

UQ College (UQC)

Policy and Procedure

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Title:	Whistleblower Policy
Custodian:	CEO
Reviewer:	Senior Manager Corporate Services
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Audience:	All UQ College Staff UQ College Board Members
Associated Policies:	GM1.1.01 UQC Privacy Policy GM2.1.02 UQC Business Risk Management Policy
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1.0 Purpose

The purpose of the new whistleblower regime as provided for by the *Corporations Act 2001* (Cth) is to encourage individuals to report any potential wrongdoing in the corporate sector by enhancing the protections given to whistleblowers. One of the aims of the new regime is to encourage individuals to report wrongdoing by having in place a transparent whistleblowing policy, as this is key to good risk management and corporate governance.

UQ College Ltd (UQ College) is bound by the protections afforded to whistleblowers under the *Corporations Act*.

UQ College encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving any of its business, and has a whistleblower policy to ensure that any person who makes a report is aware of the protections afforded to them.

To ensure good corporate governance UQ Holdings Pty Ltd (UQH) has approved a version of this Policy both for itself and UQ College. The Board of the UQ College is responsible for the implementation and management of the policy. Ultimately, the University of Queensland's Integrity and Investigations Unit will have oversight of any reports made to ensure that any issues that may affect UQH or its Entities are addressed.

2.0 Objectives

The objectives of this policy are to:

- demonstrate the commitment of UQ College to protect individuals who disclose potential wrongdoing;
- encourage individuals to disclose wrongdoing;
- protect individuals who disclose wrongdoing;
- ensure that individuals who disclose wrongdoing are aware of the protections afforded to them;
- ensure that any disclosures of wrongdoing are dealt with appropriately and in a timely way;
- provide transparency as to the framework for receiving, handling and investigating disclosures of wrongdoing; and
- comply with obligations under the *Corporations Act*.

3.0 Who can make a disclosure under this Policy?

This policy applies to eligible whistleblowers who make or attempt to make protected disclosures, whether anonymously or not.

4.0 Disclosures covered by this Policy

4.1 What is a protected disclosure?

A protected disclosure is a disclosure of wrongdoing under this policy by an eligible whistleblower who has reasonable grounds to suspect the occurrence of wrongdoing.

4.2 Examples of wrongdoing

Examples of wrongdoing include:

- illegal conduct, such as theft, dealing in or use of illicit drugs, violence or threatened violence or criminal damage to property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;

- failure to comply with, or breach of, legal or regulatory requirements;
- unethical or improper conduct which raises significant implications for UQ College. This may include:
 - o serious and/or systematic breaches of policies;
- bullying or harassment;
- misuse of sensitive or confidential information; and
- unfair or unethical business behaviour or practices in dealing with an investor, customer, contractor or supplier (including a potential investor, customer, contractor, supplier) or their employees;
- conduct likely to damage UQ College's financial position or reputation;
- victimisation for making or proposing to make a disclosure under this policy;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace, or to public health or safety, or the environment (even where this does not constitute a breach of any law); and
- the deliberate concealment of any of the above conduct.

4.3 What is not wrongdoing?

- Wrongdoing does not generally include a personal work-related grievance. For a complaint about a personal work-related grievance, refer to the Complaints Handling and Appeals Policy.
- However, a personal work-related grievance or complaint may still qualify for protection under this policy if:
 - it includes information about wrongdoing, or forms part of a disclosure which also includes wrongdoing;
 - the disclosure is that the person has suffered, or has been threatened with, a detriment for making a disclosure of wrongdoing; or
 - an individual has made the disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower protections under the *Corporations Act*.

5.0 How to make a disclosure

5.1 Who can disclosures be made to?

- Eligible whistleblowers must make a disclosure directly to an eligible recipient referred to in this section to qualify for protection as a whistleblower under this policy and under Australian law.

5.2 How is a whistleblower disclosure made?

Eligible whistleblowers may disclose wrongdoing to one of the following eligible recipients:

Eligible recipient

For any disclosure – the Associate Director of the University of Queensland's Integrity and Investigations Unit

If the disclosure concerns UQ College or a UQ College employee (except for the Chief Executive Officer) – the Chief Executive Officer

Contact Details

Address: Level 2, Cumbrae-Stewart Building (72), The University of Queensland, St Lucia QLD 4072, Australia.

Telephone: +61 7 336 51366

Email (General Enquiries): iiu@uq.edu.au

hr@uqcollege.uq.edu.au

If the disclosure concerns the Chief Executive Officer of UQ College – a director or company secretary

PROCEDURE

Mr Rongyu Li, Chair of the Board – Email:

dvcee@uq.edu.au

Mr Jeremy Crowley, Director – Email

j.crowley@uq.edu.au

Professor Louise Hickson, Director – Email

l.hickson@uq.edu.au

Mr Greg Pringle, Director – Email:

gregory.pringle@icloud.com

Mr Justin Rofe, Company Secretary, email:

j.rofe@uq.edu.au

The Associate Director of the University of Queensland's Integrity and Investigations Unit will refer any disclosures received under this policy to the relevant WIO (CEO or Chair of the Board).

