



Whistleblower Policy

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## 1 Purpose of this policy

Our whistleblower policy is an important tool for helping Stephen Sanig Research Institute Limited (**SSRI**) to identify wrongdoing that may not be uncovered unless there is a safe and secure way to disclose wrongdoing.

SSRI is committed to the highest standards of integrity and conduct. If you are aware of possible wrongdoing we encourage you to disclose this information and will support you in doing so.

SSRI is committed to encouraging the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving SSRI's businesses and provides protections and measures so that people who make a report can do so confidentially and without fear of intimidation, disadvantage or reprisal.

Whistleblowers are encouraged to seek independent advice from a legal practitioner before making a report to ensure they are covered by the whistleblower protections.

## 2 Who and what does this policy apply to?

This policy applies to and provides protections to Protected Whistleblowers.

You are a Protected Whistleblower and entitled to protection under the *Corporations Act 2001* (Cth) (**Corporations Act**) and, if applicable, under the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) if:

- you are an Eligible Whistleblower; and
- you have disclosed (or intend to disclose) a Reportable Matter to an Eligible Recipient or to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or another entity prescribed under the Corporations Act.

See below for the meaning of the terms 'Eligible Whistleblower', 'Reportable Matter' and 'Eligible Recipient'.

SSRI encourages you to disclose Reportable Matters to an officer, director or senior manager of SSRI in the first instance.

An "**Eligible Whistleblower**" is a person who is, or has been, any of the following:

- an officer or employee of SSRI (this includes current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
- a person who supplies goods or services to SSRI or an employee of a person who supplies goods or services to SSRI (whether paid or unpaid) - this could include current and former volunteers, contractors, consultants, service providers and business partners;
- a person who is an associate of SSRI - for example, a director or company secretary of SSRI or a related body corporate of SSRI;
- a spouse, de-facto, relative or dependent of any person referred to above in this definition of Eligible Whistleblower;
- dependant of a spouse or de-facto of any of the above; or
- another person prescribed under the Corporations Act.

## 3 Matters the policy applies to

The section below sets out what is a Reportable Matter that will qualify for legal protection under the Corporations Act (or the Taxation Administration Act, where relevant). Disclosures that aren't about a Reportable Matter will not be protected under the Corporations Act or the Taxation Administration Act and this policy.

### 3.1 Reportable Matter

A disclosure will concern a "**Reportable Matter**" if an Eligible Whistleblower has reasonable grounds to suspect that the information being disclosed is about:

- misconduct (including fraud, negligence, default, breach of trust and breach of duty); or
- an improper state of affairs or circumstances

in relation to SSRI.

A disclosure will also concern a Reportable Matter if an Eligible Whistleblower has reasonable grounds to suspect that SSRI, an officer or employee of SSRI, has engaged in conduct that:

- is a breach of the Corporations Act or an instrument made under the Corporations Act;
- is a breach of the ASIC Act or an instrument made under the ASIC Act;

- is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system;
- is prescribed under the Corporations Act; or
- is a breach of the Taxation Administration Act or improper conduct in relation to tax affairs.

### **3.2 Personal work-related grievances**

Personal work-related grievances that don't involve a detriment caused to you as a Protected Whistleblower (or a threat of detriment) aren't a Reportable Matter and aren't protected under the Corporations Act or Taxation Administration Act.

A personal work-related grievance is one that relates to your current or former employment that has implications for you personally but doesn't have significant implications for SSRI.

An example of a work-related grievance that is not protected by law could include if you believe you have missed out on a promotion that you deserve or if you don't like the managerial style of your supervisor.

However, a work-related grievance may still qualify for protection under the law if (for example):

- it is a mixed report that includes information about a Reportable Matter (as well as a work-related grievance);
- SSRI has broken employment or other laws which are punishable by imprisonment for 12 months or more or acted in a way that is a threat to public safety;
- the disclosure relates to information that suggests misconduct that goes further than the whistleblower's personal circumstances;
- the whistleblower suffers from or is threatened with detriment for making a disclosure; or
- the whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

## **4 How do I make a report and who do I report to?**

### **4.1 Making a disclosure**

Reports can be made in person or by telephone, post or email. Reports can be made within business hours or outside business hours.

If, at any time, you are not sure about whether to make a protected disclosure, you can get independent legal advice. Please refer to section 4.4 of this policy for further details.

### **4.2 Eligible Recipients**

A protected disclosure of a Reportable Matter can be made using any of the channels below (each is an "**Eligible Recipient**" of Reportable Matter):

- an officer, director or senior manager of SSRI;
- an external auditor of SSRI; or
- (in relation to tax affairs) a tax agent or BAS agent of SSRI.

