

Procedure 2.05 – Whistleblower and Public Interest Disclosure Protection

1. Application

This Procedure applies to all NQBP Personnel.

2. Introduction and Purpose

NQBP, including its CEO and Board, is committed to maintaining high standards in managing and dealing with Disclosures about alleged Wrongdoing within NQBP.

These Disclosures assist NQBP to promote openness, accountability and are part of the overall good management of the corporation. The disclosure of Wrongdoing is in accordance with NQBP's values and, in particular, its value of acting with integrity.

NQBP encourages any NQBP Personnel who consider that they have witnessed Wrongdoing within NQBP to come forward and make a Disclosure. NQBP seeks to encourage and maintain an organisational culture where all NQBP Personnel feel confident and comfortable making such Disclosures.

NQBP is committed to providing appropriate support and protection to NQBP Personnel who disclose Wrongdoing from Reprisal or Victimisation and to maintaining confidentiality relating to any such Disclosures.

This Procedure:

- provides an overview on how NQBP manages its obligations regarding Disclosures about Wrongdoing under the various Whistleblower protection regimes established under the PID Act, the Public Interest Disclosure Standards, the Corporations Act and Regulatory Guide 270 "Whistleblower policies" as made by ASIC in November 2019; and
- deals with other matters such as oversight, awareness and training on Whistleblower protection requirements.

The purpose of this Procedure is to:

- encourage more disclosures of Wrongdoing by NQBP Personnel;
- help deter Wrongdoing, in line with the NQBP's risk management and governance framework;
- ensure individuals who disclose Wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around the NQBP's framework for receiving, handling and investigating Disclosures;
- support the NQBP's values and Code of Conduct and;
- support NQBP's long-term sustainability and reputation; and
- meet NQBP's legal and regulatory obligations.

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3. Policy - Making Disclosures Generally

NQBP Personnel may make a Disclosure about the Wrongdoing of NQBP Personnel by following this Procedure.

If NQBP Personnel purport to make a Disclosure in a different manner, they should be referred to the correct procedure as set out in this Procedure.

Depending on the issues at hand, there are various types of Disclosures that can be made.

This Procedure applies to all Disclosures, regardless of whether the disclosure is:

- a PID under the PID Act;
- an Alternative Disclosure; or
- a Protected Disclosure under the Corporations Act.

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

All Disclosures which involve or may involve the corrupt conduct of the CEO must be made in accordance with Policy 13 – Dealing with a complaint involving the NQBP Chief Executive Officer (Crime and Corruption Act, s48A).

When a Disclosure is received, the Company Secretary must make an assessment as to whether the Disclosure constitutes a PID, Alternative Disclosure, and/or a Protected Disclosure. As the PID Act and the Corporations Act contain specific requirements as to how Disclosures must be made and managed, it is important that the relevant assessment process is undertaken carefully.

Once the Disclosure has been assessed as being a PID, Alternative Disclosure and/or a Protected Disclosure, the process set out under either Section 4 (for PIDs and Alternative Disclosures) or Section 5 (Protected Disclosures) is to be followed. The processes under Section 6 (Investigations) and Section 7 (Protections) of this Policy will apply regardless of whether the Disclosure is a PID, Alternative Disclosure or a Protected Disclosure.

4. Making Public Interest Disclosures under the PID Act and Alternative Disclosures

4.1 PIDs that can be made to NQBP

PIDs can be made to NQBP by NQBP Employees and members of the public.

A PID in the case of NQBP is a disclosure made either under s.19 of the PID Act by a NQBP Employee or a disclosure referred to NQBP under s.31 of the PID Act.

NQBP Employees can for example make a PID about:

- corrupt conduct; or
- the conduct of another person that could, if proven, be a Reprisal that relates to a previous disclosure.

If an Employee is unsure as to whether information amounts to corrupt conduct, they should seek advice from Company Secretary in the first instance, or alternatively, the NQBP Legal Team].

In addition, any person can make a PID to a Proper Authority (a public sector entity other than NQBP) about:

- substantial and specific danger to the health or safety of a person with a disability;
- the commission of an offence, or contravention of a condition imposed under, a provision of legislation mentioned in Schedule 2 of the PID Act, if that offence or contravention would be a substantial and specific danger to the environment; or

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- the conduct of another person that could, if proved, be a Reprisal that relates to a previous disclosure.

An NQBP Employee can make a PID under the PID Act where they have a 'reasonable belief' that a PID Act Wrongdoing has occurred or provide evidence which tends to show that a PID Act Wrongdoing has occurred. 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 to base a PID 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.

An NQBP Employee making a PID has a responsibility to provide honest and accurate information and to provide all information in their possession. Mere disagreements over a policy question do not meet the threshold to be a PID under the PID Act.

A Disclosure is covered by the PID Act even if:

- the discloser reports the information as part of their duties – such as an auditor reporting a fraud or an occupational health and safety officer reporting a safety breach;
- the disclosure is made anonymously – the discloser is not required to give their name or any identifying information; or
- the discloser has not identified the material as a PID – it is up to NQBP to assess information received and decide if it is a PID. If the disclosure is unsubstantiated after investigation, the discloser is protected when the information provided is assessed as a PID, whether or not it is subsequently investigated or found to be substantiated.

Deliberately providing false or misleading information is an offence under the PID Act. NQBP will act to protect NQBP Employees who raise a concern in good faith and honestly believe information provided tends to show that relevant Wrongdoing may have occurred.

