

1 PURPOSE / BACKGROUND

SYC is committed to maintaining a high standard of ethical behaviour and good corporate governance. As such, any corrupt, illegal or any other unethical behaviour/conduct within its organisation will not be tolerated.

Furthermore, SYC is committed to the protection of SYC Directors, Employees, Volunteers and any other parties who make a protected disclosure with objectively reasonable grounds to suspect any wrongdoing by SYC and/or SYC person.

The SYC Executive is responsible for the development, dissemination and demonstration of its commitment to address illegal activities, malpractice and misconduct through responsible reporting.

The purpose of the Whistleblower Policy is to:

- Encourage every SYC Director, Employee and Volunteer to be able to speak up/make a report anonymously when they genuinely feel SYC or a SYC person is not adhering to company values or policy, or has breached the law, or has committed a serious wrongdoing
- Assist SYC to identify wrongdoing that may not otherwise be uncovered unless there is a safe and secure means for disclosure
- Provide eligible whistleblowers with information on what disclosures qualify for protection and how they will be handled
- Provide information about how SYC will provide support for eligible whistleblowers and protect them from detriment
- Provide information about how SYC will ensure fair treatment of employees who are mentioned in disclosures that qualify for protection or who are subject of a disclosure
- Provide information about how this policy will be communicated to the officers and employees of SYC.

This policy is developed and implemented in accordance with the requirements of Part 9.4AAA of the Corporations Act 2001 (Cth) and will be made available to all applicable persons via the SYC intranet (Compass) and the SYC web page.

2 POLICY STATEMENT AND DETAILS

2.1 Eligible Whistleblowers

2.1.1 An eligible whistleblower qualifies for protection under this policy and under the Corporations Act 2001.

2.1.2 An eligible whistleblower is an individual who is, or has been, a board member, officer, employee, contractor, supplier of goods/services, associate or volunteer of SYC or a family member and relative of those persons who:

- has reasonable grounds to suspect an illegal activity, an improper state of affairs, misconduct or breach of SYC values or policies; and
- makes a disclosure under this policy.

2.1.3 An eligible whistleblower can still qualify for protection even if their disclosure turns out to be incorrect unless they have made a false or vexatious disclosure.

2.2 Disclosures that qualify for protection

What is covered?

2.2.1 SYC promotes a culture for the reporting of any serious wrongdoing which includes but is not necessarily limited to any of the following:

- Dishonest, corrupt or illegal activities
- Theft or fraud or misappropriation of monies
- Offering or accepting a bribe
- Use of SYC funds or resources in a manner that falls within the scope of serious misconduct
- Deliberate damage or sabotage of SYC property
- Unethical conduct
- Bullying, discrimination, harassment or abuse
- Practices endangering the health and safety of employees, volunteers or the general public
- Victimising an employee for making a disclosure
- Recrimination against an employee because they participated in an investigation or review
- Any instruction to cover up or attempt to cover up serious wrongdoing by SYC or its employee(s); which would, if proven, constitute:
 - A criminal offence; or
 - Reasonable grounds for termination of employment or other disciplinary action for the employee who was, or is, engaged in that reportable conduct
- Any conduct that is detrimental to SYC and could cause financial or non-financial loss

2.2.2 It is not necessary for the disclosed conduct to involve a contravention or breach of a particular law.

What is not covered?

2.2.3 Personal work-related grievances of a whistleblower that do not concern disclosures of the nature described above will not qualify for protection under the Corporations Act. Personal work-related grievances tend to have implications only for the discloser personally and do not have other significant implications for SYC. Examples include, but are not limited to:

- An interpersonal conflict between the discloser and another employee.
- A decision that does not involve workplace laws.
- A decision about the engagement, transfer and promotion of the discloser; or
- A decision to suspend or terminate the engagement of the discloser or otherwise to discipline the discloser.

2.2.4 A personal work-related grievance may still qualify for protection if:

- it includes information about misconduct or information about misconduct includes or is accompanied by a personal work-related grievance (a mixed report);
- the discloser suffers from or is threatened with detriment for making a disclosure; or

- the discloser seeks legal advice or legal representation about the operation of the Whistleblower Protection under the Corporations Act.

