

WHISTLEBLOWER POLICY

Effective date**Prepared by**

Corporate Governance on 29 November, 2019

Authorisation

This Policy was authorised by HOST International Executive on 23 December, 2019

Policy owner

Corporate Governance

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Version history

Version Number	Date Revised	Revision Description	Approval	Date Effective

1. Policy Statement

- 1.1 All representatives of HOST International and its subsidiaries (herein referred to as HOST) exercise the values of respect, compassion, diversity, innovation and integrity through our dealings with others and our professional conduct in all areas of our work.
- 1.2 This Policy is a requirement under s1317A1 of the Corporations Act 2001 (Cth) (the Act).
- 1.3 The purpose of this Policy is to :
 - a) provide information about rights and obligations in relation to the reporting of wrongdoing at HOST;
 - b) to help deter wrongdoing, in line with HOST's risk management and governance framework;
 - c) to ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
 - d) to ensure disclosures are dealt with appropriately and on a timely basis;
 - e) to provide transparency around HOST's framework for receiving, handling and investigating disclosures;
 - f) to support HOST's values, code of conduct and/or ethics policy;
 - g) to support HOST's long-term sustainability and reputation;
 - h) to meet HOST's legal and regulatory obligations

2. Application of this Policy

- 2.1 Under s1317AAA of the Act, an individual is considered a whistle-blower in relation to HOST if the individual is, or has been, any of the following:

- (a) an officer of HOST;
- (b) an employee of HOST;
- (c) an individual who supplies services or goods to HOST (whether paid or unpaid);
- (d) an employee of a person that supplies services or goods to HOST (whether paid or unpaid);
- (e) an individual who is an associate of HOST;
- (f) a relative of an individual referred to in any of paragraphs (a) to (e);
- (g) a dependant of an individual referred to in any of paragraphs (a) to (e), or of such an individual's spouse;
- (h) an individual prescribed by the regulations for the purposes of this paragraph in relation to HOST.

In order to assist HOST in meeting its value of integrity, the above listed individuals are encouraged to speak up and make a disclosure where required.

- 2.2 On engagement, staff and contractors, are to be made aware of the Whistle-blower Policy and the associated procedures and protections.
- 2.3 This Policy will be accessible to all employees and contractors through induction, postings on the intranet and made available on office notice boards. Managers are encouraged to remind staff of this Policy frequently .

Non-contractual status of this policy

- 2.4 This Policy is not in any way incorporated as part of any award or enterprise agreement entered into by HOST (or other industrial instrument), nor does it form any part of an employee's contract of employment. HOST reserves the right to amend, supplement, replace or rescind any part of this Policy as it deems appropriate in its sole and absolute discretion from time to time.

3. Disclosable matters

- 3.1 Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to HOST or one of its subsidiaries;
- 3.2 'Misconduct' is defined in s9 of the Act to include 'fraud, negligence, default ,breach of trust and breach of duty'.
- 3.3 The term 'improper state of affairs or circumstances' is not defined and is intentionally broad.
- 3.4 The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the discloser's suspicion. It ensures that a discloser's motive for making a disclosure, or their personal opinion of the person(s) involved, does not prevent them from qualifying for protection. In practice, a mere allegation with no supporting information is not likely to be considered as having 'reasonable grounds to suspect'. However, a discloser does not need to prove their allegations.
- 3.5 Examples of types of wrongdoing that are encouraged to be reported:

- 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.
- 3.6 Disclosable matters include conduct that may not involve a contravention of a particular law. Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law. A discloser can still qualify for protection even if their disclosure turns out to be incorrect.

4. Personal work-related grievances

- 4.1 Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Act: see s1317AADA(1) and 1317AC.
- 4.2 Personal work-related grievances are those that relate to the discloser’s current or former employment and have, or tend to have, implications for the discloser personally, but do not:
- (a) have any other significant implications for the entity (or another entity); or
 - (b) relate to any conduct, or alleged conduct, about a disclosable matter (Note: See s1317AADA(2) of the Act.

Workplace grievances remain the jurisdiction of the Fair Work Act.