4.2 Alternative Disclosures that can be made to NQBP

An Alternative Disclosure can be made to NQBP by NQBP Employees and members of the public

4.3 Process for making a PID or Alternative Disclosure

The process to be adopted in making a PID or an Alternative Disclosure consists of:

- Prior to making the PID or Alternative 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.
- Once the discloser forms the view that they wish to make the PID or Alternative Disclosure, the disclosure is to be made either:
 - in person to the CEO or the Company Secretary;
 - 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 as the identity of the discloser is unknown;
 - in writing on an anonymous basis to BDO Services Pty Ltd, NQBP's independent external Whistleblower consultant. Again, in these circumstances, as the discloser is anonymous, this may inhibit NQBP's ability to effectively investigate the PID or Alternative Disclosure and to protect the discloser from Reprisal in these circumstances.

The contact details for BDO Services Pty Ltd are as set out in Section 5.4.

- for a PID, directly to the Crime and Corruption Commission (CCC) when the disclosure may involve serious or systemic conduct that adversely affects the

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performance of a public agency or public official and which satisfies the definition of corrupt conduct in the Crime and Corruption Act;

- (e) for disclosures about maladministration, to the Queensland Ombudsman.
3. In making a PID or Alternative Disclosure, as much information about the matter should be provided, including:
- (a) contact details (this could be an email address created for the purpose of making the disclosure or a telephone number);
- (b) as much information as possible, including:
- (i) who was involved;
- (ii) what happened;
- (iii) when it happened;
- (iv) where it happened;
- (v) whether there were any witnesses, and if so who they are;
- (vi) any evidence that supports the PID or Alternative Disclosure (and where it occurred); and
- (vii) any further information that could help with the investigation of the PID or Alternative Disclosure (noting that a Disclosure can still be made if the information above is incomplete: e.g. the time and place of an event is known, but the name of the officer/s is not).
4. If the PID or Alternative Disclosure is made to:
- NQBP or to NQBP's independent external Whistleblowers consultant (BDO Services Pty Ltd), and subject to receiving the discloser's consent (if required), it will be dealt with in accordance with this Procedure;
 - the CCC, the PID or Alternative Disclosure will be dealt with in accordance with the Commission's policies and procedures. Further details regarding these can be obtained from the CCC's website at www.ccc.qld.gov.au;
 - the Queensland Ombudsman, the Disclosure will be dealt with in accordance with the Ombudsman's policies and procedures. Further details regarding these can be obtained from the Ombudsman's website at <https://www.ombudsman.qld.gov.au>.
5. Once a PID or Alternative Disclosure has been made as outlined above, it will be assessed (and if necessary, investigated), in accordance with Sections 6 and 7 of this Procedure below.
6. There may be several protections available to a discloser. These are outlined at Section 8 below and will vary depending on the type of Disclosure made.

5. Making a Protected Disclosure under the Corporations Act

5.1 What is a Protected Disclosure?

To qualify for protection under this part of the Procedure and the Corporations Act, a Protected Disclosure under the Corporations Act is a particular Disclosure that is made:

- (a) by an Eligible Whistleblower - that is, someone who is or has previously been a:
- NQBP officer or Employee;
 - individual who supplies goods or services to NQBP (whether paid or unpaid);
 - employee of a person that supplies goods or services to NQBP (paid or unpaid);
- or

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- a relative or dependent of any of the above persons (or their spouse); AND
- (b) where the Eligible Whistleblower has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances about NQBP or its related entities (including conduct that constitutes an offence against certain legislation); AND
- (c) to one of the following:
 - an Eligible Recipient (see below);
 - to the Australian Securities and Investment Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or another Commonwealth body prescribed in the Corporations Act;
 - the Auditor or a member of the Audit Team;
 - a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower provisions in the Corporations Act; or
 - a journalist or parliamentarian (in the case of an Emergency Disclosure only).

5.2 What types of Wrongdoing can be subject of a Protected Disclosure?

The types of Wrongdoing that qualify for protection as a Protected Disclosure under this part of the Procedure and the Corporations Act involve information that an Eligible Whistleblower has reasonable grounds to suspect concerning:

- (a) misconduct or an improper state of affairs or circumstances in relation to NQBP or a related body corporate of NQBP;
- (b) offences by NQBP against, or a contravention of a provision of, any of the following:
 - the *Corporations Act*;
 - the *Banking Act 1959* (Cth);
 - the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - the *Insurance Act 1973* (Cth);
 - the *Life Insurance Act 1995* (Cth);
 - the *National Consumer Credit Protection Act 2009* (Cth);
 - the *Superannuation Industry (Supervision) Act 1993* (Cth);
 - an instrument made under an Act referred to above; or
 - any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (c) conduct by NQBP, or a related body corporate of NQBP that represents a danger to the public or the financial system; or
- (d) a matter otherwise prescribed by the relevant Commonwealth regulations.