2.2.5 Please refer to the Employee Grievance Procedure for more information on dealing with personal work-related grievances that do not fall within this policy. Personal work-related grievances may be protected under other legislation, such as the Fair Work Act 2009.

2.3 Protections and Support Available to Eligible Whistleblowers

2.3.1 An eligible whistleblower is entitled to the following protections:

- Protection of identity
- Protection against legal action
- Protection from detriment

Protection of identity

2.3.2 The Whistleblower Protection Officer (**WPO**) is responsible for safeguarding the interests of the whistleblower.

2.3.3 Eligible whistleblowers can choose to remain anonymous and do not need to identify themselves at any stage in the process, unless they have consented to their identity being disclosed.

2.3.4 There is no requirement for the eligible whistleblower to identify themselves in order for a disclosure to qualify for protection.

2.3.5 The whistleblower can refuse to answer any question they feel might identify themselves.

2.3.6 Should the whistleblower identify themselves at any time, the WPO will document who will have access to the identity.

2.3.7 Any information that could potentially identify the whistleblower will be held in the strictest confidence and will not be shared, unless SYC is compelled to do so by law. It is illegal for a person to identify a whistleblower or disclose information that is likely to lead to the identification of the disclosure, subject to the exceptions in s 1317AAE of the Corporations Act 2001 (Cth).

2.3.8 In order to protect the anonymity of the whistleblower, SYC have engaged an external independent third party called Emverio Workplace Complaints to receive disclosures under this policy. You can contact Emverio :

- By phone: 1300 454 574 between 7.00 am and 8.00 pm (Australian Eastern Standard Time) Monday to Friday (excluding public holidays - reduced hours during holiday periods.
- by email: info@complaints.emverio.com
- in writing: PO Box 1110 Spring Hill QLD 4000
- via the Web: www.workplacecomplaint.com
- Or by filling out this form Emverio Online Workplace Complaint Form.

2.3.9 In addition, SYC will use the following measures on receipt of information from Emverio:

- Communication with whistleblowers will be via their nominated anonymised email address and/or phone number.

- A discloser may adopt a pseudonym for the purpose of their disclosure. This may be appropriate in circumstances where their identity is known to the WPO but the discloser prefers not to disclose their identity to others.
- All personal information or references to the discloser will be redacted from investigative documents.
- Disclosures will be handled and investigated by a restricted number of qualified staff.

2.3.10 If the whistleblower is concerned about a breach of confidentiality, they may lodge a complaint with the WPO or with an appropriate regulator.

Protection against legal action and detriment

2.3.11 If the eligible whistleblower makes a disclosure that qualifies for protection, the whistleblower is protected from any civil liability, administrative liability, criminal liability, detriment and disciplinary action for making the disclosure. However, the protections do not grant immunity for any misconduct that the whistleblower has engaged in that is revealed in their disclosure.

2.3.12 Examples of detriment from which an eligible whistleblower is protected are in the Definitions below.

2.3.13 Detrimental conduct does not include administrative action reasonable for the purpose of protecting the Whistleblower from detriment or managing a discloser's unsatisfactory work performance in line with SYC's Corrective Action and Disciplinary Procedure.

2.3.14 SYC will ensure that any employee who causes detriment to an eligible whistleblower, or an employee who has participated as a witness in an investigation, will be subject to disciplinary action which may include dismissal.

2.3.15 A whistleblower (or any other employee or person) may be entitled to seek compensation or other remedies through the courts if they suffer loss, damage or injury because of a disclosure. SYC encourages whistleblowers to seek independent legal advice if they believe they have suffered detriment.

2.3.16 Employees who make a false or vexatious disclosure may be subject to disciplinary action, including dismissal.

2.4 Options Available for Making a Disclosure/Report

2.4.1 Disclosures may be made to:

- SYC (via its WPOs)
- Emverio Workplace Complaints
- Legal practitioners
- Regulatory bodies
- Journalists or parliamentarians under certain circumstances

2.4.2 SYC encourages disclosures to be made to the WPO or Emverio Workplace Complaints in the first instance. SYC would like to identify and address wrongdoing as early as possible, and SYC's preference for an internal approach or via our third party service to help build confidence and trust in this policy, and its Whistleblower processes and procedures.

