

Legal & Company Secretarial Policy Manual

Whistleblower Policy

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Whistleblower Policy

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Whistleblower Policy

1 DEFINITIONS

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

ARMC means the Audit and Risk Management Committee;

AusNet Services Group means AusNet Services Ltd and its subsidiaries;

Australian Standard means the *Australian Standard on Whistleblower Protection Programs for Entities* (AS 8004 – 2003);

Corruption means but is not limited to “dishonest activity in which a Director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity”¹;

Entity means any company in the AusNet Services Group;

Fraud means, but is not limited to “dishonest activity causing actual, or potential financial loss to any person or entity including theft of moneys or other property by employees or persons external to the entity and whether or not deception is used at the time, immediately before or immediately following the activity. It also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use of information or position”²;

Policy means this Whistleblower Policy;

Whistleblower means “a person being a director, manager, employee or contractor of an entity who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with reportable conduct and where the Whistleblower wishes to avail themselves of protection against reprisal for having made the report”³;

Whistleblower Investigations Officer means a “person or persons being a director, manager, employee or contractor of an entity who has responsibility for conducting preliminary investigations into reports received from a Whistleblower”⁴;

Whistleblower Protection Officer means “a person or persons being a director, manager, employee, or contractor, of an entity who has responsibility for protecting a Whistleblower”⁵;

Wrongful Act means an act as described in clause 7 of the Policy.

2 POLICY OVERVIEW

AusNet Services has a strong commitment to corporate compliance and its core values enshrine the principle that it will conduct its business legally and ethically.

AusNet Services recognises the importance of this Policy and is committed to protecting its personnel from reprisal within the full extent of the law if they report a Wrongful Act.

The purpose of this Policy is to support AusNet Services’ core values by empowering personnel who wish to report in good faith any Wrongful Act (examples of which are provided below) without fear of retaliation or punishment. This document outlines, at a high level, the way in which AusNet Services will respond to reports of Wrongful Acts.

¹ Australian Standard AS 8004 – 2003 “Whistleblower Protection Programs for Entities”.

² Australian Standard AS 8004 – 2003 “Whistleblower Protection Programs for Entities”.

³ Australian Standard AS 8004 – 2003 “Whistleblower Protection Programs for Entities”.

⁴ Australian Standard AS 8004 – 2003 “Whistleblower Protection Programs for Entities”.

⁵ Australian Standard AS 8004 – 2003 “Whistleblower Protection Programs for Entities”.

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3 POLICY COVERAGE

This Policy is intended to complement (not replace) AusNet Services' usual reporting avenues for raising issues of concern (for example, by talking to the relevant manager). This Policy may be invoked where those existing avenues appear to have failed or may be inappropriate.

In this Policy, the term, Personnel (**Personnel**) refers not only to directors, officers, and employees, but to contractors, consultants and any other person who might be engaged by AusNet Services to perform services for or on behalf of AusNet Services. The expressions 'we', 'us' and 'our' are intended to mean all Personnel.

4 POLICY GUIDELINES

In keeping with the spirit of AusNet Services' *Code of Business Conduct*, and the *Fraud and Corruption Control Policy*, AusNet Services encourages Personnel who have witnessed, or who are aware of, a suspected Wrongful Act to report it in accordance with this Policy.

5 WHAT THIS POLICY WILL NOT ADDRESS

This Policy is primarily concerned with issues that may affect the wellbeing and best interests of AusNet Services and its Personnel.

It does not apply to grievances from Personnel. Any complaints of injustice in the assessment of an employee's performance, or discrimination, will be dealt with by AusNet Services' General Manager, People, Safety and Customer under the appropriate AusNet Services policy.

If Personnel need clarification about whether a complaint should be addressed under this Policy or not, they should contact AusNet Services' General Counsel.

6 CORRUPTION AND FRAUD

An act of Fraud or Corruption is considered a Wrongful Act in accordance with this Policy. However, AusNet Services encourages Personnel who become aware of an act of Fraud, Corruption or inappropriate behaviour to also review the *Fraud and Corruption Control Policy* and the *Code of Business Conduct*.