At NQBP, the types of matters that might qualify as Wrongdoing and which could be the subject of a Protected Disclosure under the Corporations Act include conduct that is:

- (a) dishonest, fraudulent or corrupt, including bribery;
- (b) illegal (includes breach of financial services laws, the Corporations Act, the *Taxation Administration Act 1953* (Cth) or other serious breaches of certain Commonwealth laws);
- (c) an improper state of affairs relating to NQBP's accounting, actuarial, audit, internal controls or compliance;
- (d) unethical conduct in relation to the performance of official functions and duties;

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- (e) a breach of a NQBP policy or procedure;
- (f) endangering to public health or safety, or causing damage to the environment;
- (g) a breach of privacy or confidentiality, including in relation to NQBP and its customer information;
- (h) an abuse or serious mismanagement of NQBP's property or resources;
- (i) able to cause financial loss to NQBP, damage its reputation or be otherwise detrimental to NQBP's interests; or
- (j) the concealment of any of the above conduct.

Certain Disclosures will also qualify as a Protected Disclosure under the *Taxation Administration Act 1953* if:

- (a) an Eligible Whistleblower has reasonable grounds to suspect that information indicates an improper state of affairs or circumstances in relation to NQBP's tax affairs; and
- (b) the Eligible Whistleblower considers that the information may assist an Eligible Recipient to perform functions or duties in relation to NQBP's tax affairs.

Should a Disclosure trigger the Whistleblower regime under the *Taxation Administration Act 1953*, similar protections as detailed in this Procedure will also apply to that Disclosure.

5.3 What is not a Protected Disclosure?

Eligible Whistleblowers do not have to be sure that Wrongdoing has occurred to raise a concern, and NQBP encourages all persons to do so, even if the concern is only a suspicion. They will be protected from Reprisal and Victimisation even if a concern that is raised ultimately proves to be incorrect, provided that the Disclosure was made with a genuine belief or suspicion regarding Wrongdoing.

However, a person must not make a report that they know is untrue or is misleading. Where it is found that a person has knowingly made a false report, this will be a serious matter and may result in disciplinary action.

Disclosures that are not about Wrongdoing as set out in Section 5.2 of this Procedure will not qualify for the Whistleblower protections under the Corporations Act.

If an Employee have a concern in relation to a 'personal work-related grievance', this should be raised under the relevant NQBP procedure. 'Personal work-related grievances' are grievances relating to a person's current or former employment or engagement that have implications for them personally (i.e. relate solely to them), and do not fall within the scope of a Disclosure about Wrongdoing that may qualify for protection as a Protected Disclosure under the Corporations Act. For example, this would include a Disclosure about a conflict between the person and another Employee, or a decision relating to their employment or engagement, such as a transfer, promotion or disciplinary action.

5.4 NQBP's Eligible Recipients of Protected Disclosures

A Protected Disclosure can be made to a range of persons (**Eligible Recipients**) as prescribed under the Corporations Act, including:

- an officer or senior manager of NQBP or company within the NQBP group;
- an auditor, or a member of an Audit Team conducting an audit of NQBP or of a company within the NQBP group;
- an actuary of NQBP or a company within the NQBP group; or
- a person authorised by NQBP to receive a Protected Disclosure. BDO Services Pty Ltd, NQBP's independent external Whistleblower consultant, is such an authorised person.

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However, it is NQBP's preference that Protected Disclosures under this Procedure are made to the following persons:

- a Protected Disclosure Officer, as identified below for the purpose of this Procedure; or
- to NQBP's independent external Whistleblower consultant, BDO Services Pty Ltd, as follows:

Post

BDO Secure

GPO Box 457

Brisbane QLD 4001

Phone 1300 408 955

Email securebdo@bdo.com.au

If an Eligible Whistleblower wishes to make a Protected Disclosure about NQBP's tax affairs, they may (in addition to the Eligible Recipients listed above) make a disclosure to the following Eligible Recipients:

- a registered tax agent;
- any other Employee who has functions in relation to NQBP's tax affairs; or
- the Commissioner of Taxation.

Protected Disclosure Officers

To ensure Protected Disclosures are dealt with expeditiously and escalated appropriately, Protected Disclosures made under this part of the Procedure should be made to the following Protected Disclosure Officers:

Peter Sinnott, Company Secretary	Phone 3011 7919
	Email PSinnott@nqbp.com.au
Alternatively, a Disclosure may also be posted to NQBP's and marked for the attention of the Protected Disclosure Officers above.	

Protected Disclosures regarding the CEO or the Company Secretary can be made to NQBP's independent external Whistleblower consultant, to the Chair of the Board of NQBP or to the Chair of the Audit and Financial Risk Management Committee.

Protected Disclosure Officers can also be contacted to provide information about making a Disclosure of Wrongdoing before the discloser makes a Disclosure.

An Eligible Whistleblower can decide to remain anonymous in making the Disclosure and throughout the course of any investigation conducted into the Disclosure and after any such investigation is finalised. Anonymous disclosures still qualify for protection under the Corporations Act where the disclosure is made to an Eligible Recipient and is about Wrongdoing. However, NQBP encourages Eligible Whistleblowers to provide their name when making a Protected Disclosure, as this will make it easier for NQBP to address the concerns (for example, the context in which any Wrongdoing was observed is likely to be very useful).

Anonymous disclosures can be made to BDO Services Pty Ltd using the details above.

The information to provide to NQBP when reporting actual or suspected Wrongdoing that qualifies for protection as a Protected Disclosure should include:

- that the report is being raised under this Procedure;
- the nature of the actual or suspected Wrongdoing;

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- the names of people involved, including any witnesses;
- the date, time and location of incident(s);
- any material to support the report, such as documents;
- money or assets involved; and
- any steps taken to report the matter elsewhere.