SSRI encourages you to disclose Reportable Matters to an officer, director or senior manager of SSRI in the first instance.

If you wish to seek additional information before formally making a disclosure, you can obtain additional information by contacting an officer, director or senior manager of SSRI, or an independent legal adviser.

### **4.3 Reports to regulators**

The whistleblower protections also apply to reports from Eligible Whistleblowers made directly to:

- ASIC;
- APRA;
- the Commissioner of Taxation; or
- another Commonwealth authority prescribed by law.

### **4.4 Disclosure to a legal practitioner**

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected, even in the event that the legal practitioner concludes that a disclosure does not relate to a 'Reportable Matter'.

#### 4.5 Disclosure to a journalist or parliamentarian

A disclosure made to a journalist or parliamentarian which qualifies as a 'public interest disclosure' or 'emergency disclosure' will be protected under the Corporations Act.

A '**public interest disclosure**' is the disclosure of information to a journalist or a parliamentarian, where:

- a) at least 90 days have passed since you made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b) you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your disclosure;
- c) you have 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, you have given written notice to the body to which the previous disclosure was made that:
  - (I) includes sufficient information to identify the previous disclosure; and
  - (II) states that you intend to make a public interest disclosure.

An '**emergency disclosure**' is the disclosure of information to a journalist or parliamentarian, where:

- a) you have previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b) you have 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;
- c) making the emergency disclosure, you have given written notice to the body to which the previous disclosure was made that:
  - (I) includes sufficient information to identify the previous disclosure; and
  - (II) states that you intend 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.

**NOTE:** It is important for a discloser to understand the criteria for making a public interest or emergency disclosure and if you intend to make such a disclosure you should contact an independent legal adviser before doing so.

## 5 False reports

A Protected Whistleblower will still qualify for protection for a disclosure even if their disclosure turns out to be incorrect. However, anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal.

## 6 Anonymity when reporting

Any individual making a whistleblowing report can:

- a) choose to remain anonymous or reveal his or her name;
- b) choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised; and
- c) refuse to answer questions that you feel could reveal your identity at any time, including during follow-up conversations.

If you wish to remain anonymous you should maintain ongoing two-way communication with SSRI, so SSRI can ask follow-up questions or provide feedback. To do so you can set up an email address from which your identity cannot be determined, and you should not identify yourself in the email but rather use a pseudonym.

If you choose to reveal your name, we will not disclose it without your consent, unless required by law or court order.

All reports will be retained for a period of five (5) years from the date of the report, and kept strictly confidential, unless required by law or court order. Please refer to section 7(A)(I) (Identity protection (confidentiality)) of this policy for further details.

Disclosures made anonymously are still protected under the Corporations Act.

The following measures and mechanisms can be adopted to protect a Whistleblower's anonymity:

- a) communication with disclosers can be through anonymous telephone hotlines and anonymised email addresses; and
- b) a discloser may adopt a pseudonym for the purpose of their disclosure.

## **7 Protections for Whistleblowers**

### **7A. Protections available at law**

The protections for whistleblower under the Corporations Act (set out below) will be available to you if the following criteria are satisfied:

- a) you are an 'Eligible Whistleblower'; and
- b) you make a report of a 'Reportable Matter':
  - (I) to an 'Eligible Recipient';
  - (II) to ASIC, APRA or another Commonwealth body prescribed by the regulations;
  - (III) to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act; or
  - (IV) through an 'emergency disclosure' or a 'public interest disclosure'.

#### ***(I) Identity protection (confidentiality)***

Under the Corporations Act it is illegal for a person to reveal the identity of a whistleblower, or information likely to lead to the identification of whistleblower, except if a person discloses the identity of the discloser:

- a) to ASIC, APRA, or a member of the Australian Federal Police;
- b) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations 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 discloser's 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.

#### ***(II) Protection from detrimental acts or omissions***

The Corporations Act makes it unlawful (and imposes criminal and civil penalties) for someone to cause or threaten detriment to you (or another person) because they believe or suspect that you have made, may have made, or could make a whistleblower disclosure. A threat may be express or implied, or conditional or unconditional. You (or another person) who has been threatened in relation to a disclosure do not have to actually fear that the threat will be carried out.

The criminal offence and civil penalty apply even if you have not made a whistleblower report, but the offender causes or threatens detriment to you because they believe or suspect you have or might make a report.