Alternatively, if a person does not wish to raise their concern via any of the above methods, a person may still qualify for protection as a whistleblower under Australian law if they:

- make a disclosure of wrongdoing to ASIC, APRA or any other recipient as identified in Section 13 below. Information on how to make a report to ASIC can be found at <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports>; or
- make a disclosure of information to an external legal practitioner for the purposes of obtaining legal advice or representation:
 - about concerns under this policy (even if the external legal practitioner conclude that a disclosure does not concern wrongdoing); or
 - regarding the operation of whistleblowing provisions under Australian law.

If a person requires additional information in relation to making a disclosure of wrongdoing, the matter may be discussed in confidence with the Whistleblower Protection Officer (**WPO**). In the event a person does not formally make a disclosure under this policy, UQ College may nevertheless be compelled to act on information provided if that information reasonably suggests wrongdoing has occurred or may occur.

5.3 Public interest disclosure and emergency disclosures

In limited circumstances, an eligible whistleblower may make a public interest disclosure or an emergency disclosure to a journalist or parliamentarian which qualifies for protection in accordance with Australian whistleblowing laws.

It is important to understand the criteria for making a disclosure in these circumstances, which includes, among other things:

- the discloser has first made the disclosure to ASIC, APRA or other Commonwealth prescribed body; and
- the discloser has provided written notice to that entity that they now intend to make a public interest or emergency disclosure in relation to this issue. In the case of public interest disclosures, at least 90 days must have passed since the original disclosure.

5.4 What information should be provided?

Whistleblowers should provide as much information as possible, including the details of the wrongdoing, people involved, dates, locations, and any other evidence or material which may be relevant.

A person must have reasonable grounds to believe that the information being disclosed is true, however, a person will still qualify for protection under this policy and under Australian law if the information provided turns out to be incorrect.

5.5 Anonymous reports

Whistleblowers are encouraged to provide their name when making a disclosure under this policy as it will assist in the investigation and the follow up of their disclosure. However, if a person does not want to reveal their identity they may make an anonymous disclosure under this policy, and may choose to remain anonymous over the course of any investigation and after the investigation is finalised.

Whistleblowers may remain anonymous when making a disclosure under this policy by:

- communicating through the WIO;
- using an anonymised email address; or
- adopting a pseudonym for the purpose of their disclosure.

If a person chooses to make an anonymous disclosure under this policy, any investigation will be conducted as best as possible in the circumstances.

If a whistleblower wishes to remain anonymous in making a disclosure of wrongdoing, they should, where possible, maintain ongoing communication with the recipient so that further information or clarification can be sought to assist in investigating and addressing the disclosure, and the whistleblower can be provided with feedback and updates regarding the progress of any investigation and outcomes. However, a whistleblower may refuse to answer questions that they feel could reveal their identity at any time during the investigation or at any other time.

Disclosures which are made anonymously will still be protected under this policy and under Australian law. However, a person may not be provided with the same level of practical support and protection if they do not provide their name.

6.0 How are disclosures handled and investigated?

6.1 Treatment of disclosures

All disclosures made under this policy will be treated sensitively and seriously, and will be dealt with fairly, objectively and as promptly as possible.

6.2 Initial assessment of the disclosure

Subject to the confidentiality requirements outlined in this policy, all disclosures of wrongdoing made pursuant to this policy must be referred to the WIO (or, where there is a conflict of interest involving the WIO, another appropriate person).

The WIO will assess the information provided and determine:

- whether the disclosure relates to wrongdoing and qualifies for protection under this policy; and
- whether an investigation is necessary or appropriate, taking into account whether sufficient information exists to allow the disclosure to be investigated.

6.3 Investigating a disclosure

Where the WIO is satisfied that an investigation should be conducted, the WIO will determine the appropriate investigation process, including:

- the nature and scope of the investigation;
- who will conduct the investigation (including whether an external investigator should be engaged);
- the nature of any technical, financial or legal advice that may be required; and
- the timeframe for the investigation (having regard to the nature and scope of the wrongdoing, the complexity of the issues and any other relevant factors).

An investigation may not be able to be undertaken in some circumstances, including if the whistleblower cannot be contacted to obtain necessary information to enable an investigation to proceed in a timely manner or where required, to obtain the consent of the whistleblower about for example, confidentiality, privacy or legal constraints.