6. Assessing Disclosures

Where a Disclosure (either a PID, an Alternative Disclosure or a Protected Disclosure) is received under this Procedure, it must be referred to the Company Secretary for assessment.

The Company Secretary is responsible for assessing whether:

- a Disclosure is a PID under the PID Act, an Alternative Disclosure or a Protected Disclosure under the Corporations Act; and/or
- the matter should be referred to another entity (e.g. the CCC or another Proper Authority) as required under law or otherwise appropriate following an appropriate risk assessment.

In making an assessment, the Company Secretary will have regard to the matters set out in this Procedure and the relevant legislation.

Each allegation will be treated as a separate Disclosure, unless the matters are clearly linked and it would be reasonable to view them all as a single Disclosure.

NQBP will take a cautious view when deciding whether a Disclosure is covered by this Procedure. If there is any doubt as to what kind of Disclosure a matter is, further information may be obtained to inform the decision.

The Company Secretary will then make a recommendation to the CEO as to whether the Disclosure is to be investigated or how it is otherwise to be dealt with. The ultimate decision to investigate or deal with a Disclosure rests with the CEO.

7. Taking Action on a Disclosure

7.1 Providing information

Once the assessment has been completed, NQBP will determine whether any action is required, including considering the specific action to be undertaken as regards the Disclosure, such as whether it is necessary to investigate the Disclosure. This may be undertaken by the CEO and/or Company Secretary depending on the applicable legislation.

The Company Secretary will provide the discloser (or the entity that referred the Disclosure) with reasonable information in writing about the Disclosure, which will include (at a minimum) the following:

- confirmation that the Disclosure was received by NQBP and assessed as a PID, Alternative Disclosure and/or Protected Disclosure;
- a description of the action proposed to be taken by NQBP in relation to the Disclosure, which could include referring the matter to an external agency, or commencing an investigation;
- if action has been taken by NQBP in relation to the disclosure, a description of the results of the action.

For all Disclosures, and subject to privacy or other legal requirements, NQBP will also advise the discloser of:

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- the likely timeframes involved in the matter;
- their involvement in the investigation process;
- the importance of maintaining confidentiality;
- the relevant protections that will apply (under the PID Act, the Corporations Act or NQBP's policies);
- NQBP's undertaking, subject to relevant legal requirements, to keep the information disclosed and the discloser's identity, confidential (except as authorised, for example under the PID Act or the Corporations Act);
- how the discloser will be advised of the progress and of the matter outcomes;
- who the discloser should contact if they would like further information or fear Reprisal, Victimisation or other adverse consequences; and
- wherever possible, appropriate and desired by the discloser, the progress of the Disclosure by way of a regular follow up with the discloser arranged by NQBP.

However, NQBP will not give information to the discloser if that would be likely to adversely affect:

- anybody's safety; or
- the investigation or an offence or possible offence; or
- an informant's existence or identity.

If the Disclosure has been made anonymously and the discloser has not provided any contact details, NQBP will not be able to acknowledge the Disclosure or provide updates.

7.2 Types of action that can be taken

Where a Disclosure of Wrongdoing has been validly made under the PID Act, Corporations Act or otherwise, the next step then in relation to assessing the Disclosure, will be to determine whether the matter should be referred to another entity (e.g. the Crime and Corruption Commission). NQBP may also refer a Disclosure to another entity where required under law.

NQBP will determine what action is required. This will include NQBP considering the specific action to be undertaken as regards the Disclosure, such as whether it is necessary to investigate the Disclosure.

If the Disclosure is a PID, then action must be taken unless:

- the substance of the Disclosure has already been investigated or dealt with by another appropriate process;
- NQBP reasonably considers the Disclosure should be dealt with by another appropriate process;
- the age of the information the subject of the Disclosure makes it impracticable to investigate;
- NQBP reasonably considers that the Disclosure is too trivial to warrant investigation and that dealing with the Disclosure would substantially and unreasonably divert NQBP's resources from their use by NQBP in the performance of its functions; or
- another entity that has jurisdiction to investigate the Disclosure has notified NQBP that investigation of the Disclosure is not warranted.

If it is decided that no action is required due to any of the above reasons, in the case of a PID, NQBP must give written reasons for its decision to the person who made the PID. The discloser may then apply to the CEO for a review of the decision within 28 days after receiving these written reasons. However, the discloser will continue to be offered support in accordance with this Procedure and the matter will be appropriately dealt with

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(for example, by investigating the matter as a workplace dispute) in a manner determined at the discretion of NQBP.

Depending on the circumstances, external review under the *Judicial Review Act 1991* (Qld) may also be available for decisions regarding PIDs.

Pursuant to s.20 of the PID Act where a discloser makes a PID and:

- NQBP decides not to deal with or investigate the PID;
- no action is recommended to be taken in response to the PID; or
- NQBP does not notify the discloser within 6 months of the PID being made whether the PID would be dealt with,

the discloser can make the PID to a journalist and retain the protections under the PID Act.

If action on a Disclosure is required, the options for action include:

- providing an explanation to the discloser (e.g. if the discloser was not aware of the whole circumstances surrounding an action which appeared to them to be improper);
- resolving the Disclosure issues on a managerial basis;
- conducting a desk top audit of relevant documentation;
- conducting an internal audit, or a review of an issue or the operations of a particular business unit;
- implementing or changing policies, procedures or practices;
- formally investigating the allegations; or
- providing training or counselling to staff.

