GUIDELINES

Cerebral Palsy ALLIANCE

Subject: Whistleblower (Protected Disclosure)

These guidelines relate to the Whistleblower (Protected Disclosure) Policy.

Background

Cerebral Palsy Alliance (CPA) is committed to the highest standards of conduct and ethical behaviour in all its business activities and to alignment with the Australian Whistleblower Laws. We encourage employees (and non-employees) who are aware of possible wrongdoing to have the confidence to speak up, and we provide a safe and confidential environment where concerns can be raised without fear of reprisal or detrimental treatment.

For definitions of terms identified by initial capitals, refer to the definitions section of the Whistleblower (Protected Disclosure) Policy.

1. Who is eligible for protection under our Whistleblower Policy?

To be treated as a Whistleblower you must

a) be an individual set out in Section 1.1 below
b) disclose information regarding Potential Misconduct, as set out in Section 1.2 below, and
c) disclose that information to one of the persons set out in Section 2 below.

CPA's Whistleblower (Protected Disclosure) Policy and Guidelines also protect those who are entitled to Whistleblower protection under the Australian Whistleblower Laws (see Section 7 below for further details).

1.1 Who can make a disclosure?

A disclosure can be made by any individual who is either a current or former:

a) Officer or employee of CPA
b) contractor, or supplier of services or goods to CPA (whether paid or unpaid), including their employees
c) Associate of CPA, or
d) Relative, dependant or spouse of any of the above.

1.2 What matters can be disclosed?

Matters that qualify for protection are those that the discloser has reasonable grounds to suspect concern Misconduct or an improper state of affairs or circumstances within CPA, including conduct by an Officer or employee of CPA (**Potential Misconduct**).

Some examples of **Potential Misconduct** include:

- illegal conduct at CPA, or by an Officer or employee of CPA, such as fraud, corruption, bribery, theft, violence, harassment or intimidation or criminal damage to property
- conduct that is contrary to, or a breach of, CPA's policies (including the Code of Conduct)

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- conduct at CPA that represents a significant risk to public safety (including public health or the environment)
- conduct at CPA which amounts to an abuse of authority
- conduct which may cause financial loss to CPA or damage to its reputation or be otherwise detrimental to CPA's interests
- failure to comply with, or breach of, legal or regulatory requirements, and
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure.

Potential Misconduct does not include matters about solely Personal Work-Related Grievances. See Section 1.3 below for further details about Personal Work-Related Grievances.

Disclosures must be based on reasonable grounds that the information disclosed is true. There will not be negative consequences if the information turns out to be incorrect. However, a discloser must not make a report that the discloser knows is not true or is misleading. Making a false report is considered a serious matter and may result in disciplinary action.

1.3 What is a Personal Work-Related Grievance?

Personal Work-Related Grievances are not within the scope of the Whistleblower (Protected Disclosure) Policy. Personal Work-Related Grievances are issues in relation to a discloser's employment with CPA that have implications for a discloser personally (that is, matters solely related to the discloser's personal employment).

Examples of personal work-related grievances include:

- a conflict between a discloser and another employee
- a decision relating to a discloser's promotion or transfer, or
- a decision relating to the termination of a discloser's employment.

In some limited instances, a personal work-related grievance may be covered by the Whistleblower (Protected Disclosure) Policy, such as where the grievance arises from knowledge of unethical, illegal or fraudulent conduct. A disclosure about, or including, a Personal Work-Related Grievance will qualify for protection under this Policy if:

- the Personal Work-Related Grievance includes information about Misconduct, or information about Misconduct includes or is accompanied by a Personal Work-Related Grievance (mixed report)
- CPA has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests Misconduct beyond the discloser's personal circumstances
- 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 Australian Whistleblower Laws.

Personal Work-Related Grievances will be dealt with in accordance with the Good Working Relations Policy.

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2. Who can a disclosure be made to?

