

Whistleblower Policy and Procedure

OWNER	EXECUTIVE MANAGER CORPORATE SERVICES
APPROVER	BOARD
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Policy

Bush Heritage is committed to the highest standards of conduct and ethical behaviour in all its activities. The organisation promotes and supports a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

As part of this commitment, Bush Heritage encourages the reporting of any instances of suspected unethical, illegal or fraudulent conduct involving Bush Heritage's activities and provides protections and measures so that those persons who choose to make a report under this Whistleblower Policy and Procedure may do so confidentially and without fear of victimisation, reprisal or discriminatory treatment.

Bush Heritage is equally committed to complying with relevant legislation, including the specific whistleblower protection provisions contained in the Corporations Act 2001 (Cth). The Corporations Act provides specific legal protections to Whistleblowers, provided certain conditions are met.

To the extent of any inconsistency between this document and the Corporations Act, the Corporations Act prevails except to the extent this document provides additional protections to the Corporations Act.

This policy and procedure is available on the internal online portals and the external website of Bush Heritage.

In contemplating the use of this policy and procedure, a person should firstly consider whether the matter may be more appropriately raised via:

- **less formal direct discussion with their Supervisor or Manager; or**
- **another formal channel such as Bush Heritage's Code of Conduct Procedure, Dispute Resolution Procedure, Incident Reporting and Management Procedure, other People and Safety Procedures or Employee Assistance Program.**

Bush Heritage believes that many concerns that may be raised in relation to its business activities could be effectively resolved through routine channels of communication with appropriate supervisors and managers.

However Bush Heritage also recognises that in certain situations, due to the seriousness of the concerns being raised or other personal or specific circumstances, a person may prefer to avail themselves of the formal and independent processes, anonymity provisions and other Whistleblower protections afforded by making a report as a Whistleblower under this Whistleblower Policy and Procedure.

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Definitions

Whistleblower	A person who, whether anonymously or not, makes a report of a concern about actual or suspected misconduct in accordance with this policy and procedure.
Whistleblower Protection Officer	A Bush Heritage employee who has been authorised by the Bush Heritage Board as a person to whom a Whistleblower can make a report. Subject to confidentiality obligations, Whistleblower Protection Officers have been allocated the authority to communicate with the Bush Heritage Board through its Governance Committee should the circumstances of a Whistleblower report require that to occur.

1 Purpose

This document describes the policy on whistleblowing and how this is implemented. Its purpose is to:

- Support the reporting of concerns about actual or suspected misconduct

- Describe how a Whistleblower should report their concern, including their right to remain anonymous, and what happens when they report their concerns
- Describe how Bush Heritage receives, assesses and investigates reports from Whistleblowers in a way that protects the identity of the Whistleblower and provides confidentiality and secure storage of the information provided
- State Bush Heritage's commitment to the safety of Whistleblowers and to their protection against reprisal, retaliation or victimisation by anyone whether they be internal or external to Bush Heritage

2 Scope

2.1 Who may be a Whistleblower?

Any individual may make a report as a Whistleblower under this policy and procedure if, in relation to Bush Heritage, they are a current or former:

- director, officer, employee or volunteer;
- contractor or subcontractor;
- employee of contractor, subcontractor, research partner or conservation partner; or
- a relative or dependant of the individuals listed above.

2.2 What Types of Matters should be reported?

A Whistleblower may make a report under this policy and procedure if they have reasonable grounds to suspect that someone has engaged in misconduct involving Bush Heritage's activities. Misconduct may include conduct which:

- is illegal (such as theft, violence, harassment, discrimination, bullying or intimidation, criminal damage to property or other breaches of applicable state or federal law);
- is improper according to Bush Heritage's constitution and policies;
- is unethical according to Bush Heritage's values and recognised ethical principles across the sector (such as maladministration, dishonestly altering company records or adopting questionable accounting practices);
- is dishonest, fraudulent or corrupt (such as falsifying scientific data or its interpretation or publishing or promoting false scientific information);
- is negligent or reckless and which places Bush Heritage, a Bush Heritage employee, a third party or the environment at high risk (such as unsafe work practices, environmental damage, animal welfare risks or health risks);
- is detrimental to Bush Heritage (such as misconduct which may cause significant financial loss to Bush Heritage, including serious wastage of resources, or significantly damage its reputation);
- relates to the tax affairs of Bush Heritage (tax matters); and
- relates to any other kind of misconduct or an improper state of affairs or circumstances in relation to Bush Heritage.

An Individual can still qualify for protection under the whistleblower laws if their disclosure turns out to be incorrect, so long as the disclosure has a reasonable basis.