In some cases, a preliminary investigation may be necessary to help determine what course of action should be taken. Whatever action is taken, NQBP will, subject to any legal requirements, protect and support the discloser and will maintain confidentiality.

7.3 Investigating Disclosures

While what is an appropriate process in conducting an investigation will vary from case to case, if NQBP decides to proceed with an investigation of a Disclosure, NQBP will investigate the Disclosure in a manner which is consistent with the process set out below.

The investigation process will vary depending on the nature of the Disclosure and the amount of information provided. NQBP will inform the discloser of the process for the investigation. If a Disclosure raises complex issues and/or it is otherwise considered appropriate, this may include the appointment of an external investigator.

A decision to investigate a Disclosure will mean that the investigation will be conducted having regard to a range of important considerations including:

- the principles of Natural Justice;
- NQBP's obligations to protect confidential information;
- NQBP's obligations to protect officers and Employees from Victimisation and/or Reprisal; and
- the interests of Subject Officers.

Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters reported. Investigations will be conducted on an independent basis.

An NQBP Employee who is not directly or indirectly involved in or connected to the Disclosure may be assigned to be the Support Officer. Where appropriate, the Support Officer will provide regular updates on the process to the discloser.

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The timeframe for an investigation will vary depending on the nature of the Disclosure. Disclosers will be provided with regular updates as to the investigation status (including in relation to timeframes) if they are contactable. The frequency and timeframe of updates may vary depending on the nature of the Disclosure.

When an investigation is complete, a report may be compiled summarising the evidence and setting out findings. To the extent determined by NQBP to be appropriate, and subject to privacy and confidentiality restrictions, the Support Officer will advise the discloser of the outcome of the investigation in the manner considered appropriate in the circumstances.

If there is insufficient information to warrant further investigation, the Support Officer will notify the discloser. It may not be possible to investigate a Disclosure if NQBP is unable to contact the discloser (for example, if they have made the Disclosure anonymously and have not provided a means of contact).

If an investigation is carried out, findings are to be made on the balance of probabilities. It may be that the allegation(s) are:

- fully substantiated;
- partly substantiated (e.g. if one but not all allegations are substantiated);
- unable to be substantiated;
- unsubstantiated; or
- disproven.

If as a result of investigation, the information provided in the Disclosure is substantiated, appropriate action will be taken. Where the investigation does not substantiate the allegation, NQBP may review systems, policies and procedures to identify whether there are improvements that can be made and consider if staff training is required.

Where an investigation identifies misconduct or other inappropriate conduct, appropriate disciplinary action may be taken in NQBP's discretion. This may include, but is not limited to, terminating or suspending the employment or engagement of a person(s) involved in any such conduct.

Any disciplinary action arising out of an investigation into a Disclosure will be dealt with in accordance with NQBP's relevant policies. If an investigation finds that criminal activity is likely to have occurred, the matter may be reported to law enforcement bodies and/or other regulatory authorities.

If the discloser is not satisfied with the findings of any investigation, they should contact Chair.

8. Protections and Support

NQBP acknowledges that for Employees who are involved in, or are the Subject Officer of a PID, the experience may be stressful.

NQBP is committed to ensuring:

- that disclosers are treated fairly and do not suffer Victimisation or Reprisal because they make a Disclosure. Taking Reprisal action, or causing Victimisation, against a person who has made a PID or a Protected Disclosure is an offence and will not be tolerated; and
- confidentiality in respect of all matters raised under this Procedure.

8.1 Protection from Reprisal and Victimisation

Making a Reprisal against another person because they (or someone else) have made or intend to make a PID is an offence under the PID Act. Similarly, Victimisation of a person because they (or another person) have made a Protected Disclosure under the Corporations Act is an offence.

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Procedure 2.05 – Whistleblower and Public Interest Disclosure Protection

For all investigations, as soon as possible after receiving the Disclosure, the Manager HR/IR will arrange for a risk assessment to be conducted to determine the risk (and consequences) of a Reprisal (in the case of a PID), Victimisation (in the case of a Protected Disclosure) or other adverse outcome to the discloser or others associated with the discloser.

This assessment will occur in consultation with the discloser and take into account the actual and reasonably perceived risk of the discloser suffering Reprisal and/or Victimisation.

Consistent with the assessed level of risk, the Support Officer will arrange any reasonably necessary support or protection for the discloser (as well as facilitating updates on progress as outlined at Section 7.1 above).

This will take into account the actual and reasonably perceived risk of the discloser suffering Reprisal and/or Victimisation, in consultation with the discloser where possible. Throughout the process in dealing with a PID, further risk assessments may be undertaken as required.

If the assessment shows a risk of Reprisal, Victimisation or other adverse consequences, NQBP will ensure that protective measures proportionate to the risks and potential consequences are put in place. If the risks or consequences are assessed as sufficiently high, the Support Officer will prepare a protection plan to protect disclosers. Where feasible, the protection plan will be developed in consultation with the discloser and other relevant stakeholders.

If a discloser believes they have been (or imminently will be) subject to Victimisation and/or Reprisal, they should contact the Support Officer as soon as possible. The Support Officer will have sufficient authority as case manager with operational responsibility for ensuring that the discloser has appropriate support and protection from Reprisals, Victimisation or other adverse outcomes.