2.1 Stopline

Whistleblowers are encouraged to contact Stopline to make a disclosure under this Policy. Stopline is an independent and confidential service which is available 24 hours a day, seven days a week. Stopline will follow the protocols regarding confidentiality set out in section 3 below. Stopline's contact details are:

Phone	1300 30 45 50 (freecall within Australia)
Email	cerebralpalsyalliance@stopline.com.au
Web	https://cerebralpalsyalliance.stoplinereport.com
Mail	Cerebral Palsy Alliance, c/o Stopline, PO Box 403, Diamond Creek, VIC 3089, Australia
App	Stopline365 (available to download free from the Apple iTunes store and Google Play).

2.2 Protected Disclosure Coordinators

Disclosures can also be made in writing or by phone to a Protected Disclosure Coordinator. CPA's Protected Disclosure Coordinators are:

- Chief Executive Officer
- General Counsel & Company Secretary
- General Manager, Strategy, Quality & Risk.

Refer to Schedule 1 below for the contact details of the Protected Disclosure Coordinators.

2.3 Others

A disclosure can also be made to any of the following:

a) an Officer of CPA (e.g. Board Member, Company Secretary);
b) a member of the Executive Team at CPA; or
c) an auditor or member of an audit team conducting an audit on CPA under the Corporations Act.

2.4 Anonymous disclosures

A disclosure may be submitted anonymously and if it is, a discloser will still be protected under this Policy and under the Australian Whistleblower Laws.

Disclosers are encouraged to provide their identity because it is likely to make it easier for CPA to address a disclosure. For example, we may seek more information to assist an investigation. If a discloser does not provide their identity, the investigation will be conducted as best as possible in the circumstances.

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3. Confidentiality

Subject to section 3.1 below, the identity of a Whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential, unless the Whistleblower has consented to the disclosure.

3.1 Permitted exceptions to confidentiality

The identity of a Whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed without the Whistleblower's consent if the disclosure is made to:

- an in-house or external lawyer for the purpose of obtaining legal advice or legal representation in relation to the operation of the Australian Whistleblower Laws
- the Australian Federal Police
- the Australian Securities and Investments Commission
- the Australian Prudential Regulatory Authority, or
- the Australian Commissioner of Taxation if the disclosure concerns CPA's tax affairs or the tax affairs of an associate of CPA.

It is illegal for a person to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, outside these exceptions.

However, a person may disclose the information contained in a disclosure without the discloser's consent if:

- the information does not include the discloser's identity
- CPA has taken all reasonable steps to reduce the risk that the discloser will be identified from the information, and
- it is reasonably necessary for investigating the issues raised in the disclosure.

4. Protection of Whistleblowers

CPA is committed to protecting and respecting the rights of persons who make a disclosure under this Policy and ensuring anyone who makes a disclosure based on reasonable grounds is treated fairly and does not suffer any disadvantage.

No person at CPA may cause or threaten any Detriment to any person for a reason which includes that they or any other person is or proposes to be a Whistleblower or is suspected or believed to be, or could be, a Whistleblower.

Detriment includes (but is not limited to):

- dismissal of an employee
- injury of an employee in their employment
- alteration of an employee's position or duties to their disadvantage
- discrimination, harassment or intimidation
- harm or injury, including psychological harm
- damage to property, reputation, business or financial position or any other damage to a person

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- taking action against a Whistleblower to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action simply because they have made a disclosure.

However, this Policy does not grant immunity for any misconduct a discloser has engaged in that is revealed in the disclosure. A Whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

Examples of actions that are not detrimental conduct are:

- 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 area of the organisation to protect them from Detriment), and
- managing a discloser's unsatisfactory work performance, if the action is in line with CPA's performance management framework (see Managing Performance Policy).

A discloser (or any other employee or person) can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and CPA failed to prevent a person from causing the Detriment. CPA encourages Disclosers to seek independent legal advice.

CPA can connect a person implicated in a report under this Policy to its Employee Assistance Program (EAP), which is a voluntary, confidential and independent counselling service available to employees and their families (including dependents and direct relations).

5. Investigations of information disclosed

Matters raised under this Policy will be received and treated seriously and with the utmost sensitivity. All matters will be dealt with fairly and objectively.