2.4.3 Disclosures/reports may be made in person, by phone, email or post (marked to the attention of the Whistleblower Protection Officer, PO Box 4199, Norwood South, SA 5067) to any of the appointed WPOs named below. Disclosures/reports can be made outside of business hours.

- 2.4.4 Disclosures of information relating to disclosable matters can be made to Australian Security and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA) or another Commonwealth body prescribed by regulation and qualify for protection under the Corporations Act: see s1317AA(1).
- 2.4.5 Public interest disclosures or emergency disclosures can also be made to a journalist or parliamentarian under certain circumstances and qualify for protection. See Corporations Act s1317AAD for eligibility conditions and criteria. It is important for a discloser seeking to make a public interest disclosure or an emergency disclosure to understand the criteria in s 1317AAD, as there are preconditions including that a disclosure must have previously been made and a certain number of days must have passed. A disclosure should seek independent legal advice before making a public interest disclosure or emergency disclosure.
- 2.4.6 For more information about making a disclosure, a discloser can contact a WPO named below or seek independent legal advice.

2.5 How a Disclosure/Report will be Investigated

- 2.5.1 Each disclosure will be assessed to determine if it qualifies for protection and if a formal in-depth investigation is required.
- 2.5.2 All disclosures will be investigated to the extent necessary to determine whether or not the malpractice or misconduct is proven.
- 2.5.3 Certain senior managers may need to be alerted as part of the investigation process.
- 2.5.4 On some occasions it may be necessary to appoint a professional, independent, external investigator. This may be SYC's external auditors and/or lawyers. The WPO is responsible for determining who will conduct the investigation, which may be themselves or another party.
- 2.5.5 Once there is a decision to commence an investigation, the investigator will draw up a plan of investigation which will include:
- The nature and scope of the matters involved
 - Any management of relevant risks (including disclosure of identity and detriment)
 - The expected timeframe
 - A reference to impartiality and fairness in seeking objective information in a careful and unbiased manner
- 2.5.6 The investigation plan, process and timeframes may vary.
- 2.5.7 Where possible, as part of the investigative process, the whistleblower will be kept informed regularly on the progress and/or outcome of the investigation. If the whistleblower is not able to be contacted, SYC may not be able to undertake an investigation.
- 2.5.8 Regardless of whether the investigation is conducted internally or externally, it should incorporate the following requirements:
- Be conducted in a fair and unbiased manner
 - Be expedited and completed as soon as reasonably practicable
 - All relevant information and documentation that is obtained is factual and kept safe
 - Be conducted in private with the interviewee allowed support or representation if requested

2.5.9 Once the investigation has been completed, the WPO or delegated investigator will provide a written report (preserving confidentiality as necessary) outlining:

- A summary of the disclosure
- The relevant facts gathered
- Whether the wrongdoing has been proven or not
- Based on the findings, any recommendations as to the appropriate action to be taken, and
- Who is appropriate to be provided the report's findings.

2.5.10 The method of documenting and reporting the findings will depend on the nature of the disclosure and in some circumstances, it may not be appropriate to provide details of the outcome to the whistleblower.

2.6 Fair treatment of persons mentioned in a disclosure

2.6.1 Any person who has been named in a protected disclosure shall be afforded the principles of natural justice and procedural fairness. They will be given the opportunity to participate in the investigation and to respond to any allegations made that relate to them. They will have the option of having a support person present at any meetings associated with the investigation.

2.7 Appointment of Whistleblower Protection Officers (WPO)

2.7.1 Each WPO is appointed by the Governance Committee of SYC.

2.7.2 SYC's WPOs are as per below:

Name	Position	Mobile	Email
Mark Hoffman-Davis	Chief Executive Officer	0408 004 144	mhoffman-davis@syc.net.au
Simon Matthews	Chief Financial Officer	0481 517 072	smatthews@syc.net.au
Daniel Culleton	Chief Risk and Information Officer	0403 979 328	dculleton@syc.net.au
Melissa Tong-Fulgueras	Chief People Officer	0427 534 336	mtong-fulgueras@syc.net.au
Yasmine Sayegh	Acting General Manager, Human Resources	0439 625 083	ysayegh@syc.net.au
Kasmira Bone	Acting Human Resources Manager	0439 032 331	kbone@syc.net.au
Sam Dawe	Acting Head of Risk and Compliance	0419 940 379	sdawe@syc.net.au