A person may be causing you detriment if they:

- a) dismiss you from your employment;
- b) injure you in your employment;
- c) alter your position or duties to your disadvantage;
- d) discriminate between you and other employees of the same employer;
- e) harass or intimidate you;

- f) harm or injure you, including causing you psychological harm;
- g) damage your property;
- h) damage your reputation;
- i) damage your business or financial position; or
- j) cause you any other damage.

However, the following are examples of actions that are not detrimental conduct:

- a) managing a discloser's unsatisfactory work performance, if the action is in line with the entity's performance management framework; or
- b) administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment).

### ***(III) Compensation and remedies***

Pursuant to the Corporations Act, you can seek compensation through a court if:

- a) you suffer loss, damage or injury for making your disclosure; and
- b) SSRI failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

If you are or were an employee and experienced detriment at work for reporting misconduct, the court may order the person causing you detriment or your employer to compensate you.

You can also pursue other remedies, such as:

- a) your employer reinstating you to your original position or a comparable position;
- b) the court issuing an injunction to prevent or stop detrimental conduct; and
- c) the person, company or organisation that caused you detriment or threatened you with detriment apologising to you.

If you are unsuccessful in your claim for compensation for detriment against a person, company or organisation, you are protected from having to pay their legal costs (unless a court finds your claim to be vexatious or you acted unreasonably).

If you believe you are a whistleblower, you should seek independent legal advice about what remedies may be available to you if you suffer loss, damage, or injury.

### ***(IV) Civil, criminal and administrative liability protection***

The Corporations Act protects a whistleblower against certain legal actions related to making the whistleblower disclosure, including:

- a) 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);
- b) civil litigation (e.g. for breach of an employment contract, duty of confidentiality, or other contractual obligation); or
- c) administrative action (e.g. disciplinary action for making a disclosure).

If you are the subject of an action for making a whistleblower disclosure, you may rely on this protection in your defence. This protection does not grant immunity to you for any misconduct that you were involved in that is revealed in the disclosure.

### ***(V) Protections provided in the tax whistleblower regime***

The Taxation Administration Act 1953 (Cth) also gives special protection to whistleblowers who disclose information about breaches of any tax law by SSRI or in relation to misconduct by the Company. If you wish to make a report, please refer to the following website to check whether you would qualify for the protections: <https://www.ato.gov.au/general/gen/whistleblowers/>

## **7B. Protections offered by SSRI**

## **(I) Identity protection (confidentiality)**

A. We will minimize the risk that you will be identified from the information contained in your disclosure by ensuring that:

- a) It will only be shared if:
  - you consent to the information being shared;
  - the disclosure is to a recipient permitted by law such as ASIC, APRA, the Commissioner of Taxation, or a member of the Australian Federal Police; or
  - the disclosure is otherwise allowed or required by law (for example, disclosure to a lawyer of SSRI to receive legal advice relating to the law on whistleblowing);
- b) all personal information or reference to you witnessing an event will be redacted;
- c) you be referred to in a gender-neutral context;
- d) where possible, you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you; and
- e) disclosures will be handled and investigated by qualified staff.

B. We will ensure secure record-keeping and information-sharing processes by ensuring that:

- a) all paper and electronic documents and other materials relating to your disclosures will be stored securely;
- b) access to all information relating to your disclosure will be limited to those directly involved in managing and investigating the disclosure;
- c) only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (subject to your consent) or information that is likely to lead to your identification;
- d) communications and documents relating to the investigation of your disclosure will not to be sent to an email address or to a printer that can be accessed by other staff; and
- e) 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.

You can lodge a complaint about a breach of confidentiality for investigation with:

- a) SSRI by informing the SSRI's Eligible Recipient; or
- b) a regulator, such as ASIC, APRA or the ATO.

## **7.2 Protection against detrimental treatment**

To protect you from detriment where you make a disclosure we have implemented the following measures:

- a) processes for assessing the risk of detriment against you and other persons (e.g. other staff who might be suspected to have made a disclosure), which will commence as soon as possible after receiving your disclosure;
- b) strategies to help you minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- c) actions for protecting you from risk of detriment - we can allow you, as applicable, to perform your duties from another location, reassign you to another role at the same level, make other modifications to your workplace or the way you perform your work duties, or reassign or relocate other staff involved in the "disclosable matter";
- d) processes 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 you;
- e) procedures on how you can lodge a complaint if you have suffered detriment, and the actions we may take in response to such complaints (e.g. the complaint could be investigated as a separate matter by an officer who is not involved in dealing with disclosures and the investigation findings will be provided to the board or audit or risk committee); and

- f) interventions for protecting you if detriment has already occurred— for example, we may investigate and address the detrimental conduct, such as by taking disciplinary action, allow you to take extended leave, develop a career development plan for you that includes new training and career opportunities, or offer compensation or other remedies.

