



## Procedure 2.05 – Whistle-blower Protection

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### 1. Application

This Procedure applies to all NQBP Personnel where relevant.

### 2. Procedure - Making Disclosures Generally

NQBP Personnel who wish to make a disclosure of Wrongdoing are required to make the disclosure according to the procedure set out in this policy.

Depending on the issues at hand, there are various types of Disclosures that can be made, including Public Interest Disclosures, Qualified Disclosures and Alternative Disclosures. For details as to the type of issues covered by a Public Interest Disclosure, a Qualified Disclosure or Alternative Disclosures, please refer to the Whistle-blowers' Protection Policy.

This policy sets out the procedures applicable to NQBP Personnel making any of these types of Disclosures.

### 3. Making Public Interest Disclosures and Alternative Disclosures

Public Interest Disclosure can only be made by NQBP Employees while Alternative Disclosures can be made by NQBP Personnel.

Public Interest Disclosures and Alternative Disclosures can be made in person or in writing to:

- The CEO, and/or
- The Company Secretary.

Wherever possible, NQBP prefers Public Interest Disclosures and Alternative Disclosures to be made in writing. Anonymous Disclosures of this nature may also be made to NQBP via its independent external whistle-blower consultant, BDO Kendalls, as follows:

- **Post**           Secure  
                          at BDO Kendalls  
                          GPO Box 303, Brisbane 4001
- **Phone**       1300 781 251
- **Email**        secure@bdo.com.au

As noted in the Policy 2.0 - Compliance and Procedure 2.06 Whistle-blower and PID Protection Management, a NQBP Employee can report a Wrongdoing by making a Public Interest Disclosure under the PID Act where the NQBP Employee honestly believes, on reasonable grounds, that they have information which tends to show or actually shows that an NQBP Employee has engaged in conduct that could, if proved, be "Official Misconduct".

When making a Public Interest Disclosure, it should be noted that a belief cannot be based on a mere allegation or conclusion which is unsupported by any facts or circumstances. For example, it is not sufficient for a person to base a Public Interest Disclosure on the statement: '*I know X is accepting bribes to grant planning permits to Y developer*'. This is a mere allegation unsupported by any further facts or circumstances.

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				Page	Page 1 of 5
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## Procedure 2.05 – Whistle-blower Protection

The process to be adopted in making a Public Interest Disclosure or an Alternative Disclosure (collectively "the Disclosure") consists of:

1. Prior to making the Disclosure, the discloser may wish to discuss the issue with their Senior Manager, CEO or the Company Secretary in order to fully understand the issues and the requirements of the PID Act or other relevant statutory framework or requirements.
2. Once the discloser forms the view that they wish to make the Disclosure, the process is to either:
  - a) Make the Disclosure in person to the CEO or the Company Secretary;
  - b) Make the Disclosure in writing to the CEO or the Company Secretary. Written complaints can be made anonymously. However, in these circumstances, none of the protections applicable to disclosers will apply given that the identity of the discloser is not known;
  - c) Make the Disclosure in writing on an anonymous basis to BDO Kendalls, NQBP's independent external whistle-blower consultant. Again, in these circumstances, as the discloser is anonymous, none of the protections applicable to disclosers are available in these circumstances; or
  - d) Where the Disclosure is a Public Interest Disclosure, the discloser is also able to make the Disclosure directly to the Crime and Corruption Commission when the disclosure may involve serious or systemic corrupt conduct or conduct that adversely affects the performance of a public agency or public official and satisfies the definition of corrupt conduct in the *Crime and Corruption Act 2001* (Qld). In these circumstances, the Disclosure will need to be made in accordance with the current procedures of the Crime and Corruption Commission.
3. Where the Disclosure is not made anonymously, the discloser's written consent to the provision of information disclosed in the Disclosure (including the identity of the discloser or information that is likely to lead to the identification of the discloser) to another person (other than ASIC or a member of the Australian Federal Police) in accordance with the Whistle-blower and Public Interest Disclosure Management Program, is to be sought.
4. Once the Disclosure has been made, and subject to receiving the discloser's consent (if required under paragraph 3 above), it will then be dealt with in accordance with the Procedure 2.06 – Whistle-blower and Public Interest Disclosure Management if the Disclosure is made to NQBP or to NQBP's independent external whistle-blowers consultant (BDO Kendalls). Where the Disclosure is made to the Crime and Corruption Commission, the Disclosure will be dealt with in accordance with the Commission's policies and procedures. Further details regarding the Crime and Corruption Commission's policies and procedures can be obtained from the Commission's website at [www.ccc.qld.gov.au](http://www.ccc.qld.gov.au).
5. There may be several protections available to a discloser. These are outlined in Procedure 2.05 – Whistle-blower Protection and will vary depending on whether the Disclosure is a Public Interest Disclosure or an Alternative Disclosure.

