

WHISTLEBLOWER POLICY

Purpose

The purpose of this policy is to encourage reporting of misconduct that is of legitimate concern and to provide a safe reporting mechanism and investigation process for any person making a disclosure.

The policy sets out who is entitled to protection as a Whistleblower and how disclosure made by Whistleblowers in accordance with this policy will be handled by the Manufacturing Industry Skills Alliance (Manufacturing Alliance).

Whistleblower protection is legislated in the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth).

Scope

This policy covers the procedures for dealing with reports made of suspected improper conduct within the Manufacturing Alliance. It also addresses the protection of individuals making those reports and investigation of the matters raised by them. This policy should be considered with reference to the *Department of Employment and Workplace Relations (DEWR) Jobs and Skills Councils Code of Conduct*.

For the purpose of this policy "Manufacturing Alliance" includes any subsidiary of the Manufacturing Alliance. This policy applies to all Manufacturing Alliance employees (current and former), the Board of Directors, (spouses and relatives relating to current and former employees or Board of Directors) and any clients, contractors, suppliers, and service providers engaged by, undertaking work for, or providing services to the Manufacturing Alliance including all associated members, advisory committees, or taskforce participants.

Procedure

1.1 Whistleblowing

The purpose of this policy is to:

- (a) document and provide transparency around the way that Whistleblower reports are handled within the Manufacturing Alliance.
- (b) encourage people to disclose wrongdoing and to ensure those who do so feel safe and confident that they will be protected and supported.
- (c) define roles and responsibilities in the management of Whistleblower reports; and
- (d) align with the Manufacturing Alliance's legal and regulatory requirements.

For the purpose of this policy, the act of whistleblowing is defined as:

"The deliberate, voluntary disclosure of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated wrongdoing within or by an organisation that is within its ability to control."

1.2 Eligible Whistleblower

For the purpose of this policy, an Eligible Whistleblower is defined as:

"any past or present employee, director, related officer, service provider, supplier or business partner, associate, or an employee of any such party, whether paid or unpaid, or contractor of the Manufacturing Alliance, or any member of the general public, or any spouse, relative or dependent of any of the above, who whether anonymously or not, makes or attempts to make, a Whistleblower report disclosure (collectively referred to as Stakeholder)."

1.3 Improper Conduct

For the purpose of this policy, improper conduct is defined as:

- corrupt or unethical conduct.
- fraudulent, dishonest, negligent and illegal activity.
- bribery or breach of any of the Manufacturing Alliance policies.
- a substantial mismanagement or loss of the Manufacturing Alliance's resources.
- conduct involving substantial risk to public or employee health or safety including harassment, bullying or discrimination; or
- conduct involving substantial risk to the environment.

that would, if proven, constitute by the Manufacturing Alliance or its personnel:

- a criminal offence.
- reasonable grounds for dismissing or dispensing with, or otherwise terminating, the services of the Manufacturing Alliance personnel who was, or is, engaged in that conduct; or
- reasonable grounds for disciplinary action.

and, for the avoidance of doubt, includes all conduct of the kind described in section 1317AA(5)(c), (d) and (e) of the *Corporations Act 2001* (Cth).

1.4 Protected Disclosure

For the purpose of this policy, protected disclosure is defined as:

"Any communication based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence an improper conduct."

Not all matters qualify for protection under this policy and some matters could be protected under other legislation such as the *Fair Work Act 2009*. Protection is afforded to an Eligible Whistleblower who reports a Disclosable Matter which is made:

- directly to an Eligible Recipient or to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or another Commonwealth body prescribed in the *Corporations Act 2001* (Cth).
- to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the *Corporations Act 2001* (Cth); or
- as an 'emergency disclosure' or 'public interest disclosure'.

Allegations that relate to a personal work-related grievance do not constitute a Whistleblower report and are consequently not covered by the *Corporations Act 2001* (Cth) (unless they relate to a contravention of the prohibition against victimisation of whistleblowers). Such grievances often relate to current or former employment that have personal implications restricted to that individual and which have no implications on other persons.

1.5 Whistleblower Protection

All Stakeholders are encouraged, and have the responsibility to report, any known or suspected incidences of improper conduct by making a protected disclosure in accordance with this policy.

