

## 3.6 Whistleblower Policy

Owner:	CEO
Approver:	Board of Directors
Date last reviewed:	February 2020

### 3.6.1 Policy Statement

SCIA is committed to the highest standards of legal, ethical and moral behaviour; and believes that a transparent whistleblower policy is pivotal to good risk management and corporate governance.

This policy aligns with ASIC Regulatory Guide 270 (Whistleblower policies) and documents SCIA's commitment to establishing and maintaining an environment in which eligible whistleblowers are encouraged and able to report, safely and without detriment, concerns about any instance of wrongdoing that they believe may be occurring at or in connection to SCIA.

The purpose of this policy is to embed a positive and transparent whistleblower culture so as to:

- Encourage disclosures of wrongdoing by ensuring that eligible whistleblowers are confident that they will be protected and supported;
- Deter wrongdoing through it being more likely that wrongdoing will be detected and reported;
- Ensure that disclosures are dealt with on an effective, transparent and timely basis;
- Identify any wrongdoing that could compromise our legal and statutory obligations, cause loss to SCIA or damage SCIA reputation;
- Support our Values and long term sustainability

This policy is not intended to replace other reporting structures such as those for dispute resolution, grievances, equal opportunity, discrimination, harassment or bullying except where the issue is of a serious nature and existing reporting systems have failed to appropriately resolve the matter.

The Whistleblower Policy is supported by the 3.6a Whistleblower Procedure which documents the process for making, handling and investigating disclosures; as well as detailing protections for both the eligible whistleblower and any individual mentioned in a disclosure.

The Whistleblower Policy is a strategic policy. Accordingly it requires SCIA Board approval and is owned by the SCIA CEO (per Policy Governance Framework) and will be reviewed annually.

### 3.6.2 Scope/Coverage

This policy applies to all officers, employees, contractors, suppliers and associates of SCIA.

### 3.6.3 Definitions:

#### Eligible whistleblower:

An eligible whistleblower (or discloser) is defined as an individual who is or has been:

- A SCIA officer or employee;
- A supplier of goods or services to SCIA;
- An associate of SCIA; or
- A relative, dependant or spouse of an individual referred to above

A discloser qualifies for protection as a whistleblower under the Corporations Act if they are an eligible whistleblower as defined above, and they have made:

- A disclosure of information relating to a disclosable matter directly to an eligible recipient or to ASIC, APRA or other prescribed Commonwealth body; or
- A disclosure to a legal practitioner for the purposes of obtaining legal advice or representation about the operations of the whistleblower provisions under the Corporations Act; or
- An “emergency disclosure” or “public interest disclosure”

Disclosable matter:

Refers to the types of wrongdoing that can be reported under this policy based on our business operations and practices.

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 SCIA; where “misconduct” includes fraud, negligence, breach of trust and breach of duty;
- An offence against, or contravention of, a provision of Commonwealth or State legislation

Examples of disclosable matters or types of wrongdoing relevant to SCIA includes:

- Illegal conduct such as theft, dealing in or use of illicit drugs, violence or threatened violence, harassment, and criminal damage to property
- Fraud, money laundering or misappropriation of funds
- Unethical conduct such as dishonestly altering company records, false invoicing, financial irregularities, offering and/or accepting a bribe, or wilfully breaching the SCIA code of conduct or other ethical statements;
- Conduct that is potentially damaging to SCIA or to a SCIA person, such as unsafe work practices or substantial wasting of resources;
- Conduct that may cause financial loss to SCIA or damage its reputation or be otherwise detrimental to SCIA’s interests;
- Conduct that involves any other kind of serious impropriety; or
- Detrimental conduct against a person who has made a disclosure under this policy

Note that disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act and should be addressed under the relevant policies (internal grievances, bullying and harassment, discrimination and equal opportunity etc).

A discloser can still qualify for protection even if the disclosure is unable to be substantiated. However deliberate false reporting and/or using this policy to raise trivial or vexatious matters that are found to have no substance is not only discouraged but is likely to result in disciplinary action.

There is no statute of limitations on whistleblower disclosures; however historical disclosures are likely to be difficult to substantiate due to the difficulty of appropriately investigate the disclosure.