It should be noted that NQBP may still need to take certain lawful actions regarding a discloser (known as **Reasonable Management Action**) and those actions will not be a Reprisal or Victimisation.

The protections offered will be determined by NQBP and depend on matters such as the nature of the allegation and the people involved. Protections that may be applied in a particular circumstance may include the following in NQBP's discretion:

- acknowledging that making the Disclosure was the right thing to do and is valued by NQBP;
- making a statement that NQBP will support the discloser;
- the Support Officer conducting regular checks on the discloser's well-being, where this is warranted;
- where the health of the discloser becomes a concern, liaising with occupational workplace health and safety officers;
- monitoring and managing the behaviour of other Employees;
- implementing investigation processes where appropriate;
- taking disciplinary action where appropriate for conduct that breaches the Reprisal/Victimisation or confidentiality provisions of this Procedure;
- making support services available;
- relocating individuals (which may include the Subject Officers) to a different division, group or office; and/or
- offering an individual a leave of absence or flexible workplace arrangement while a matter is being investigated.

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NQBP Personnel are also able to access NQBP's employee assistance program in dealing with Disclosure issues.

The Support Officer will monitor the workplace for any signs of Reprisals, Victimisation or other adverse consequences against a discloser.

In the event that a Reprisal, Victimisation or other adverse consequences are alleged or suspected, NQBP will act in the interests of the discloser by, for example:

- attending to the safety of the discloser(s) or affected third parties as a matter of priority;
- reviewing the risk assessment and any protective measures needed; and
- where appropriate, managing any allegation of a Reprisal as a PID in its own right.

8.2 Confidentiality and anonymity

NQBP understands that disclosers may hold concerns about possible repercussions flowing from making a Disclosure.

All information about Disclosures, investigations and related decisions, as well as the fact that a person has made a Disclosure, will be kept secure and accessible only to the people involved in the management of the Disclosure in accordance with the relevant legislation and this Procedure.

A discloser may remain anonymous if they wish and may refuse to answer any questions that they feel could reveal their identity. A discloser who wishes to remain anonymous is encouraged to maintain an ongoing two-way communication with NQBP, so NQBP can ask follow-up questions and provide feedback. A discloser may also advise of any restrictions they wish to place on who is informed of their report.

The nominated Support Officer for the Disclosure will discuss with the discloser NQBP's measures for ensuring confidentiality of their identity, which may include reminding the discloser:

- that they have the right to remain anonymous and do not need to identify themselves at any time during the investigation process, as well as that NQBP will take steps to ensure their identity is protected as required by the Corporations Act and/or PID Act;
- NQBP uses tools and platforms that help protect a discloser's identity during and after making a Disclosure;
- however, in practice, it may be possible for their identity to be guessed in certain circumstances (for instance where the discloser is one of a very small number of people with access to the information);
- at no time will NQBP force the discloser to reveal their identity unless NQBP is required or authorised to do so; and
- that they can refuse to answer questions they feel could identify themselves.

However, if a discloser does not consent to the limited sharing within NQBP of their identity and the information provided by them as required, this may limit NQBP's ability to progress its investigation of and action in relation to the Disclosure.

Generally, the requirements of the PID Act and the Corporations Act provide that confidential information obtained under these frameworks may only be disclosed in limited circumstances. As a guide, the following information is "confidential information" for the purposes of a PID or Protected Disclosure:

- information about the identity, occupation, residential or work address or whereabouts of a person who makes a PID or against whom a PID has been made;
- information disclosed by a PID;
- information about an individual's personal affairs; and
- information that, if disclosed, may cause Reprisal or Victimisation.

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Confidential information about a Disclosure will only be shared if:

- the person to whom the confidential information relates consents in writing to the making of the record or disclosure of the information;
- NQBP is required by law to do so;
- NQBP is permitted by law to do so and reasonably believes it is necessary to disclose the information to any regulator or enforcement agency; or
- If:
 - (i) NQBP cannot reasonably obtain the consent of the person to whom the confidential information relates; and
 - (ii) Making the record or disclosing the information is unlikely to harm the interests of the person to whom the confidential information relates and is reasonable in all the circumstances.

Where a Disclosure is to be made to NQBP by its independent external Whistleblower consultant, that consultant, with the discloser's consent, will confidentially provide a report to NQBP within two working days of receiving the relevant Disclosure. In this case, the external consultant must 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 action, the external consultant will initially contact NQBP by telephone followed by a report to be made within one working day.

In cases where the Disclosure relates to the CEO and/or the Company Secretary, the independent external Whistleblower consultant will, subject to the discloser's consent, report the matter directly to the Chair of the Board of NQBP or the Chair of the Audit and Financial Risk Management Committee.

The principles of Natural Justice may require the disclosure of confidential information, including the discloser's identity, in some circumstances. Where this issue arises, it may be necessary for the confidential information to be summarised or provided in a form with certain details redacted. The Company Secretary and/or Manager HR/IR can provide further details about this issue.

While NQBP is prepared to take all steps necessary to protect the confidentiality of the information received, disclosers also bear confidentiality obligations. The fewer people who know about the Disclosure, the more likely NQBP will be able to keep the discloser's identity confidential and effectively protect the discloser against Reprisals or other adverse consequences.

