



Baiada

Whistleblower Policy

1. Purpose

Baiada is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. Baiada encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Baiada's businesses, and will ensure that those persons who make a report can do so without fear of intimidation, disadvantage or reprisal.

2. Scope

This Policy covers all of the Baiada business groups, nationally. It also applies to all stakeholders who have dealings with Baiada, including all of Baiada's directors, officers, employees, contractors, suppliers, tenderers or any other person whom has business dealings with Baiada. Any individual may make a report under this Policy if that person believes that any such persons have engaged in Reportable Conduct.

This Policy will be made available to all employees and officers upon commencement with Baiada during the induction process, and will be available on an ongoing basis on the Baiada intranet.

3. Objectives

To enable any person to make a report in a manner that will protect their identity (if requested) to ensure Baiada can investigate and act as appropriate on matters which are determined to be unaligned with expected behaviours and conduct.

4. Responsibilities

It is expected that employees of Baiada who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this Policy or under other applicable policies or procedures.

This Policy and any supporting procedures cannot be amended without approval from the Managing Director or General Manager – Legal & Corporate Affairs. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Baiada. The Designated Officers are charged with ensuring investigation of all reports whilst adhering to the procedure as described in this Policy.

5. References / Records

The Baiada Disciplinary Guidelines

The Baiada Workplace Bullying Policy (or a replacement policy when published such as The Inappropriate Workplace Behaviour Policy)

Grievance procedures in Awards and relevant workplace agreements

6. Definitions

Eligible Recipient: Means a Designated Officer and any of the other persons listed in section 9.2.

Eligible Whistleblower: An individual who is or has been an officer or employee of Baiada, a contractor to, or the employee of a contractor to, Baiada, or a relative or dependent (including a dependent of an individual's spouse) of any of the above persons.



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- Whistleblower:** An Eligible Whistleblower who possesses information about Reportable Conduct and divulges that to an Eligible Recipient.
- Whistleblower Laws:** The whistleblower protection provisions as set out in the Corporations Act 2001 (Cth) and the Taxation Administration Act 1953 (Cth).
- Reportable Conduct:** Is misconduct, an improper state of affairs or circumstances in relation to Baiada or its affairs or conduct which:
- is dishonest, fraudulent or corrupt activity, including bribery or falsifying documents;
 - is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
 - constitutes an offence against, or a contravention of, a provision of specified legislation including the Corporations Act 2001 (Cth), or which constitutes an offence against any other law that is punishable by imprisonment for a period of 12 months or more;
 - is unethical or in wilful breach of Baiada's policies or procedures;
 - represents a danger to the public or the financial system;
 - is potentially damaging to Baiada, a Baiada employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Baiada property or resources;
 - amounts to an abuse of authority;
 - may cause financial loss to Baiada or damage its reputation or be otherwise detrimental to Baiada's interests;
 - involves a matter that may constitute a contravention of heavy vehicle/chain of responsibility laws, competition laws and/or laws for the prevention of cruelty to animals;
 - involves harassment, discrimination, victimisation or bullying which has broader significant implications for Baiada and which is not personal work-related grievance; or
 - involves any other kind of serious impropriety or concealing of wrongdoing.
- Designated Officers:** Nominated senior managers whose role is to receive, review, investigate and respond to alleged disclosures of such information provided by a whistleblower.

7. What is a protected disclosure?

Under the Whistleblower Laws and this Policy, an Eligible Whistleblower will be entitled to certain protections if they make a protected disclosure to an Eligible Recipient, ASIC, APRA, or the ATO.

A report will be a 'protected disclosure' if it is a report of information by an Eligible Whistleblower, where the Eligible Whistleblower has reasonable grounds to suspect that the information amounts to Reportable Conduct.



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A disclosure will **not** be a protected disclosure (and an Eligible Whistleblower will not be protected under the Whistleblower Laws) if the information disclosed concerns a 'Personal Work-Related Grievance' of the Eligible Whistleblower.

A 'Personal Work-Related Grievance' is a grievance about any matter in relation to the Eligible Whistleblower's employment, or former employment, having (or tending to have) implications for the Eligible Whistleblower personally. In most circumstances, a grievance that concerns conduct or alleged conduct that may come within the definition of Reportable Conduct (for example harassment, discrimination, victimisation or bullying) will be a Personal Work-Related Grievance unless it has significant, broader, implications for Baiada.

Examples of Personal Work-Related Grievances include:

- Interpersonal conflict between the whistleblower and another employee;
- Decisions relating to the engagement, transfer or promotion of the whistleblower;
- Decisions relating to the terms and conditions of engagement of the whistleblower; and
- Decisions to suspend or terminate the engagement of the whistleblower, or otherwise to discipline the whistleblower.

Even though they are not a protected disclosure, Personal Work-Related Grievances may be covered and subject to investigation under the terms of the Baiada Disciplinary Guidelines, the Baiada Bullying Policy and/or grievance procedures in Awards or relevant workplace agreements.

8. Public Interest and Emergency Disclosures

A disclosure will also be a protected disclosure if a Whistleblower makes a 'Public Interest Disclosure' or an 'Emergency Disclosure'.

A 'Public Interest Disclosure' under the Whistleblower Laws means where the discloser has already made a protected disclosure to a regulatory body and at least 90 days have passed, the discloser does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related, and the public interest disclosure is made to a member of Federal or a State Parliament or a journalist.

An 'Emergency Disclosure' under the Whistleblower Laws means where the discloser has already made a protected disclosure to a regulatory body, the discloser 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, and the emergency disclosure is made to a member of Federal or a State Parliament or a journalist.