There are some specific issues to have regard to in making a Disclosure which include:

- Disclosures regarding the CEO or the Company Secretary can be made to NQBP's independent external whistle-blower consultant, the Chairman of the Board of NQBP or the Chairman of the Audit and Financial Risk Management Committee.
- Where the Disclosure is made to NQBP by its independent external whistle-blower consultant, that consultant will then provide (on a confidential basis) a report to NQBP within two working days of receiving the relevant disclosure. In this case, the external consultant will be required to maintain confidentiality of the identity of the discloser to the extent it is able to do so at law. If a report requires immediate or

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				Page	Page 2 of 5
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## Procedure 2.05 – Whistle-blower Protection

urgent action to be taken, the external consultant will initially contact NQBP by telephone followed by a report that is to be made within one working day.

- In cases where the Disclosure relates to the CEO and/or the Company Secretary, the independent external whistle-blower consultant will report the matter directly to the Chairman of the Board of NQBP or the Chairman of the Audit and Financial Risk Management Committee.

### 4. Making a Qualified Disclosure

NQBP Personnel making a Qualified Disclosure will need to adopt the procedure set out below.

Qualified Disclosures can be made in person or in writing and cannot be made on an anonymous basis. The process to adopt in making a Qualified Disclosure is as follows:

1. The discloser must inform the person to whom the Qualified Disclosure is made of the discloser's name prior to making the Qualified Disclosure.
2. The Qualified Disclosure can only be made to the following:
  - a) ASIC;
  - b) the Auditor;
  - c) A member of the Audit Team;
  - d) A Director
  - e) The Company Secretary;
  - f) A senior manager of NQBP; or
  - g) Another person authorised by NQBP to receive Qualified Disclosures. BDO Kendalls, NQBP's independent external whistle-blower consultant, is such an authorised person.

As is the case when making Public Interest Disclosures and Alternative Disclosures, there are some specific issues to be noted when making a Qualified Disclosure being:

- Qualified Disclosures regarding the CEO or the Company Secretary can be made to NQBP's independent external whistle-blower consultant, to the Chairman of the Board of NQBP or the Chairman of the Audit and Financial Risk Management Committee.
- Where a Qualified Disclosure is made, the written consent of the discloser to the provision of information disclosed in the Qualified Disclosure (including the identity of the discloser or information that is likely to lead to the identification of the discloser) to another person (other than ASIC or a member of the Australian Federal Police) is to be sought.
- Where a Qualified Disclosure is to be made to NQBP by its independent external whistle-blower consultant, that consultant, with the discloser's consent, will then provide (on a confidential basis) a report to NQBP within two working days of receiving the relevant Qualified Disclosure. In this case, the external consultant will be required to maintain confidentiality of the identity of the discloser to the extent that it is able to do so at law. If a report requires immediate or urgent action to be taken, the external consultant will initially contact NQBP by telephone followed by a report that is to be made within one working day.
- In cases where the Qualified Disclosure relates to the CEO and/or the Company Secretary, the independent external whistle-blower consultant will, subject to the discloser's consent, report the matter directly to the Chairman of the Board of NQBP or the Chairman of the Audit and Financial Risk Management Committee.