Eligible recipient:

A discloser must make a disclosure directly to an eligible recipient to qualify for protection as a whistleblower under the Corporations Act. The eligible recipients for SCIA are:

- The SCIA Whistleblower Protection Officer (our Head of Shared Services) or the CEO should the Whistleblower Protection Officer be unavailable
- A third party external whistleblower service appointed to accept all disclosures
- Our external auditor
- Legal practitioners, who are able to receive disclosures for the purposes of providing legal advice or representation
- Regulatory bodies and other external parties including ASIC, APRA or another Commonwealth body prescribed by regulation. Links to whistleblower information provided by ASIC and APRA are available on the SCIA intranet.

To ensure that disclosers have access to best practice whistleblower systems and expertise; SCIA encourages all disclosures, whether shared identity or anonymous, to be made to a third party external whistleblower service appointed for this purpose. This includes those disclosures initially brought to the attention of our Whistleblower Protection Officer or to a SCIA officer or manager.

Emergency disclosure and Public interest disclosure:

Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection under the whistleblower provisions of the Corporations Act.

Primarily this is where a disclosure has previously been made to ASIC, APRA or another Commonwealth body prescribed by regulation; and time elapsed (90 days in the case of public interest disclosure) and/or lack of action in relation to the disclosure provide reasonable grounds to believe that further disclosure is in the public interest or needed to avert substantial and imminent danger to one or more persons or the environment.

A discloser is required to provide written notice of the intention to make an emergency or public interest disclosure to the body to whom the disclosure has been made; and it is recommended that the discloser fully understand the criteria for making such a disclosure and ideally seek legal advice prior to making such disclosure.

**3.6.4 Key Policy Principles:**

Alignment: the policy is aligned to the ASIC Regulatory Guide 270 (Whistleblower policies) and to our SCIA Values which promote an open and transparent culture in which responding effectively to any identified wrongdoing represents an opportunity to make SCIA better and more sustainable

Leadership: The SCIA Board, CEO and Managers will promote a positive and transparent culture in which staff and other individuals are encouraged and supported to disclose wrongdoing

Integrity: SCIA will implement the policy in line with the spirit and intent outlined; ensuring that the interests of the discloser and any individual mentioned in a disclosure are protected and supported at all times, and that any disclosure is responded to in an effective, transparent and timely manner

Communication: Information on the policy is easily accessible to staff and external stakeholders with the policy rolled out nationally and included in our induction and on the intranet and public website

Best Practice: SCIA will appoint an external whistleblower service to manage all disclosures to ensure that disclosers have access to best practice whistleblower systems and expertise

Resourcing: Whistleblower Protection Officer and Whistleblower Investigation Officer roles will be allocated and advised to all staff; and resources will be made available as needed to respond effectively to any disclosure made

Continuous improvement: The policy will be reviewed and updated annually to ensure that learnings, improvements and regulation changes are captured; and that it continues to reflect best practice

### **3.6.5 Roles and responsibilities:**

The key roles and responsibilities relating to the Whistleblower Policy are:

Board:

- Approve the Whistleblower Policy
- Promote a culture in which whistleblowers are encouraged/supported to disclose wrongdoing
- Monitor and support the CEO in effective implementation of the Whistleblower Policy

CEO:

- Own, oversight and monitor the Whistleblower Policy
- Ensure that the Whistleblower Policy is effectively implemented and applied with integrity
- Promote a culture in which whistleblowers are encouraged/supported to disclose wrongdoing
- Resource and support Whistleblower roles including referral to external providers if needed

Managers:

- Provide information on the Whistleblower Policy to staff or other individuals
- Support implementation and awareness of the Policy and related Procedure
- Promote a culture in which whistleblowers are encouraged/supported to disclose wrongdoing
- Contribute, if appropriate, to any investigation on a disclosable matter

Whistleblower Protection Officer:

- Provide information, support and training on the Whistleblower Policy
- Protect and/or safeguard disclosers
- Ensure the integrity of the Whistleblower Policy and Procedure
- Manage the external whistleblower service and, where needed, source an external investigator for disclosures that are complex or give rise to potential for conflict of interest
- Liaise with CEO to develop an Investigation Plan
- Keep stakeholders including the discloser informed of investigation progress and outcome

Whistleblower Investigation Officer:

- Fully and independently investigate disclosures in support of the Investigation Plan
- Provide timely updates on the investigation to the CEO and Whistleblower Protection Officer

External whistleblower service:

- Provide a mechanism to accept and deal with all disclosures including anonymous disclosures
- Act as conduit between SCIA and discloser to facilitate investigation of all disclosable matters

SCIA staff and other individuals:

- Disclose wrongdoing covered by this policy to an eligible recipient to support SCIA improvement and sustainability
- Contribute, if appropriate, to any investigation on a disclosable matter