When a disclosure is made which may fall under this Policy, the following steps must be followed except where, in the opinion of the Protected Disclosure Coordinator, it would be inappropriate or unreasonable in the circumstances to do so:

a) Any person listed in Section 2 above who receives the information must provide the information to a Protected Disclosure Coordinator as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential Whistleblower) prior to doing so (unless the potential Whistleblower has provided their consent to that disclosure)
b) As soon as practicable, the Protected Disclosure Coordinator responsible for the matter must determine whether the disclosure falls within the scope of the Whistleblower (Protected Disclosure) Policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate
c) The investigator must conduct any investigation in an objective and fair manner, ensuring that any employee who has been adversely mentioned in information provided by a Whistleblower is given an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made

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d) The outcome of the investigation must be reported to the Board or its delegated subcommittee, and may be reported to the Whistleblower and any persons affected as the Protected Disclosure Coordinator considers appropriate, and
e) Subject to the exceptions allowed under Section 3.1 above or otherwise by law, the identity of a Whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified.

A Whistleblower may raise with the Protected Disclosure Coordinator any concerns or complaints regarding the Whistleblower (Protected Disclosure) Policy or their treatment. A Whistleblower may also lodge a complaint with a regulator, such as ASIC, for investigation.

6. Reporting to the Board or its delegated committee

Subject to the confidentiality obligations in Section 3 above, the Protected Disclosure Coordinators must provide to the Board or its delegated subcommittee regular reports on all material Whistleblower matters, including information on:

- the status of any investigations underway, and
- the outcomes of any investigations completed and actions taken as a result of those investigations.

Subject to the confidentiality obligations in Section 3 above, the Protected Disclosure Coordinators must maintain an internal register of reported Whistleblower matters, including information on the nature of the report, any investigation undertaken and the outcome of any investigation.

7. Protections available under Australian Whistleblower Laws

By making a disclosure in accordance with this Policy, a discloser may be afforded protection under Australian Whistleblower Laws.

Protections available to disclosers who qualify for protection as a Whistleblower include the protections under the Corporations Act, being:

- identity protection (confidentiality)
- protection from detrimental acts or omissions
- compensation and remedies, and
- civil, criminal and administrative liability protection.

While this Policy principally deals with internal disclosures of information, Australian Whistleblower Laws also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission, the Australian Commissioner of Taxation, members of parliament or journalists).

Any person who is a Whistleblower under Australian Whistleblower Laws must be treated in accordance with, and is entitled to, protections afforded by this Policy.

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For more information about these laws, see the information available on the ASIC website and the ATO website.

8. Policy review

The Whistleblower (Protected Disclosure) Policy and Guidelines must be reviewed by the Policy Owner at least every 2 years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated subcommittee.

The Policy Owner is authorised to make administrative and non-material amendments to this Policy, provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

9. Consequences of non-compliance

Any breach of this Policy by an Officer, employee or contractor will be taken seriously by CPA, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this Policy may also amount to a civil or criminal contravention under the Australian Whistleblower Laws, giving rise to significant penalties.

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Schedule 1: Contact Details of Protected Disclosure Coordinators

Rob White
Chief Executive Officer
Telephone: 02 9975 8700
Email: rw.disclosure@cerebralpalsy.org.au
Street Address: 187 Allambie Rd, Allambie Heights NSW 2100
Postal Address: PO Box 171, Forestville NSW 2087

Emma Rudd
General Counsel & Company Secretary
Telephone: 02 9975 8826
Email: er.disclosure@cerebralpalsy.org.au
Street Address: 187 Allambie Rd, Allambie Heights NSW 2100
Postal Address: PO Box 171, Forestville NSW 2087

Elise Taylor
General Manager, Strategy, Quality & Risk
Telephone: 02 9975 8710
Email: et.disclosure@cerebralpalsy.org.au
Street Address: 187 Allambie Rd, Allambie Heights NSW 2100
Postal Address: PO Box 171, Forestville NSW 2087

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