This policy and procedure does not apply to a personal work-related grievance as defined in the Corporations Act. Subject to the Corporations Act, examples of a personal work-related grievance include:

- an interpersonal conflict between one worker and another worker or manager;
- a decision relating to a worker's engagement, employment, transfer or promotion;
- a decision to suspend or terminate the engagement of a worker; or
- a disciplinary decision in relation to a worker.

3 Responsibilities

3.1 Board

The Board is responsible for:

- approving this policy and procedure; and
- authorising Bush Heritage's Whistleblower Protection Officer(s).

3.2 Chief Executive Officer

The Chief Executive Officer (CEO) is responsible for:

- Communicating support of the policy and procedure, including bypassing the Chief Executive Officer (CEO) should the CEO be potentially implicated. The CEO will not always be made aware of confidential details of reports made; and
- ensuring that investigations into reports by Whistleblowers are adequately resourced and conducted as soon as reasonably practicable.

3.3 Any eligible recipient receiving a Whistleblower's report

Eligible recipients who receive a whistleblower report are responsible for:

- undertaking the applicable actions set out in sections 4.2 and 4.5 of this policy and procedure and (if they retain carriage of the matter) the applicable actions set out in sections 4.3 and 4.4 of this policy and procedure; and
- maintaining the confidentiality of the Whistleblower's identity, unless and until the Whistleblower consents to their identity being provided to others.

3.4 Whistleblower Protection Officers

The Whistleblower Protection Officers (listed at Appendix A of this policy) are responsible for:

- undertaking the applicable actions set out in sections 4.2 and 4.5 of this policy and procedure and (if they are directed to assume carriage of the matter) the applicable actions set out in sections 4.3 and 4.4 of this policy and procedure; and
- maintaining the confidentiality of the Whistleblower's identity, unless and until the Whistleblower consents to their identity being provided to others.

3.5 Workers

All persons who work for Bush Heritage are responsible for:

- making a report if they become aware of actual cases, or suspect on reasonable grounds potential cases, of any conduct that is reportable under this policy and procedure and which cannot or is not being resolved through other reporting mechanisms;
- ensuring that reports are made on reasonable grounds. Anyone who knowingly makes a false report under this policy and procedure may be subject to disciplinary action.

4 Whistleblower Procedures

4.1 To Whom can a Report be Made?

If you are seeking legal protection under the whistleblower laws, and to ensure appropriate escalation and timely investigation, Whistleblowers are encouraged to make any reports under this policy and procedure, either in writing or orally, to a Bush Heritage Whistleblower Protection Officer (refer Appendix A), who are authorised eligible recipients for the purposes of Part 9.4AAA of the *Corporations Act 2001* (Cth).

If a Whistleblower would prefer to raise the matter with someone other than a Bush Heritage Whistleblower Protection Officer, they can make a report, either in writing or orally, to the Chief Executive Officer, Company Secretary, any Director or Executive Manager or the Auditor of Bush Heritage, or (for tax matters) to a tax agent or BAS Agent of Bush Heritage.

Whilst internal reporting is always encouraged, a worker may be of the view that there is an exceptionally serious issue which warrants reporting to an external body such as the regulatory body responsible for the enforcement of a law. As such, Whistleblower reports may also be made to the Australian Securities and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA) or (for tax matters) to the Commissioner of Taxation. Nothing in this policy prevents a person from making a Whistleblower report to an external and independent lawyer for the purposes of obtaining legal advice or representation on the operation of the whistleblower laws. Even where the lawyer advises that protections are not available, the Whistleblower will be protected under the whistleblower laws.

4.2 Receiving a report

A flowchart for the whistleblowing process is provided in Appendix B.

Any eligible recipient to whom a report under this policy and procedure is made shall:

- make a file note of the disclosure (if it is not already in written form);
- redact the name of the person (if provided) from the written disclosure or file note; and
- in the case where the eligible recipient is not a Whistleblower Protection Officer, send the written disclosure or file note to a Whistleblower Protection Officer.

A Whistleblower Protection Officer who directly receives a report, or receives a written disclosure or file note from another eligible recipient, shall make an initial assessment as to whether the report should be treated as a whistleblower report under the whistleblower laws and whether it warrants further investigation:

- if they believe that the nature of the report is more appropriately handled under a different Bush Heritage procedure, advise the Whistleblower and support them to initiate the alternative process;
- if they believe the report has no reasonable basis (ie, trivial or fanciful with no supporting evidence):
 - dismiss the allegation and advise the person making the report of their decision;
 - advise the Chair of the Board's Governance Committee (or the Chair and Deputy Chair of the Board if any member of the Governance Committee may be complicit in the concern) of the report and their assessment;
 - prepare records of same and store them securely; and
 - be accountable for the dismissed allegation if the person raising the report chooses to escalate their concerns.
- If they believe the report is protected under the whistleblower laws and should be investigated:
 - inform the eligible recipient to whom the report was made of this decision; and
 - draft a request for consent of Whistleblower to disclose their identity and ask the eligible recipient (or where appropriate, their EA) to seek this consent.