The Manufacturing Alliance will use its best endeavours to ensure that Stakeholders are aware of the existence of this policy and have access to its content, including by making a copy of this policy available on its website.

This policy requires that all The Manufacturing Alliance personnel:

- (a) refrain from any activity that is, or could be perceived to be, victimisation or harassment of a person who makes a protected disclosure; and
- (b) take all reasonable steps to attempt to maintain the confidentiality of a person they know or suspect to have made a disclosure.

1.6 Confidentiality

The Manufacturing Alliance will take all reasonable steps to protect the identity of the Whistleblower. Maintaining confidentiality is crucial in ensuring that reprisals are not made against a Whistleblower.

1.7 Who do I talk to if I have concerns?

For Manufacturing Alliance employees, any concerns should initially (and promptly) be discussed with the supervisor or line manager. In most cases, this should result in concerns being satisfactorily addressed.

For other persons wishing to raise concerns, the Manufacturing Alliance recommends that they first raise concerns with their usual Manufacturing Alliance contact.

For the purpose of this policy, Eligible Recipients raising a Whistleblower report that qualifies for protection comprise all members of the Executive, the Chief Executive Officer (CEO), Company Secretary, any member of the Board and any member of the Manufacturing Alliance external or internal audit teams.

Where a person is not satisfied with the response of their supervisor or contact point, complaints or reports should generally be made to the complainant's member of the Executive, who should in turn report the issue to the CEO and Company Secretary and Board. If the complainant does not want to involve his/her member of the Executive, a report may be made to the CEO or Company Secretary or any other Eligible Recipient.

1.8 How significant should the issue be before it is reported?

If a Stakeholder has any doubts about whether his, her or their concerns fall within the matters which the Manufacturing Alliance will investigate, it is recommended that the Stakeholder discuss the matter informally with the person to whom they are considering making the report, whether supervisor, contact point or Eligible Recipient, to determine whether the matter constitutes 'Improper Conduct' within the scope of this policy or whether the matter would be viewed as one of normal commercial judgement or opinion (and therefore not a matter of a breach of the Manufacturing Alliance's compliance or ethics policies).

The Manufacturing Alliance requires all Eligible Recipients, supervisors and contact points to treat all disclosures made with the utmost seriousness, even though disclosures may cost substantial time and money to investigate and can damage the career and morale of people the subject of allegations. Stakeholders should take this into account when deciding whether a matter is sufficiently serious.

1.9 Who will investigate?

The CEO will charge a Whistleblower Investigation Officer (WIO) with the responsibility for carrying out a thorough investigation of any protected disclosure. In the event that the CEO is the subject of the disclosure, then the Company Secretary and Chair of the Board will together appoint the WIO. For matters involving fraud, the Manufacturing Alliance may be required to comply with Commonwealth government investigation standards and engage an external investigator as the WIO.

1.10 What evidence is needed before Whistleblower Investigation Officer can investigate?

For Manufacturing Alliance employees, knowledge of the practices and situation will generally be enough to provide the WIO with sufficient evidence to instigate an investigation. For other Stakeholders, some sort of documentary evidence of the concerns is desirable to enable the WIO to commence an investigation.

At minimum, it needs to include who is suspected to be involved in the misconduct, when it occurred, and who was affected. The more evidence that is able to be provided, the more effective the subsequent investigation of the concerns is likely to be. However, reporting should not be delayed once reasonably satisfied there is first-hand knowledge of facts within the scope of this policy.

Investigation and Reports

As a matter of urgency, an investigation will be instigated into the accuracy of the protected disclosure and the extent of non-compliance. Upon request to undertake any investigation, the WIO must take all reasonable steps to ensure that investigations into disclosures are fair and unbiased. This means that any person who may be affected by the investigation should have the opportunity to put their case and to be aware of the allegations and evidence against them.

Where relevant, the WIO will obtain specialist, independent advice on matters outside their knowledge or expertise. All Manufacturing Alliance employees are required to assist the WIO to the maximum possible extent in carrying out investigations. Investigations will be carried out as fast as reasonably practicable and with a degree of confidentiality consistent with the seriousness of the allegations raised.