7 WHAT IS A WRONGFUL ACT?

For the purposes of this Policy, a Wrongful Act includes but is not limited to the following:

- Unlawful conduct (including non-compliance with legislation, regulation, codes, guidelines and other regulatory instruments);
- Conduct that is in breach of any AusNet Services policy including the *Code of Business Conduct*;
- Conduct that is in breach of AusNet Services' regulatory compliance obligations;
- Unethical or improper conduct;
- Misuse of AusNet Services' funds or assets;
- Conduct that endangers Personnel, or the public generally;
- Conduct that jeopardises the safety of Personnel, or of the environment in which they are working;
- Wasteful conduct;
- An abuse of authority;
- Suppression or concealment of any information relating to any of the above types of actions;
- Taking, or threatening to take, detrimental action against anyone who reports suspected Wrongful Conduct in reprisal for making that report;

AusNet Services is strongly committed to providing Personnel with the opportunity to use the whistleblowing process outlined in this Policy for genuine disclosures of a suspected Wrongful Act. The whistleblowing process must not be used for vexatious matters.

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Please note that specific reporting requirements apply if an alleged Wrongful Act relates to a contravention or suspected contravention of the Act.

8 HOW WILL AUSNET SERVICES PROTECT A WHISTLEBLOWER?

8.1 WHAT PROTECTION WILL BE GIVEN TO A WHISTLEBLOWER?

AusNet Services will not tolerate any form of harassment or retaliation against Personnel who report a Wrongful Act in accordance with this Policy, provided any report of a Wrongful Act is made:

- in good faith, that is the Whistleblower reasonably believes it to be true; and
- without malice.

Subject to clause 8.2, AusNet Services will protect a Whistleblower, including their identity, to the extent permitted by law. AusNet Services will not allow any of the following to happen to a Whistleblower because of the Whistleblower's report of a Wrongful Act:

- Any type of harassment or bullying;
- Any type of disciplinary action;
- A decision not to promote the Whistleblower;
- A decision not to grant a salary increase to the Whistleblower;
- Rejection during probation;
- A performance evaluation in which the Whistleblower's performance is judged as being unsatisfactory solely on account of reporting the Wrongful Act;
- Involuntary demotion or reassignment to a position with demonstrably less responsibility than the one held prior to the reassignment;
- Unfavourable change in the general terms and conditions of employment or contract;
- Involuntary resignation;
- Involuntary retirement;
- Termination of employment or contract; or
- Any other conduct that is discriminatory towards the Whistleblower.

Threats to cause detriment to the Whistleblower (whether express, implied, conditional or unconditional) are also prohibited. Under this Policy, it is irrelevant whether or not the person threatened actually fears that the threat will be carried out.

8.2 WHAT IF A WHISTLEBLOWER IS IMPLICATED IN THE WRONGFUL ACT?

Even though a Whistleblower may be implicated in the Wrongful Act, that person must not be subjected to any actual or threatened detrimental action taken in reprisal merely for reporting that Wrongful Act.

However, reporting a Wrongful Act will not necessarily shield the Whistleblower from the consequences flowing from involvement in the Wrongful Act itself. A person's liability for their own conduct is not affected by their disclosure of that conduct under this Policy (though in some circumstances, an admission of complicity in the Wrongful Act may be a mitigating factor when considering disciplinary or other action.)

9 REPORTING AND INVESTIGATIONS

9.1 HOW TO REPORT A WRONGFUL ACT

It is important that a Whistleblower reports suspected Wrongful Acts appropriately. AusNet Services Personnel who have any suspicions about Wrongful Acts in the workplace should advise:

- the Whistleblower Protection Officer (General Manager, People, Safety and Customer); or
- the Whistleblower Investigations Officer (General Counsel).

AusNet Services will investigate all reported Wrongful Acts or conduct. Reports may be made anonymously, although Whistleblowers are encouraged to provide all known details of any alleged Wrongful Act to the Whistleblower Protection Officer or the Whistleblower Investigations Officer.

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If a report is made to the Whistleblower Protection Officer the report will then be shared with the Whistleblower Investigations Officer, providing only such information as the Whistleblower has authorised him/her to provide. Likewise, if a report is made to the Whistleblower Investigations Officer, the report will then be shared with the Whistleblower Protection Officer, providing only such information as the Whistleblower has authorised him/her to provide. The Whistleblower Investigations Officer and the Whistleblower Protection Officer will maintain the strictest confidentiality of the Whistleblower.