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**5. Related Policies, Procedures, Guidelines and Standards**

NQBP is a Government Owned Corporation and port authority and is required to comply with its own policies, prescribed applicable legislation and State Government policies and procedures. This procedure should be read in conjunction with:

- a. Policy 2 – Compliance
- b. Policy 4 – Finance
- c. Procedure 2.06 - Whistle-blower and Public Interest Disclosures Management Program;
- d. Standard 2.01 - Code of Conduct;
- e. Standard 2.02 - Integrity Framework – Corrupt Conduct and Public Interest Disclosures;
- f. Risk Management Manual;
- g. Policy 3 – Human Resources Management
- h. Procedure 3.08 – Grievance Resolution.
- i. *Public Interest Disclosure Act 2010 (Qld)*
- j. *Corporations Act 2001 (Cth)*
- k. *Crime and Corruption Act 2011 (Qld)*
- l. *Government Owned Corporations Act 1993 (Qld)*; and
- m. *Integrity Act 2010 (Qld)*;
- n. *Information Privacy Act 2009 (Qld)*;
- o. *Information Privacy Regulation 2009 (Qld)*;
- p. *Integrity Act 2010 (Qld)*;
- q. Australian Privacy Principles
- r. Privacy Act 1988 (Cth)
- s. Public Interest Disclosure Act 2010 (Qld)
- t. Public Interest Disclosure Standard No. 1

**6. Procedure Review Date**

This procedure should be reviewed by 30 June 2018.

**7. Definitions**

**Alternative Disclosure:** means a disclosure other than a Public Interest Disclosure or a Qualified Disclosure regarding illegal (e.g. breaches of the Competition and Consumer Act or environmental protection regimes) or inappropriate conduct.

**ASIC:** means the Australian Securities and Investment Commission.

**Auditor:** means the Queensland Audit Office.

**Audit Team:** means a member of the Queensland Audit Office audit team.

**Board:** means the board of NQBP.

**Competition and Consumer Act:** means the *Competition and Consumer Act 2010* (Cth).

**Contractors:** means contractors or consultants engaged by NQBP under a personal services consultancy agreement or other similar arrangements.

**CEO:** means the Chief Executive Officer of NQBP.

**Company Secretary:** means the Company Secretary of NQBP.

**Corporations Act:** means the *Corporations Act 2001* (Cth).

**Corrupt Conduct:** has the same meaning as in the *Crime and Corruption Act 2001* (Qld).

**Disclosure:** means a disclosure, where relevant, by NQBP Personnel that is:

- (i) a Public Interest Disclosure under the PID Act;

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				Page	Page 4 of 5
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## Procedure 2.05 – Whistle-blower Protection

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- (ii) a Qualified Disclosure under the Corporations Act; or
- (iii) an Alternative Disclosure.

**NQBP:** means North Queensland Bulk Ports Corporation Limited ACN 136 880.

**NQBP Employee:** means employees and Contractors of NQBP and does not include NQBP directors.

**NQBP Personnel:** means NQBP officers (including NQBP directors) and NQBP Employees.

**Official misconduct** means conduct that could, if proved, be—

- (a) a criminal offence; or
- (b) a disciplinary breach providing reasonable grounds for terminating the person's services, if the person is or was the holder of an appointment.<sup>1</sup>

**PID Act:** means the *Public Interest Disclosure Act 2010* (Qld).

**Public Interest Disclosure:** means a disclosure made under s.19 of the PID Act by a NQBP Employee or a disclosure referred to NQBP under s.31 of the PID Act.

**Qualified Disclosure:** means the disclosure of information by a person in accordance with s.1317AA of the *Corporations Act*.

**Wrongdoing:** means illegal or other inappropriate conduct and includes conduct relevant to a Public Interest Disclosure, Qualified Disclosure or an Alternative Disclosure.

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<sup>1</sup> As defined in the former *Crime and Misconduct Act 2001 (Qld)* prior to amendment by the *Crime and Misconduct and Other Legislation Amendment Act 2014*.

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