Additionally, you may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if you believe you have suffered detriment.

Whistleblowers are asked to inform a SSRI's Eligible Recipient immediately if he/she believes that he/she is being subjected to retaliation as a result of raising concerns under this policy. The SSRI's Eligible Recipient will take the following steps where possible:

- a) assess your protection needs as a whistleblower;
- b) advise you of types of protection available to you; and/or
- c) listen and respond to any of your concern in relation to harassment, intimidation or victimisation for making the report.

We will not tolerate any harassment or retaliation of any employee who makes a disclosure and any employee who victimises or retaliates against the discloser will be subjected to disciplinary action.

## **8 How will we investigate disclosures?**

Once a report of a Reportable Matter has been received from an Eligible Whistleblower, who has provided reasonable grounds for their belief that the Reportable Matter has occurred, an investigation of those allegations will begin as soon as practicable after the report has been received.

After SSRI receives a disclosure it will take the following steps to investigate it:

- a) acknowledgement of receipt of the disclosure (generally with 2 business days);
- b) the SSRI's Eligible Recipient or other investigator (as relevant) will contact you to discuss the investigation process as soon as practicable;
- c) the SSRI's Eligible Recipient will conduct an internal investigation process (to commence within 5 business days of the report and to conclude within [4] weeks);
- d) will ensure that the investigation is independent of the person(s) about whom an allegation has been made;
- e) if the SSRI's Eligible Recipient investigation process reveals genuine issues to be addressed, management will be instructed to take remedial action (within 2 business days of the conclusion of the investigation);
- f) if the SSRI's Eligible Recipient investigation process reveals potentially illegal conduct, the SSRI's Eligible Recipient will refer the matter to the police or other law enforcement agencies where appropriate; and
- g) the discloser will be informed of the outcome at the conclusion of the investigation.

During the investigation process if we are able to contact you (including through anonymous channels), we will provide you with regular updates in relation to key stages of the investigation. SSRI will endeavour to adhere to the timeframes noted above, however the process may vary depending on the nature of the disclosure.

During the investigation process we cannot disclose information that is likely to lead to your identification, unless:

- a) the information does not include your identity;
- b) we remove information relating to your identity or other information that is likely to lead to your identification (e.g. your name, position title and other identifying details); and
- c) it is reasonably necessary for investigating the issues raised in the disclosure.

Please note that SSRI may not be able to undertake an investigation if it is not able to contact you (e.g. if a disclosure is made anonymously and the discloser has refused to provide, or has not provided, a means of contacting them) and you have not provided sufficient information in order to enable SSRI to conduct the investigation.

SSRI will document and report the findings from an investigation to those responsible for oversight of this policy (while preserving confidentiality in accordance with the measures outlined in section 4B(1) of this policy) by preparing a written report about the disclosure, investigation process and conclusions of the investigation. At the conclusion of the investigation, you will receive a written report setting out the conclusions of the investigation.

Please note, that the method for documenting and reporting the findings will depend on the nature of the disclosure and there may be circumstances where it may not be appropriate to provide details of the outcome to the discloser.

## **9 Ensuring fair treatment**

SSRI has adopted the following measures and/or mechanisms for ensuring fair treatment of individuals mentioned in a disclosure (where applicable):

- a) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- b) each disclosure will be assessed and may be the subject of an investigation;
- c) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- d) when an investigation needs to be undertaken, the process will be objective, fair and independent;
- e) an employee who is the subject of 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—for example, if the disclosure will be the subject of an investigation. This will be done at an appropriate time so that the effectiveness of the investigation is not compromised; and
- f) an employee who is the subject of a disclosure may contact the entity's support services (e.g. counselling).

## **10 Reporting own wrongdoing or improper conduct**

A whistleblower reporting a wrongdoing or improper conduct that he/she has committed will not be relieved from potential prosecution, but such reporting will be taken into consideration in the determination of the disciplinary action against the whistleblower.

### **Availability of this policy and further questions**

If you have any questions about this policy or would like to receive a copy thereof, please contact one of the SSRI's Eligible Recipients referred to in section 4.2 of this policy or email to [enquiries@ssri.org.au](mailto:enquiries@ssri.org.au). A copy of this policy is also available at [www.ssri.org.au](http://www.ssri.org.au).