Disclosers have a right to raise with NQBP any issues experienced as a result of making a report (including if they believe or suspect there has been a breach of confidentiality or anonymity). Any breach of confidentiality requirements attaching to a Disclosure by NQBP Personnel will be considered to be a serious disciplinary matter (such a disclosure may also be in an offence under the PID Act or the Corporations Act).

8.3. Liability

A discloser does not have immunity for any misconduct that a discloser has engaged in that is revealed in their Disclosure.

8.4 Protection of Subject Officers

NQBP is committed to applying Natural Justice to all Disclosure matters and ensuring fair and reasonable treatment for both the discloser and the Subject Officer. Individuals identified in a Disclosure in any manner, including as a witness or Subject Officer, will be treated fairly by NQBP and in accordance with applicable legal requirements, as well as NQBP policy and procedures.

Any identified discloser and Subject Officer shall be offered access to NQBP's confidential EAP for support, which is a voluntary counselling service for employees and their immediate family.

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9. Roles and Responsibilities

The Company Secretary, the Manager HR/IR and/or other NQBP Personnel (where relevant) assisting with the management of the Disclosure are responsible for:

- applying consistent and appropriate assessment procedures to determine whether Disclosures meet the requirements of a PID, Protected Disclosure and/or Alternative Disclosure;
- monitoring the investigation and resolution of Disclosures;
- managing and overseeing the support and protection offered to disclosers;
- collecting, reporting and reviewing data about Disclosures that NQBP receives;
- providing clear guidance to staff about how to make a Disclosure of Wrongdoing;
- liaising closely with the CEO (except where a Disclosure involves the CEO);
- managing the Disclosure in accordance with this Procedure, having regard where relevant to the guidance documents published from time to time by the Queensland Ombudsman, CCC, ASIC or the Public Service Commission regarding reporting of Wrongdoing; and
- managing the Disclosure to assist improvements to service delivery, business processes and internal controls within NQBP.

Where appropriate, the officer responsible for the appropriate management of the relevant Disclosure (e.g. the CEO) may seek assistance to discharge their responsibilities in relation to a Disclosure from the Company Secretary, the Manager HR/IR and/or other NQBP Personnel, provided that none of those NQBP Personnel are the subject of the Disclosure. Where necessary, an appropriate NQBP Personnel member will be appointed as a case manager in relation to the Disclosure.

The CEO and Company Secretary are responsible for ensuring the appropriate management of Disclosures (even where Disclosure is made to NQBP via the independent external consultant under this Procedure), except where the Disclosure relates to the CEO or the Company Secretary.

The CEO and the Chair of the NQBP Board will be responsible for ensuring that there is appropriate management of Disclosures made against the Company Secretary.

The CEO is also responsible for ensuring that there is regular evaluation and monitoring of the effectiveness of this Procedure.

The NQBP Board is responsible to ensuring that sufficient resources are allocated within NQBP to manage Disclosures and fully supporting the officers responsible for the appropriate management of Disclosures of Wrongdoing in discharging this function.

10. Reporting

The CEO will keep the following information about all Disclosures:

- the name of the person making the Disclosure, if known;
- the information disclosed;
- any action taken on the Disclosure;
- if the Disclosure has been referred from another entity, the name of the entity that referred the Disclosure;
- the date the Disclosure was received, and where it was received from;
- the status of the discloser;
- the gender and status of the subject officer (staff member, non-staff member);

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- the relationship between the discloser and the subject officer;
- the location of the subject officer (geographical region);
- a summary of the allegation/information received;
- the involvement of an external agency/party;
- the action taken to minimise any risk of reprisal;
- date inquiry/investigation commenced and completed;
- the outcome of the assessment, inquiry/investigation;
- the date the Disclosure was resolved or closed;
- when the outcome was advised to the discloser;
- if no action was taken, the reason for the decision; and
- other legal processes associated with the Disclosure.

The recording of this information is mandatory if the Disclosure is (or is purported to be) a PID under the PID Act. However, as a matter of policy, NQBP will record all Disclosures in this way.

Each separate allegation should be recorded as a separate Disclosure unless the matters are clearly linked and it would be reasonable to view them as a single Disclosure.

In accordance with its obligations under the PID Act and the *Public Records Act 2002* (Qld) and Public Interest Disclosure Standard 3/2019, NQBP will ensure that:

- accurate data is collected about the receipt and management of PIDs;
- anonymised data is reported to the Office of the Queensland Ombudsman in their role as the oversight agency, through the PID reporting database; and
- any other required reporting requirements are satisfied.

NQBP keeps the records of Disclosures secure and confidential by:

- establishing separate, standalone hardcopy files for Disclosures;
- limiting access to both electronic and hardcopy files dealing with Disclosures to certain NQBP Personnel only.

The above matters must be reported to the Board and the Audit and Financial Risk Management Committee on a quarterly basis (or earlier if the nature of the matter warrants more timely Disclosure). This reporting should be made on an anonymous basis to protect the discloser from Reprisals, Victimisation or other adverse consequences.

There may be additional external reporting requirements which may require NQBP to provide certain details of Disclosures to third party bodies. For example, the CEO is required to provide certain information to the Public Service Commission regarding PIDs.

11. Awareness and Training

All NQBP Personnel will be made aware of this document and other related NQBP policy documents. These documents are also available to the public via the NQBP website.

