- Procurement Policy
- Risk Management Policy
- Staff Induction Policy
- *Taxation Administration Act 1953* (Cth)
- *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth)
- Work Related Grievances and Concerns Policy
- Workplace Health and Safety Policy

DOCUMENT CHANGE HISTORY

Version Number	Approved by	Date	Description of Change
1.0	Board	Mar 2015	New Policy.
1.1	CEO	February 2019	No significant changes.
2.0	Board	February 2020	Significant updates to ensure policy covers changes made per the <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i> .
2.1	Board	May 2020	Minor amendment to wording.
3.0	Board	September 2022	Significant update. Roles, responsibilities and definitions included. Application expanded. Clarification on how disclosures can be made (internal and external reporting). Grant Thornton external review.