Please review the Whistleblower Laws for the specific requirements which must be met in each case.

9. Policy Requirements:

9.1 Investigation of Reportable Conduct

Baiada will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Designated Officer will determine, in his or her sole discretion, the best way to proceed in relation to each report, and the process may vary depending on the nature and seriousness of the disclosure made. A Designated Officer may appoint a person (including



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external advisors) to conduct or assist in the investigation of a matter raised in a report. Where appropriate, Baiada will acknowledge receipt of the report and provide feedback to the Whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. Baiada and the person who has received the report may need to disclose information to undertake an investigation into the disclosure. However, information which may lead to the identity of the discloser will only be disclosed for the purposes of investigating the report; where the disclosure of that information is reasonably necessary for the purposes of investigating the report; and reasonable steps are taken to reduce the risk that the discloser will be identified as a result of disclosing that information.

9.2 How to Make a Report

Baiada has several channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct as set out below.

Whistleblowers are encouraged to first report matters to Stopleveline and to allow Baiada a reasonable amount of time to investigate and address the issues raised, before making any disclosure to any external body. However, this in no way restricts a Whistleblower's ability to make a report to any of the other persons listed below, to later make a report to a regulatory body, to subsequently make a Public Interest Disclosure or an Emergency Disclosure, or the protections that a Whistleblower will receive upon making such a disclosure.

- (a) A report may be made via the Stopleveline service which is a free external hotline and reporting service independently monitored by Stopleveline Pty Ltd.

Stopleveline reporting options are:

By phone: **1300 30 45 50 within Australia**
+61 3 9811 3275 overseas (reverse charges)

By email: baiada@stopline.com.au

Web based access: <http://baiada.stoplevelinereport.com>

By post: Baiada c/o The Stopleveline, PO Box 403, Diamond Creek, VIC 3089

App: Search for Stopleveline365 in the iTunes App Store or Google Play to download the free app and submit a disclosure.

By fax: +61 3 9882 4480 Attention: Baiada Case Manager, c/o Stopleveline

After receiving a disclosure, the Stopleveline operator will provide the details of the disclosure to an appropriate Designated Officer. Where a discloser provides their



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contact details to Stopline, those contact details will not be provided to the Designated Officer without the discloser's consent.

- (b) Baiada employees or contractors working within a Baiada team may raise the matter with their IR/ HR officer or a senior manager within the division/business unit. A senior manager in receipt of a report must take the matter to a Designated Officer, in accordance with the confidentiality protocols set out below. An employee or contractor working within a Baiada team may also report (on a confidential basis) directly to a Designated Officer as outlined below.
- (c) Any person may make a report to any of the following Designated Officers:
 - General Manager - Legal and Corporate Affairs Phone: 02 9842 1214
Scott Murray Email: scott_murray@baiada.com.au
 - Senior Counsel Phone: 02 9842 1204
Penny Dixon Email: penny_dixon@baiada.com.au
- (d) Reports may also be made by post to PO Box 21, Pendle Hill, NSW 2145 (marked to the attention of one of the Designated Officers referred to above).
- (e) Reports can also be made to the auditor or a member of an audit team conducting an audit of Baiada, an actuary, a registered tax agent or BAS agent of Baiada, the Company Secretary, or any member of the Board of Directors.

A report may be submitted anonymously if the Whistleblower does not wish to disclose their identity, and there is no requirement for a Whistleblower to identify himself or herself to receive the protections outlined in this Policy or under the Whistleblower Laws.

Disclosures may also be made to ASIC, APRA, or the ATO.

9.3 Protection of Whistleblowers

Baiada is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly and do not suffer any disadvantage.

- (a) Protection of the Whistleblower's identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, Baiada will not, nor will any supervisor, manager or Designated Officer, disclose any particulars that would suggest or reveal their identity as a Whistleblower, without first obtaining their consent.

Any disclosure that has consent will be disclosed on a strictly confidential basis. However, the Designated Officer is able to disclose the complaint without consent to ASIC, Fair Work Ombudsmen, the Australian Federal Police or equivalent regulators. The Designated Officer may also report to the Baiada Board or the Risk Subcommittee of the Baiada Board on a "no names" basis.



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(b) Protection of files and records

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without the consent of a Whistleblower. To do so will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under Baiada's disciplinary procedures.

(c) Fairness

A Baiada employee or contractor within a Baiada team who is subjected to victimisation or other detrimental treatment as a result of making a protected disclosure under this Policy should inform a senior manager within their division/business unit immediately. If the matter is not remedied, it should be raised in accordance with section 9.2 of this Policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

10. Monitoring

Monitoring of the Stopline will be the role of a professional, independent business engaged to act on behalf of Baiada to ensure a systematic and secure means of accommodating anyone who wishes to make a report. Reports summarising the activity on the Stopline will be provided to Baiada's Designated Officers on a monthly basis and these will be retained on file.

11. Corrective Actions

In the event that issues are identified with the process in this Policy, appropriate corrective and preventative actions will be applied to address and ensure any recurrence is limited.

12. False reports

Where a person knowingly makes a disclosure that is a false report, and therefore not a protected disclosure, then he or she may also be subjected to disciplinary procedures. Accordingly, as far as possible, a whistleblower should ensure that any reports are genuine, factually accurate, complete, and are presented in as unbiased a way as possible (including that any potential perceived bias is disclosed).

13. Verification

Testing of the Stopline number will occur on a regular basis by a designated Baiada representative to ensure that the means of raising a report remain active.