9.2 CONFIDENTIALITY

AusNet Services will to the full extent possible and in accordance with the law, protect the identity of the Whistleblower and keep the statement or report made by the Whistleblower confidential.

9.3 WHISTLEBLOWER HOTLINE

AusNet Services must have and maintain an externally operated Whistleblower hotline, which is to be accessible 24 hours per day, seven days per week (with the exception of major public holidays, such as Christmas and Easter).

If a Whistleblower would prefer not to report the matter to the AusNet Services Whistleblower Protection Officer or Whistleblower Investigations Officer, they can contact the externally operated Whistleblower service maintained by STOPline. STOPline is an independently operated and confidential service that is a conduit between the Whistleblower and the Whistleblower Investigations Officer. If a Whistleblower chooses to remain anonymous, STOPline will issue a confidential reference and password and will not reveal the identity of the Whistleblower, if known, to the Whistleblower Investigations Officer. The Whistleblower can use the confidential reference and password to check the status of their disclosure with STOPline at a later date.

The details of the Whistleblower hotline are as follows:

STOPline Pty Ltd
Phone 1300 30 45 50 (toll free number) between 8am and 6pm Monday to Friday;
Email ausnetservices@stopline.com.au; or
Write to AusNet Services c/- STOPline, Locked Bag 8, Hawthorn Vic 3122

For more information regarding STOPline please refer to www.stopline.com.au.

9.4 WHAT TYPE OF INFORMATION SHOULD BE REPORTED?

The following information where available, should be reported:

- Identity of suspected Personnel;
- Nature of the allegation;
- Date of alleged fraudulent activity;
- Duration of alleged activity;
- Involvement of any other Personnel;
- Any witnesses to activity; and
- Location of any physical evidence (soft/hard copy).

9.5 CONTRAVENTION OF THE CORPORATIONS ACT (CTH) 2001

A Wrongful Act may include a contravention, or suspected contravention of the *Corporations Act* (the Act). A Whistleblower who wishes to report a suspected breach of the Act must report all relevant details either to the Whistleblower Protection Officer or the Whistleblower Investigations Officer.

This is important, because otherwise the protections guaranteed to the Whistleblower by the Act will not apply.

To qualify for protection under the Act, the Whistleblower must also have reasonable grounds to suspect that AusNet Services (or an officer or employee of AusNet Services) has, or may have, contravened a provision of the Act. The report made by the Whistleblower must be made in good faith.

9.6 ACTIONS FOLLOWING A BREACH OF THE CORPORATIONS ACT

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Provided the Whistleblower has first given the Whistleblower Protection Officer and/or the Whistleblower Investigations Officer their name, the Whistleblower Investigations Officer may:

- make a detailed record of the report; and
- provide the report to ASIC, APRA or the Australian Federal Police,

as appropriate and/or required.

Reports to the above or other external parties will occur only after the Whistleblower has consented and the Chairman of the ARMC has provided authority.

10 ACTIONS FOLLOWING RECEIPT OF REPORT OF WRONGFUL ACT

Following the receipt of the report of a Wrongful Act (including a breach of the Act) the Whistleblower Investigations Officer is to:

- Make a detailed record of the report without revealing the identity of the Whistleblower, unless the Whistleblower consents to his/her identity being revealed;
- Liaise with the Chairman of the ARMC on all matters relating to the investigation of the report;
- If required, appoint an investigator (who might be another employee of AusNet Services or an external party). Where another employee is appointed as investigator, he or she should not be an employee who works closely with the person being investigated in relation to the Wrongful Act and the requirements of this Policy concerning confidentiality of the Whistleblower must at all times be fulfilled;
- Ensure that an investigation is commenced promptly and discretely;
- Prepare a full report on the findings and recommendations of the investigation, without revealing the identity of the Whistleblower;
- If requested by the Whistleblower, keep the identity of the Whistleblower confidential, unless it becomes necessary to disclose that person's identity because of pending litigation, or there is some other overriding reason for disclosure; disclosure will be made only after the Whistleblower has been informed of the need for it;
- Where appropriate, notify the Whistleblower in general terms of the progress of the investigation, subject to considerations of the privacy of those against whom the allegations have been made;
- Ensure that the person accused of committing the Wrongful Act is given details of the allegation and afforded an opportunity to respond to the allegation before the investigation is concluded;
- Provide a copy of the report of any investigation to the person accused of committing the Wrongful Act; and
- Prepare a full report on the findings and recommendations of the investigation, without revealing the identity of the Whistleblower.