- 4.3 Examples of a ‘personal work-related grievance’ may include

- (a) an interpersonal conflict between the discloser and another employee;
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision about the engagement, transfer or promotion of the discloser;
- (d) a decision about the terms and conditions of engagement of the discloser; or
- (e) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Some disclosures about, or including, a personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) 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;
- (c) the discloser suffers from or is threatened with detriment for making a disclosure ; or
- (d) the discloser seeks legal advice or legal representation about the operation of the whistle-blower protections under the Act

- 4.4 Where a personal work-related grievance which does not qualify for protection is raised, this will be managed in accordance to the HOST Grievance, Complaints and Feedback Policy.
- 4.5 HOST discourages deliberate false reporting. This does not include circumstances where the person disclosing may not have all of the details when they make the disclosure. HOST would prefer that disclosure err on the side of caution and report information even if they are unsure.

5. Who can receive a disclosure?

- 5.1 HOST wishes to identify and address any wrongdoing immediately, therefore those who wish to disclose are encouraged to disclose internally in the first instance. HOST has therefore taken steps to ensure confidentiality and protection of disclosers. However, disclosers may also make the disclosure directly to external parties about a disclosable matter if they feel unable to report internally. The following internal and external individuals can receive a disclosure.
 - (a) Eligible internal recipients are the Regulatory and Compliance Coordinator. Disclosers are only protected as a whistle-blower under the Act if they make the disclosure directly to HOST's Regulatory and Compliance Co ordinator if disclosing internally.
 - (b) Legal practitioners can be contacted for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistle-blower provisions in the Act.
 - (c) Regulatory bodies such as ASIC, APRA or another Commonwealth body prescribed may also receive disclosures

Public Interest disclosures and emergency disclosures

5.2 Public Interest Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection . A ‘public interest disclosure’ is a disclosure of information to a journalist or a parliamentarian where:

- a) at least 90 days have passed since the discloser made the disclosure to HOST or any other eligible body prescribed by regulation and;
- b) The discloser does not reasonably believe that action is being, will be or has been taken, in relation to their disclosure and;
- c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest and;
- d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make a public interest disclosure

An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian ,where:

- a) the discloser has previously made a disclosure of the information to HOST or any other eligible body prescribed by regulation and;
- b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of one or more persons or to the natural environment and;
- c) before making the emergency disclosure ,the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure ;and
 - states that the discloser intends to make an emergency disclosure; and
- d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger

5.3 It is important that the discloser understands the above criteria for making a public interest or emergency disclosure. HOST advises those who wish to make a public interest or emergency disclosure to contact an independent legal advisor prior to making the disclosure.

6. How to make a disclosure

6.1 Disclosures can be made during or outside of business hours where required.

6.2 Disclosers can contact eligible recipients within HOST through the following avenues :

By email : complaints@hostinternational.org.au

By post :

Attention Regulatory and Compliance Co Ordinator
HOST International ,P.O Box ,North Parramatta NSW 1750,Australia
Telephone: +61 (0)2 8660 1000

In person by visiting the premises :

HOST International
Level 1/31 Grose street
Parramatta NSW 2150

6.3 Disclosures can be made anonymously and are still protected by the Act under s1317AAE.

6.4 The discloser can remain anonymous while making the disclosure, throughout the investigation and after the investigation has been finalised .

6.5 The discloser can refuse to answer questions that may reveal their identity at any time, including follow up conversations.

6.6 If the discloser communicates by an email address that would identify them and they do not identify themselves within the email, this will be treated as an anonymous disclosure.

6.7 HOST will ensure that only those involved in receiving the disclosure and undertaking investigation are privy to any of the information relating to the discloser and the disclosure. In order to maintain anonymity, Executive staff and directors will not have access to information about disclosers unless they are part of the investigation and not subject of the disclosure.

6.8 HOST will use a pseudonym to ensure further anonymity.

7. Legal protection for disclosers

7.1 The following protections are available through the Act:

Identity protection (confidentiality)

- HOST is under a legal obligation to protect the confidentiality of the disclosers identity.
- A person cannot disclose the identity of the discloser or information that is likely to lead to the identification of the discloser(which they have obtained directly or indirectly because the discloser made a disclosure that qualifies for protection).
- The exception is if a person discloses the identity of the discloser :
 - a) To the ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the *Australian Federal Police Act 1979*)
 - b) To a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Act).
 - c) To a person or body prescribed by regulations; or
 - d) With the consent of the discloser

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

- a) The information does not include the discloser's identity
 - b) The entity has taken all reasonable steps to reduce the risk that the discloser will be identified from the information ;and
 - c) It is reasonably necessary for investigating the issues raised in the disclosure
- 7.2 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 above exceptions.
- 7.3 If a discloser wishes to lodge a complaint about a breach of confidentiality, they can contact HOST by email, post and telephone using the details stated at 6.2. The discloser can also lodge a complaint with a regulator such as ASIC, APRA or the ATO for investigation.