6.4 Communication with the whistleblower

Where a disclosure of wrongdoing is made under this policy and the person is able to be contacted, the person will where practicable, be contacted by the WIO to acknowledge receipt of the disclosure within 3 business days.

In addition, where practicable, once the matter has been passed to the WIO, the person will be contacted within 14 business days to discuss next steps and during key stages in the process such as:

- when the investigation process has begun (or if no investigation is to be conducted, to advise the person of this);
- when the investigation is in progress,

provided that the person is able to be contacted and that the contact does not compromise their anonymity.

In some circumstances, there may be a requirement to refer an allegation of wrongdoing to the police or other agency (e.g. ASIC). In such circumstances, the person may not be able to be kept informed on the progress of a protected disclosure.

6.5 Fair treatment of employees

Any employee that is mentioned in or is the subject of a disclosure made under this policy will be treated fairly during the course of an investigation of wrongdoing.

Employees will have the opportunity to be informed of and respond to any report of wrongdoing made against them during the investigation.

6.6 Investigation findings

The principles of procedural fairness and natural justice will apply to the conduct of any investigation conducted under this policy.

Once the investigation is completed, the WIO will determine the recommended course of action (if any) that UQ College should take in response to the findings. Such action may include a disciplinary process (in accordance with principles of procedural fairness) or another form of escalation of the disclosure within or outside of UQ College such as a referral to the State police service.

The method of documenting and reporting the findings of any investigation will depend on the nature of the disclosure. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WIO will notify the whistleblower, and any employee who is the subject of a disclosure, of the outcome of the investigation. However, there may be circumstances where it is not appropriate to provide details of the outcome to the whistleblower or person the subject of a disclosure, for example, where any disciplinary processes are ongoing.

UQ College will ensure that, in accordance with this policy, publication of an investigation's findings will not breach the whistleblower's confidentiality.

7.0 Protections available

7.1 Eligibility for Protections

In order to be eligible for the protections under this policy, a person must:

- be an eligible whistleblower;
- make a disclosure of wrongdoing to an eligible recipient or as otherwise provided in accordance with the policy;
- have reasonable grounds to suspect that the information in the allegation is true or likely to be true;
- have not engaged in serious misconduct or illegal conduct in relation to the wrongdoing; and
- continue to comply with this policy.

The protections in this Policy apply not only to disclosures of wrongdoing made to eligible recipients, but also to:

- disclosures made to legal practitioners for the purpose of obtaining legal advice or representation regarding the operation of whistleblowing provisions under Australian law;
- disclosures to regulatory and other external bodies; and
- "public interest" and "emergency" disclosures that are made in accordance with the *Corporations Act*.

A person can still qualify for the protections under this policy even if their disclosure turns out to be incorrect or their legal practitioner has advised them that their disclosure is not wrongdoing.

7.2 Identity protection

If a person makes a protected disclosure, the recipient cannot disclose the whistleblower's identity, or information that is likely to lead to the whistleblower's identification, except:

- to ASIC, APRA, or a member of the Australian Federal Police;
- to a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblowing provisions of the Corporations Act;
- to a person or body prescribed by the Corporations Act regulations; or
- with their consent.

The information contained in a protected disclosure may be disclosed without the whistleblower's consent if the disclosure of this information is reasonably necessary to investigate the issues raised in the disclosure, provided that:

- the information does not include the whistleblower's identity; and
- all reasonable steps have been taken to reduce the risk that the whistleblower's identity will be revealed from the information provided.

It is unlawful for a person to identify a whistleblower, or disclose information that is likely to lead to the identification of the discloser, outside of the circumstances listed above.

UQ College will take all reasonable steps to reduce the risk that a whistleblower will be identified as a result of making a protected disclosure and to ensure their identity remains confidential throughout the investigation process. Measures that may be taken to protect a whistleblower's confidentiality include:

- ensuring that disclosures will be handled and investigated by qualified staff;
- redacting all personal information or reference to a whistleblower witnessing an event;
- using gender neutral terms when referring to a whistleblower;
- where possible, liaising with a whistleblower to identify any aspects of their disclosure that could inadvertently identify them;
- securely storing documents (whether electronic or paper) relating to disclosures;
- limiting access to information to those investigating the disclosure;
- restricting the number of people who may be made aware of a whistleblower's identity;
- implementing measures to prevent information about investigations of disclosures being sent to an email address or printer that can be accessed by other staff; and
- reminding those persons handling investigations of their confidentiality obligations.

The unauthorised disclosure of a whistleblower's identity, or information which may identify the whistleblower, may be regarded as a disciplinary matter to be dealt with in accordance with UQ College's disciplinary procedures and may also, in some circumstances, be a criminal and civil offence under the *Corporations Act*.