The WIO will keep detailed records of all interviews conducted and all records reviewed which affect the outcome of the investigation. At the end of the investigation, the WIO must submit a report to the Board. This report should summarise the conduct of the investigation and the evidence collected, draw conclusions about the extent of any non-compliance, and recommend any appropriate action(s) to remedy the non-compliance and ensure that it does not recur.

Because of the potential for investigations to damage the career prospects and reputation of people who are the subject of serious allegations, it will generally be inappropriate for the WIO to make reports regarding progress of the investigation to anyone other than the Board.

The WIO may choose to involve the person making the disclosures in the investigation, either by seeking more information or otherwise providing feedback to the person.

However, if the WIO believes that the interests of a fair investigation, or of protecting the person making the disclosures, are served better by excluding the person making the disclosures from the investigation, then the WIO may do so.

What if the matter has already been brought to the attention of management?

If all the facts of a matter have already been investigated within another complaints mechanism (such as discrimination issues through the Human Resources Department), then it is not appropriate to raise the same matter under this policy. On the other hand, in situations where a Stakeholder becomes aware of continuing or repeated misconduct, the matter, however minor, should be pursued through the appropriate channels: small matters, when repeated, can become bigger matters.

Can disclosures be made anonymously?

An anonymous disclosure can be made to any Eligible Recipient and will be treated seriously. However, there are significant limits on the WIO's ability to investigate anonymous disclosures if the anonymous communication leaves out key facts or information.

In such circumstances, the WIO may be unable to pursue an investigation without taking the risk that other people will realise that a disclosure has been made and discovering who has made it. Accordingly, if the identity of the person making the disclosure is made known to the WIO, it is easier for the WIO to protect the person making the disclosures and will make the investigation more effective.

The Manufacturing Alliance's may only disclose the identity of a Whistleblower:

- (a) to ASIC, APRA or a member of the Australian Federal Police (AFP);
- (b) to a legal practitioner (for the purposes of obtaining legal advice in relation to the whistleblower provisions in the *Corporations Act 2001* (Cth)); or
- (c) with the consent of the Whistleblower.

What happens to the Whistleblower?

The Manufacturing Alliance acknowledges that there may be substantial personal costs to a person who makes serious disclosures outside the normal lines of management. The Manufacturing Alliance is committed to minimising those costs for the benefit of the Manufacturing Alliance as a whole. The Manufacturing Alliance forbids any member of staff from acting in a way which penalises any person who has made protected disclosures within the scope of this policy. This includes any reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, threats to do any of these or deliberate omissions which have the effect of damaging the person.

A person who makes material protected disclosures within the scope of this policy is entitled to request that the Manufacturing Alliance:

- (a) grants the person paid leave of absence during the investigation;
- (b) relocates the person to a position of equivalent pay and seniority at a different location or in a different department; and
- (c) provides independent professional counselling to the person for the distress caused by the matters which led to the protected disclosures.

The Manufacturing Alliance will grant such requests wherever it is reasonably practicable to do so. The Manufacturing Alliance will also take any steps reasonably requested by the person to ensure that the person is not the subject of victimisation or reprisals as a result of making a protected disclosure.

While the Manufacturing Alliance will do all it reasonably can to protect Whistleblowers from the consequences of making a disclosure, including protecting them from victimisation or harassment, that protection is not absolute. Whistleblowers are not otherwise protected from the consequences of their own conduct, whether that comes to light as a consequence of an investigation arising from their disclosure (see *Whistleblowers implicated in improper conduct*, below) or it is conduct unrelated to their disclosure. Ordinary conduct standards and disciplinary procedures still apply in relation to Whistleblowers' employment.

Protecting the identity of a Whistleblower

One of the key ways to protect someone making protected disclosures from reprisals or victimisation is to keep their identity confidential. Eligible Recipients, any other person to whom a protected disclosure was reported, and the WIO are required to do everything reasonably possible to ensure that the identity of any person who has made disclosures to them is kept secret during the course of any investigation and until the outcome is reported.