If the eligible recipient is informed that the report is protected under the whistleblower laws and should be investigated, they must decide whether they or the Whistleblower Protection Officer should take carriage of the matter and communicate that decision to the Whistleblower Protection Officer.

The person who then has carriage of the matter must advise the Chair of the Board's Governance Committee (or the Chair and Deputy Chair of the Board if any member of the Governance Committee may be complicit in the concern) of the Whistleblower report and that it will be investigated (but will not disclose the Whistleblower's identity without their consent).

4.3 Undertaking an investigation of a Whistleblower's report

Unless handled under a different Bush Heritage procedure or dismissed in accordance with section 4.2 of this policy and procedure, all matters reported under this policy and procedure will be investigated as soon as practicable after the matter has been reported. The investigation process may vary depending on the nature of the report.

Where appropriate, feedback is provided to the Whistleblower from time to time throughout the investigation regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made and witnesses).

The person who has carriage of the matter as determined in accordance with section 4.2 of this policy and procedure (either the eligible recipient to whom the report was made or the Whistleblower Protection Officer who received the written disclosure or file note) may appoint someone else to assist with the investigation where appropriate.

The person who has carriage of the matter must:

- as soon as practicable, if the report is not anonymous, contact the Whistleblower to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation;
- be responsible for the investigation being conducted in an objective and fair manner, supportive of the rights, including to procedural fairness, of both the Whistleblower and all persons implicated in relation to the reported conduct;
- prepare the terms of reference for the investigation, in consultation with the Chair of the Governance Committee (or the Chair and Deputy Chair of the Board if any member of the Governance Committee may be complicit in the concern), to clarify the key issues to be investigated;
- develop an investigation plan to ensure all relevant witnesses are interviewed, all relevant questions are addressed, all relevant documents are assessed, the scale of the investigation is in proportion to the seriousness of the allegation(s) and sufficient resources are allocated;
- source internal or external support if required or deemed appropriate;
- conduct the investigation in a manner that is reasonable and appropriate having regard to the nature of the reported conduct and the circumstances;
- ensure strict security and confidentiality are maintained during the investigative process by all parties involved;
- ensure records of all discussions, phone calls and interviews are made, with interviews recorded where possible;
- ensure all information obtained is properly secured to prevent unauthorised access; and
- produce a report of the findings as soon as reasonably practicable.

The person or persons undertaking the investigation must ensure the principles of procedural fairness (natural justice) are observed. In particular, where adverse comment/s about any person are likely to be included in an investigation or findings report, the person affected will be given an opportunity to comment on the reported concerns during the investigation and any comments will be considered before the findings report is finalised.

4.4 Reporting findings from an investigation arising from a Whistleblower's report

Subject to the preservation of the anonymity of the Whistleblower and the privacy considerations of those people involved in any way in the investigation, the report of the findings prepared by the person or persons undertaking the investigation shall include:

- the allegation/s;
- all relevant facts and the evidence relied upon in reaching any conclusions;
- conclusions reached and their basis; and

- recommendations based on those conclusions to address any wrongdoing identified and any other matters arising during the investigation such as any lessons to be learnt or ways to prevent a recurrence of the situation.

The findings report will be stored securely.

Copies of the findings report will be provided to the Chair of the Board's Governance Committee (or the Chair and Deputy Chair of the Board if any member of the Governance Committee may be complicit in the concern).

4.5 Protecting the Whistleblower

Protection of Identity and Confidentiality

A Whistleblower can make a disclosure anonymously and maintain their anonymity throughout the investigation and after its conclusion. A Whistleblower may refuse to answer questions at any time if they feel the questions could reveal their identity. However, doing so may prevent an investigation from progressing where insufficient information in the initial report has been provided and the anonymous Whistleblower will not provide further information.

Bush Heritage is required to protect the identity of an individual that makes a report. Upon receiving a report that is not anonymous, the Whistleblower's identity is only shared if:

- the Whistleblower consents;
- disclosure is made to a lawyer for the purposes of obtaining legal advice or representation; or
- disclosure is made to ASIC, APRA, the Commissioner or Taxation (for tax matters) or the Australian Federal Police.

Bush Heritage will also not disclose any information that is likely to lead to the identification of the Whistleblower (but that is not their identity, i.e. their name) unless one of the circumstances above apply, or disclosure is reasonably necessary to investigate the report and all reasonable steps have been taken to reduce the risk the Whistleblower will be identified.

If you believe your confidentiality has been breached by Bush Heritage in relation to your disclosure, please contact the Whistleblower Protection Officers.