2.8 Roles and Responsibilities of the Whistleblower Protection Officer(s)

2.8.1 The WPOs are responsible for implementing the Whistleblower Policy. This includes:

- Safeguarding the interests of whistleblowers, by:
 - Making an immediate assessment of the welfare and protection needs of the whistleblower
 - Making sure the whistleblower is aware of the support and protection that is available
 - Keeping the identity of the whistleblower confidential if they have asked to remain anonymous

- Remaining alert to any concerns or reports of intimidation or victimisation of the whistleblower and providing an appropriate response
- Keeping the whistleblower appropriately informed on the progress and outcome of the investigation
- Informing the whistleblower of how SYC will ensure intimidation and victimisation is dealt with
- Making sure that all employees are aware of the Whistleblower Policy and associated reporting options through the dissemination of this Policy across the whole organisation
- Coordinating and supporting the impartial investigation of disclosures and for escalating any concerns
- Reporting to the SYC Board:
 - Immediately when any disclosure of a serious nature or undue risk is reported
 - Quarterly for all disclosures reported in the period

2.8.2 All reports should encompass the following:

- A brief overview/outline of the wrongdoing in each disclosure
 - Action(s) proposed and taken in response to each disclosure
 - Expected timeframe for resolution of each disclosure (if not already completed)
 - Findings and outcome of each disclosure including any escalation to relevant authorities
- Note: at any time the Board can request details/progress of any disclosure, investigation or the effectiveness of the Whistleblower Policy and program
- Assisting the Finance, Audit and Risk Committee in reviewing the effectiveness of the Whistleblower program every two years taking into account employee consultation and feedback.

3 DEFINITIONS

For purposes of this document, unless otherwise stated, the following definitions shall apply:

Detriment (as defined under Section 1317ADA of the Corporations Act 2001) includes (without limitation) any of the following:

- Dismissal of an employee
- Injury of an employee in their employment
- Alteration of an employee's position or duties to their disadvantage
- Discrimination between an employee and other employees of SYC
- Harassment or intimidation of a person
- Harm or injury to a person, including psychological harm
- Damage to a person's property
- Damage to a person's reputation
- Damage to a person's business or financial position
- Any other damage to a person

Natural justice and Procedural fairness means acting without bias and fairly in administrative decision making and observing the right to a fair hearing. It relates to the fairness of the procedure by which a decision is made, and not the fairness in a substantive sense of that decision.

Personal work-related grievance - when the disclosure:

- Is in relation to the whistle-blower's employment or former employment
- Has (or tends to have) implications for the whistleblower personally; and
- Does not significant implications for SYC, or another regulated entity

Such personal work-related grievances do not qualify for protection.

SYC persons and associates - means any current or former board members, officers, employees, contractors or volunteers of SYC and the family members and relatives of those persons

Whistleblowing – *“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”*

Whistleblower or Discloser – a SYC person or associate who reports known or reasonably suspects serious misconduct and/or malpractice and/or illegal conduct within SYC.

4 ASSOCIATED DOCUMENTS / REFERENCES

In support of this policy, the following documents and references apply:

Code of Conduct Policy
 Disciplinary and Corrective Action Procedure
 Employee Grievance Procedure

Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth)
Corporations Act 2001 (Cth) and in particular Part 9.4AAA

5 APPLICABILITY, ACCOUNTABILITY, RISK ASSESSMENT AND PROPERTIES

This policy applies to:

- All current and former Board members, employees, clients, visitors, contractors, volunteers, etc.
- To what part of the organisation does this policy/procedure apply? Whole
- Are Managers responsible for ensuring this policy/procedure is implemented in their area? Yes
- Are there any exclusions? No
- Is compliance mandatory? Yes

Organisational compliance with this policy will be determined through management review.

Opportunities for Improvement in relation to this policy or its implementation may be registered in Skytrust.

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