Disclosure by a Whistleblower to third parties

Persons considering making a protected disclosure should consider carefully before telling any person of their intentions. While the Manufacturing Alliance is committed to protecting the identity of people who make protected disclosures, there will be rare occasions when this is not possible. For example,

where the investigation leads to charges being made in court, where the nature of the allegations is such that the identity of the person can be deduced, or where the person is given special treatment such as leave of absence.

As soon as possible after the first contact by a person, the recipient of the disclosure will discuss the issue of confidentiality with the person and the degree of risk that their identity will become known. Change which affects the Manufacturing Alliance's ability to protect the person's identity will be reported promptly to the Whistleblower.

Does it matter why a person makes a disclosure?

The Manufacturing Alliance recognises that people can be motivated to make disclosures about non-compliance affecting the Manufacturing Alliance for many reasons. Some of those reasons may not be as admirable as others. The Manufacturing Alliance will instruct the WIO to ignore the motives of the person making disclosures in any investigation of disclosures – the accuracy of the disclosures is not an issue which can be affected by the motives of that person.

Feedback to the Whistleblower

If the Whistleblower requests, they will be provided with feedback following investigation of any Whistleblower complaint.

Managing the Welfare of the Whistleblower

The Manufacturing Alliance is committed to the protection of genuine whistleblowers against action taken in reprisal for the making of protected disclosures.

A person shall not:

- (a) prejudice, or threaten to prejudice, the safety or career of; or
- (b) intimidate or harass, or threaten to intimidate or harass; or
- (c) do any act that is, or is likely to be, to the detriment of,
another person because the other person:
 - has assisted, is assisting or will or may in the future assist the Manufacturing Alliance in the performance of any investigation; or
 - has furnished, is furnishing or will or may in the future furnish information to the Manufacturing Alliance; or
 - has been or is, or has been or is employed by or acting on behalf of, an independent agency or appropriate authority to whom or which an allegation has been referred; or
 - has exercised a power, or performed a duty, conferred or imposed by this policy on the other person or is exercising or performing, or will or may in the future exercise or perform, any such power or duty.

The Manufacturing Alliance employees must be assured that they will not be victimised or disadvantaged by making a complaint. Action to cover up the wrongdoing and or to retaliate against or victimise witnesses is strictly forbidden under this policy and could itself constitute inappropriate conduct within the jurisdiction of this policy.

Any person who considers that they are being victimised as a consequence of the assistance being provided should in the first instance contact the CEO or Company Secretary for guidance as to appropriate steps which may be taken to alleviate the situation.

All persons will be treated consistently without regard to position held, past performance or length of service, together with due regard to natural justice and procedural fairness.

Assignment of a Whistleblower Protection Officer

Should the identity of a Whistleblower become known, the Company Secretary, CEO or the Board will assign a Whistleblower Protection Officer (WPO) with the responsibility for ensuring the general welfare of the Whistleblower. The WPO will be the Company Secretary or another person appointed by the CEO or the Board.

The responsibility of the WPO in this regard is to:

- (a) examine the immediate welfare and protection needs of a Whistleblower who has made a disclosure and seek to foster a supportive work environment;
- (b) advise the Whistleblower of the legislative and administrative protections available to him or her;
- (c) listen and respond to any concerns of harassment, intimidation or victimisation in reprisal for making a disclosure; and
- (d) ensure the expectations of the Whistleblower are realistic.

Documenting and Storage

All documents relating to ongoing and past investigations, and any preliminary discussions regarding potential investigations, will remain confidential and stored in a secure location with due regard to the whistleblower protection and legal requirements of disclosure.

Whistleblowers implicated in improper conduct

The Manufacturing Alliance acknowledges that the act of whistleblowing should not shield whistleblowers from the reasonable consequences flowing from any involvement in improper conduct. A person's liability for his or her own conduct is not affected by the person's disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

Whistleblowers are protected from any civil, criminal and administrative liability, in relation to their disclosure. However, this protection does not grant immunity for any misconduct a Whistleblower has engaged in that is revealed in their disclosure.

Review of Policy

This policy will be reviewed annually to ensure it complies with relevant laws and remains relevant and effective. This policy may only be changed at the discretion of the Board.