All NQBP Personnel will be made aware of:

- the PID Act, with particular regard being paid to PIDs which may arise in the conduct of NQBP's business;
- the Whistleblower regime established under the Corporations Act; and
- Alternative Disclosures that can be made.

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NQBP Personnel will also be made aware of these issues via a communications and awareness strategy which will include a training program which will deal with these issues, to be done both at induction and on an annual basis.

This training will cover the following topics:

- identification of Wrongdoing;
- how to make a Disclosure under this Procedure;
- the support and protection afforded to disclosers; and
- how Disclosures will be managed.

NQBP Personnel who directly deal with Disclosures of Wrongdoing will also be given specialist training about Disclosures and the issues relating to their management.

12. 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. Policy 13 – Dealing with a complaint involving the NQBP Chief Executive Officer (*Crime and Corruption Act 2001*, s48A);
- d. Standard 2.01 - Code of Conduct;
- e. Risk Management Manual;
- f. Policy 3 – Human Resources Management;
- g. Procedure 3.08 – Grievance Resolution;
- h. *Public Interest Disclosure Act 2010 (Qld)*;
- i. *Corporations Act 2001 (Cth)*;
- j. *Crime and Corruption Act 2011 (Qld)*;
- k. *Government Owned Corporations Act 1993 (Qld)*;
- l. *Integrity Act 2010 (Qld)*;
- m. *Information Privacy Act 2009 (Qld)*;
- n. *Information Privacy Regulation 2009 (Qld)*;
- o. Australian Privacy Principles;
- p. *Privacy Act 1988 (Cth)*;
- q. Public Interest Disclosure Standard No. 1/2019- Public Interest Disclosure Management Program;
- r. Public Interest Disclosure Standard No. 2/2019- Assessing, Investigating and Dealing with Public Interest Disclosures;
- s. Public Interest Disclosure Standard No. 3/2019- Public Interest Disclosure Data Recording and Reporting;
- t. Regulatory Guide 270 "Whistleblower policies" as made by ASIC in November 2019.

13. Review Date

This Procedure should be reviewed by 30 June 2024.

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14. Definitions

Alternative Disclosure: means a disclosure other than a PID or a Protected Disclosure - see Section 4.2 of this Policy.

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.

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.

Crime and Corruption Act: means the *Crime and Corruption Act 2001* (Qld).

Detrimental Action: Includes, but is not limited to, any of the following, including threats of the following:

- (a) dismissal or cessation of employment, or changes in work conditions or position or alteration of their duties to their disadvantage;
- (b) discrimination;
- (c) injury or harm to a person or their property;
- (d) harassment, intimidation or psychological harm;
- (e) damage to property, reputation, business or financial position; and
- (f) any other action that can be perceived as retaliation for making a report.

Detrimental Action does not include Reasonable Management Action.

Disclosure: means a disclosure, where relevant, that is:

- (a) a PID under the PID Act;
- (b) a Protected Disclosure under the Corporations Act; or
- (c) an Alternative Disclosure.

Eligible Whistleblower: means a person who can make a Protected Disclosure under the Corporations Act - see Section 5.1(a) of this Policy.

Emergency Disclosure: has the same meaning as in s1317AAD(2) of the Corporations Act.

Eligible Recipient: see Section 5.4 of this Policy.

Natural Justice: Refers to the concept of fairness. What Natural Justice requires will depend on the circumstances but common examples of how it can be provided include actions such as:

- (a) Specifying to the relevant parties the allegations that have been made against them and providing them with any adverse material and information.
- (b) Giving each party the opportunity to adequately state their case.
- (c) Ensuring that decision/s are made in good faith, without bias.
- (d) Ensuring any decision/s made is supported by the facts or evidence in the matter.

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

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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.

PID: means a public interest disclosure under the PID Act - see Section 4.1 of this Policy.

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

Proper Authority: has the same meaning as in the PID Act.

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

Protected Disclosure Officers: see Section 5.4 of this Policy.

Reasonable Management Action: means action taken by a manager in relation to an employee, includes any of the following taken by the manager—

- (a) a reasonable appraisal of the employee's work performance;
- (b) a reasonable requirement that the employee undertake counselling;
- (c) a reasonable suspension of the employee from the employment workplace;
- (d) a reasonable disciplinary action;
- (e) a reasonable action to transfer or deploy the employee;
- (f) a reasonable action to end the employee's employment by way of redundancy or retrenchment;
- (g) a reasonable action in relation to an action mentioned in paragraphs (a) to (f);
- (h) a reasonable action in relation to the employee's failure to obtain a promotion, reclassification, transfer or benefit, or to retain a benefit, in relation to the employee's employment.

Reprisal: means causing, attempting to cause or conspiring to cause detriment to another person (including attempting to induce a person to cause a detriment) because (or in the belief that):

- a. the other person or someone else has made, or intends to make, a PID; or
- b. the other person or someone else is, has been or intends to be, involved in a proceeding under the PID Act against any person.

Subject Officer: means the person (e.g. NQBP Employee or NQBP officer) who is the subject of allegations of Wrongdoing made in a Disclosure.

Support Officer: is the contact point for an investigation - see Sections 7.3 and 8 of this Policy (usually from the HR Team).

Victimisation: means actual or threatened conduct that would cause Detrimental Action to a person who makes a Disclosure.

Wrongdoing: means conduct that may be the subject of a PID, Protected Disclosure or an Alternative Disclosure.

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