Protection Against Detrimental Conduct

Bush Heritage is committed to ensuring Whistleblowers are not victimised or adversely affected because they have made a report, may make a report, or could make a report under this policy and procedure.

It is a contravention of this policy and procedure and may be unlawful for anyone to engage in conduct that causes detriment to a Whistleblower in the belief or suspicion that they have made, may make, propose to make or could make a report under this policy and procedure or threaten such detriment. "Detriment" is defined very broadly to include dismissal, alteration to a person's position, harassment, intimidation, discrimination, injury in a person's employment, causing other harm or injury to a person, or causing or damage to a person's property, reputation or business or financial position.

In certain circumstances, under legislation, a Whistleblower may be entitled to seek an order from the Court for compensation from Bush Heritage or the person who caused the detriment for any loss, damage or injury they suffer as a result of any detrimental conduct.

If a Whistleblower believes that Detrimental Conduct has occurred, they should report such behaviour to a Whistleblower Protection Officer.

Further Support and Protection of Files and Records

Where the investigation has found that the Whistleblower made the allegation on reasonable grounds, the Whistleblower Protection Officer who receives the written disclosure or file note at section 4.2 above is responsible for ensuring that the Whistleblower suffers no employment-related disadvantage on account of their report and actions relating to this matter. This person also facilitates additional arrangements to support the Whistleblower which may include internal mentoring / coaching. The Whistleblower may also access Bush Heritage's employee assistance provider (EAP) for further support.

The provision of support also applies to protecting any other person who has contributed to the investigation.

All files and records created from an investigation are retained securely.

Unauthorised release of information to someone not involved in the investigation (other than Executive Managers, Directors or Members of the Governance Committee, who need to know to take appropriate action, or for corporate governance purposes) without the Whistleblower's consent is a breach of this policy and procedure.

If the findings of an investigation are disclosed to Executive Managers, Directors or Members of the Governance Committee, the Whistleblower's identity and information that is likely to lead to their identification will not be disclosed without the Whistleblower's consent.

Whistleblowers are assured that a release of information in breach of this policy and procedure is regarded as a serious matter and is dealt with under Bush Heritage's disciplinary procedures.

When whistleblower protections may not apply

If your matter relates to a personal work-related grievance (see section 2.2 of the Policy), it is not generally protected under Australian law. However, if your grievance arises as a result of making a disclosure or is a combination of personal work-related grievances and other misconduct, it may be protected.

You will not be given immunity from liability if you participated in the misconduct that is the subject of your disclosure.

4.6 Public Interest and Emergency Disclosures

In certain circumstances, as outlined in the Corporations Act, a public interest disclosure may also be made to a journalist or a member of parliament. There are a number of steps that must be taken before these disclosures can be made as follows:

	Public interest disclosure	Emergency disclosure
1	A previous report has been made to ASIC or APRA	
2	90 days has passed since making the report	(No wait period)
3	An Individual has reasonable grounds to believe that making a further disclosure of the information would be in the public interest	An Individual 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
4	An Individual gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that you intend to make a public interest / emergency disclosure (as applicable)	

5	An Individual then makes a disclosure to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory or a professional journalist	
6	The extent of the information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs or circumstances	The extent of the information disclosed is no greater than is necessary to inform the recipient of the substantial and imminent danger

It is strongly recommended that you seek independent legal advice before making such a disclosure.

5 Relevant Legislative References

- Corporations Act 2001 (Cth)
- Taxation Administration Act 1953 (Cth)

6 Associated Bush Heritage Policy & Procedures or Related Documents

- [Dispute Resolution Procedure](#)
- [Code of Conduct Procedure](#)
- Confidentiality clause within employment agreements

7 Document Version Log

Document #	Effective Date	Description of Change
0.1	May 2019	Document created – 1st draft presented to Governance Committee
0.2	June 2019	Minor amendments only for noting by the Board
0.3	August 2019	Updated draft presented to Governance Committee, including conversion to new standard BHA Policy & Procedure template, inclusion of greater procedural detail and flowchart appendix.
0.4	August 2019	Board version for approval at August 2019 Board meeting - updated to include changes requested by Governance Committee.
1.0	August 2019	Updated to include minor clarification in the flowchart as advised by the Board. Approved by the Board for release (Board meeting 30/8/19).
1.1	March 2020	Reflects process improvements advised by Allens. Approved by the Board for release (Board meeting 4/3/20).

Appendix A - Whistleblower Protection Officers

Title: Executive Manager Corporate Services & CFO, Company Secretary
Email: robert.pratt@bushheritage.org.au
Phone: 03 8610 9116

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Appendix B - Whistleblower Flowchart for Eligible Recipients