8. Protection from detrimental acts or omissions

- 8.1 Disclosers or any other person will receive legal protection from detriment in relation to a disclosure.
- 8.2 A person cannot engage in conduct that causes detriment to a discloser (or another person) in relation to a disclosure if:
- a) The person believes or suspects that the discloser (or another person), made, may have made, proposes to make, or could make a disclosure that qualifies for protection; and
 - b) The belief or suspicion is the reason, or part of the reason, for the conduct
- 8.3 A person cannot make a threat to cause detriment to a discloser (or another person) in relation to a disclosure. A threat may be expressed or implied ,or conditional or unconditional . A discloser (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.

The Act defines detrimental conduct as including the following :

- a) Dismissal of an employee;
- b) Injury of an employee in his or her employment;
- c) Alteration of an employee's position or duties to his or her disadvantage ;
- d) Discrimination between an employee and other employees of the same employer;
- e) Harassment or intimidation of a person;
- f) Harm or injury to a person, including psychological harm;
- g) Damage to a person's property
- h) Damage to a person's reputation
- i) Damage to a person's business or financial position ;or
- j) Any other damage to a person

8.4 Actions which are not detrimental conduct include:

- a) Administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving the discloser to another work area).
- b) Managing a disclosers unsatisfactory work performance, if the action is in line with HOST's performance management framework.

9. Compensation and other remedies

9.1 A discloser (or any other employee or person) can seek compensation and other remedies through the courts if :

- a) They suffer loss, damage or injury because of a disclosure; and
- b) The entity failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct

9.2 Disclosures are advised to seek independent legal advice .

10. Civil , criminal and administrative liability protection

10.1 Disclosers are protected from any of the following in relation to their disclosure

- a) Civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- b) Criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure); and
- c) Administrative liability (e.g. disciplinary action for making the disclosure)

10.2 Protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure .

11. Practical protection and support for disclosers

11.1 HOST will provide practical protection and support to ensure disclosers are encouraged and supported to report wrongdoing in a timely, safe and appropriate manner.

For identity protection, HOST will ensure:

- All personal information relating to the discloser will be redacted, additionally a pseudonym will be used in correspondence relating to the disclosure.
- Where possible the discloser will be contacted to help identify any aspects of the disclosure that may reveal their identity
- Disclosures will be handled and investigated by experienced staff with specific disclosure handling training

To ensure secure record keeping HOST will ensure:

- All paper and electronic information relating to the disclosure will be stored securely
- Only those directly involved in managing and investigating the disclosure will have access to information
- A restricted number of people directly involved in handling and investigating a disclosure will be made aware of a disclosers identity (subject to the disclosers consent) or information that is likely to lead to the identification of the discloser;
- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

Disclosers are advised that practically their identify may be guessed if:

- The discloser has previously mentioned to other people that they are considering making a disclosure;
- The discloser is one of a very small number of people with access to the information ;or
- The disclosure relates to information that a discloser has previously been told privately and in confidence

11.2 HOST will provide protection from detrimental acts or omissions by:

- Providing information about access to support services such as counselling and independent legal representation
 - Ensuring processes are in place for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts and ensure fairness when managing the performance of, or taking other management action relating to, a discloser.
 - Provide procedures on how a discloser can lodge a complaint if they have suffered detriment, and the actions the entity may take in response to such complaints.
 - Thoroughly investigating any detriment which has already occurred and taking action such as disciplinary action and supporting the discloser to take extended leave if appropriate
- 11.3 Disclosers are encouraged to seek independent legal advice or contact regulatory bodies such as ASIC, APRA or the ATO if they believe they have suffered detriment.