10.1 CONDUCT OF INVESTIGATION

All reports will be investigated discretely, and only those persons who need to know the fact, and the details, of a report will be informed of it. Where necessary, AusNet Services might employ external resources to assist with an investigation.

The investigation will be conducted in accordance with the Investigation Policy and Guidelines.

10.2 Outcome of Investigation

An investigation can result in one of three outcomes:

- The Wrongful Act is proven.
- The Wrongful Act cannot be proven, but there is enough suspicion to warrant further ongoing surveillance or investigation.

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- The Wrongful Act is unproven.

In any event, the investigation may result in a review of controls, even if the report cannot be substantiated.

Both the Whistleblower (in cases where the Whistleblower is known to the Whistleblower Investigations Officer) and the person accused of committing the Wrongful Act shall be informed independently of the result.

AusNet Services' employment policies (available on AusNet Services' intranet) will govern what further action AusNet Services will take in respect of Personnel involved in committing a Wrongful Act, where it is proved that a Wrongful Act has been committed. In other cases, the relevant contract shall govern. Please note that where the Wrongful Act involves a possible criminal offence, police involvement will be necessary.

AusNet Services will give its full support to Personnel who are the subject of an investigation where the allegations contained in a report of a Wrongful Act appear to be wrong or unsubstantiated. Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the investigation, must be handled confidentially. In such circumstances, no record of the report or the investigation is to be kept in any human resources or employment related record of the person who was investigated in relation to the alleged Wrongful Act.

11 WHAT HAPPENS IF THE REPORT WAS MADE MALICIOUSLY?

If, at the conclusion of an investigation (either internally, or by the appropriate authorities), it is concluded that the Whistleblower did not act in good faith, that is, the Whistleblower did not reasonably believe, or could not have reasonably believed, the contents of the report to be true, AusNet Services may respond in accordance with AusNet Services' employment policies in the case of employees. In other cases, the relevant contract shall govern.

12 TRAINING AND AWARENESS

The Legal & Company Secretarial Group is responsible for implementing and overseeing the provision of the Whistleblower Policy training program to Personnel. This training program may be conducted by other personnel of AusNet Services or by an external service provider, and should be reviewed regularly to ensure that it is relevant to Personnel and AusNet Services' business. As a minimum, Whistleblower Policy training is to be scheduled every two (2) years for Personnel.

AusNet Services recognises that the level of awareness of Wrongful Acts, amongst all Personnel, must be high so that Personnel can identify, prevent and control Wrongful Acts.

13 ONGOING REVIEW OF WHISTLEBLOWER POLICY

AusNet Services will review this Policy every three years to ensure that its strategy remains suitable for the business.

14 QUESTIONS?

Personnel should discuss any queries arising out of this Policy with their immediate supervisor/manager, or the following people:

Susan Taylor
General Counsel
Whistleblower Investigations Officer
Level 31, 2 Southbank Blvd
SOUTHBANK VIC 3006
Telephone: (03) 9695 6443
Fax: (03) 8635 7282
Email: susan.taylor@ausnetservices.com.au

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Geraldine Leslie General Manager, People, Safety and Customer
Whistleblower Protection Officer
Level 31, 2 Southbank Blvd
SOUTHBANK VIC 3006
Telephone: (03) 9695 6500
Fax: (03) 8635 7527
Email: geraldine.leslie@ausnetservices.com.au

15 RELATED POLICIES AND PROCEDURES

- *Code of Business Conduct*
- *Fraud and Corruption Control Policy*
- *Investigation Policy and Guidelines*

SCHEDULE OF REVISIONS

Revision	Date	Details of Change
1	28/03/06	Published
2	08/05/09	Amendments approved by ARMC
3	10/02/10	Amendments approved by ARMC
4	11/07/11	Amendments approved by ARMC
5	14/02/13	Amendments approved by ARMC
6	18/02/16	Amendments approved by ARMC