12. Handling and Investigating a disclosure

- 12.1 The eligible recipient will ensure that the environment in which the disclosure is received is appropriate, such as in a confidential space to ensure the discloser is comfortable and their identity can be protected.
- 12.2 HOST will assess the disclosure to determine the following:
- a) If the disclosure qualifies for protection
 - b) If a formal, in depth investigation is required
 - c) If a criminal offence may have occurred
- 12.3 All investigations will be conducted in an objective fair and independent manner while preserving the confidentiality of an investigation.
- 12.4 An investigation process will involve the collation of evidence which may substantiate or refute the report/disclosure, it should be noted that the process may vary dependent upon the nature of the disclosure.
- 12.5 If the report/disclosure is in relation to an individual or group of individuals, HOST will take reasonable steps to support those individuals during the preliminary assessment and further investigation. The reasonable steps include:
- The individual will be advised of the allegations
 - The individual will be provided with an opportunity to answer the allegations with the assistance of an appropriate support person
 - Be advised on a regular basis regarding the progress of the investigation
 - Be advised of the outcome in a timely manner along with any consequences
- 12.6 Without the disclosers consent, HOST cannot disclose information that is likely to lead to the identification of the discloser as part of its investigation process unless:

- The information does not include the disclosers identity ;
- HOST removes information relating to the disclosers identity or other information that is likely to lead to the identification of the discloser (e.g. name, position title and other identifying details); and
- It is reasonably necessary for investigating the issues raised in the disclosure

12.7 HOST may not be able to undertake an investigation if it is not able to contact the discloser. For example, if the disclosure was made anonymously and the discloser has refused to provide any contact details.

12.8 HOST may investigate a disclosure by asking the discloser for consent to a limited disclosure .

12.9 HOST may also investigate a disclosure by conducting a broad review on the subject matter or work area disclosed.

12.10 HOST can investigate an anonymous disclosure, even if it cannot get in contact with the discloser, if the discloser has provided sufficient information to the entity and the entity removes information that is likely to lead to the identification of the discloser.

12.11 HOST will engage an external investigator if a high level of independence is required.

12.12 The discloser will be provided with regular updates with the frequency and timeframe being dependent upon the nature of the disclosure, anonymity will be preserved through these communications.

12.13 Investigation findings will be documented and maintained by the Regulatory and Compliance Co ordinator, whilst maintaining confidentiality, the discloser will be provided with information at the end of the investigation dependant on the nature of the disclosure.

HOST will ensure the fair treatment of employees who are mentioned in the disclosure that qualifies for protection, including those who are the subject of a disclosure. HOST will put the following measures on place:

- Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances
- Each disclosure will be assessed and may be subject to an investigation, the purpose of that investigation is to determine whether there is enough evidence to substantiate or refute the matters reported
- When an investigation needs to be undertaken, the process will be objective, fair and independent;
- An employee who is subject to a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken
- An employee who is the subject of a disclosure may contact EAP counselling and details can be obtained by your contact person during the investigation

13. Review

This Policy will be reviewed every two years as a minimum to ensure it remains consistent with all relevant legislative requirements.

14. Acronyms & Abbreviations

ACRONYMS/ABBREVIATIONS	DEFINITIONS
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
Corporations Act (the Act)	Corporations Act 2001
Detrimental	Has the meaning provided in s1317ADA of the Corporations Act
Detrimental conduct	Conduct, or a threat to engage in conduct ,that causes detriment to a discloser
Disclosable matter	Information to which whistle-blower protections apply
Discloser	An individual who discloses wrongdoing or an eligible recipient
Disclosure	A disclosure of information relating to wrongdoing or a disclosable matter
Eligible recipient	An individual who can receive a disclosure
Eligible whistle-blower	An individual to whom the whistle-blower protections apply
Emergency disclosure	The disclosure of information to a journalist or parliamentarian, where the discloser has 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
Entity	A public company, large proprietary company or proprietary company that is a trustee of a registrable superannuation entity that must have a whistle-blower policy
Journalist	Has the meaning given in s1317AAD(3) of the Corporations Act
Legal practitioner	Means a duly qualified legal practitioner and, in relation to a person, such a practitioner acting for the person
Parliamentarian	A member of the Commonwealth, state or territory parliaments

Personal information	Information or an opinion about an identified individual, or an individual who is reasonably identifiable, whether: true or not; and recorded in a material form or not Note: See s6(1) of the Privacy Act.
Personal work-related grievance	A disclosure that relates to the discloser's current or former employment, which has implications for the discloser personally, but does not: <ul style="list-style-type: none"> • have any other significant implications for the entity (or another entity); or • relate to conduct, or alleged conduct, about a disclosable matter
Public interest disclosure	The disclosure of information to a journalist or a parliamentarian, where the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest. The disclosure must meet a number of other criteria to qualify
Whistle-blower	A discloser who has made a disclosure that qualifies for protection under the Corporations Act

15. Related Documents

RELATED DOCUMENTS
Corporations Act 2001 (CT)
Fair Work Act 2009 (Cth)
Public Interest Disclosures Act 2013 (NSW)