Any concerns regarding breach of confidentiality should be raised with the WIO. A person may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

7.3 Protection from detriment

A person must not cause, or threaten to cause, detriment to a person because they have made, may make, proposes to make or could make, a disclosure that qualifies for protection under this policy and Australian law.

UQ College is committed to making sure that whistleblowers are treated fairly and do not suffer detriment for making a protected disclosure under this policy. UQ College may take the following measures to ensure that whistleblowers who have made a protected disclosure are protected from detriment:

- implement processes for assessing risks of detriment, which will commence as soon as possible after receiving a disclosure;
- provide support services including counselling or other professional services;
- develop strategies to help whistleblowers minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or investigation;
- allow whistleblowers to perform duties in another location;
- reassign or relocate whistleblowers to another role at the same or substantially the same level;
- make modifications to whistleblowers' workplaces or the way they perform their duties;
- develop processes for ensuring that management is aware of their responsibilities to maintain the confidentiality of disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, whistleblowers;
- develop procedures for how whistleblowers can make a complaint if they believe they have suffered detriment and the actions we will take in response to such complaints;
- intervene where detrimental conduct has already occurred, including investigating and taking disciplinary action, allowing the whistleblower to take extended leave; or
- develop a career development plan for a whistleblower that includes new training and career opportunities, or other compensation or remedies.

UQ College will investigate any reports of detrimental action taken against a person who is eligible for protection under this policy. If proven, those who have engaged in such behaviour may be subject to disciplinary action and potential criminal and civil liability under the Corporations Act.

7.4 Whistleblower Protection Officer (WPO)

Where a person has made a protected disclosure, UQ College may appoint a WPO to support and help protect them. The Entity can only appoint a WPO where the person has agreed to share their identity with the WPO.

The role of the WPO is to:

- safeguard the interests of a whistleblower;
- assess the immediate welfare and protection needs of a whistleblower and, where the whistleblower is an employee, assist in providing the whistleblower with a supportive work environment; and
- respond as appropriate and necessary to any concerns or reports of victimisation or detriment by a whistleblower.

7.5 Other remedies and protections

There are a number of other legal protections where a person makes a disclosure which is protected under Australian whistleblowing laws including:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information a person provides is not admissible in evidence against that person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- protection from the following types of liability in relation to their disclosure:
 - civil liability (e.g. any legal action against a person for breach of an employment contract, duty of confidentiality or other contractual obligation);
 - criminal liability (e.g. attempted prosecution for unlawfully releasing information, or other use of a person's disclosure against them in a prosecution (other than for making a false disclosure)); or
 - administrative liability (e.g. disciplinary action for making the disclosure); and

- no contractual or other remedy may be enforced or exercised against the person based on the disclosure.

The protections do not grant whistleblowers immunity from the lawful consequences of any misconduct in which they were involved and that is revealed in the disclosure.

8.0 False disclosures

Any person who knowingly makes a false disclosure of wrongdoing, or who otherwise fails to act honestly with reasonable belief in respect of the disclosure, may be subject to disciplinary action, including dismissal (in the case of employees) or professional conduct sanction (in the case of members of professional bodies).

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false disclosure.

9.0 Record keeping and accountability

The Chief Executive Officer of UQ College is the officer responsible for:

- establishing and maintaining whistleblower management and operational processes described in this policy;
- generating and distributing the details of whistleblower management and operational processes to the WPOs and WIO;
- communicating this policy to UQ College's officers and employees; and
- otherwise ensuring maintenance and adherence to this policy.

The WIO will:

- establish and maintain a 'Whistleblower Register', which contains details of the protected disclosures received in accordance with this policy.
- coordinate and support the impartial investigation of protected disclosures;
- submit a half-yearly summary report to the Board of UQ Holdings, which whilst maintaining confidentiality, provides statistics of:
 - o the number of reports received, per quarter;
 - o for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
 - o for each report, the time taken to investigate it; and
 - o the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).
- periodically review the Whistleblower Register to ensure that proper processes are being followed.

10.0 Training and Information

The policy will be made available on line and can be accessed at: www.uqcollege.edu.au. All UQ College employees should receive regular training on this policy as part of the Entity's internal training program.

All employees who are recipients, WPOs or WIOs should receive training on their roles, obligations and responsibilities under this policy prior to any such appointment and at least annually thereafter.

11.0 Monitoring, Review and Assurance

The Chief Executive Officer of UQ College will conduct at least an annual review of the matters reported under this policy to enable identification and management of any emerging risks.

There may also be independent reviews undertaken from time to time by the University's Integrity and Investigations Unit or external auditors.

Where lawful this policy may be amended, ceased or replaced, by resolution of the Board of UQ College and notification of such change to the Secretary of UQ Holdings Pty Ltd.

12.0 Definitions

ASIC - Australian Securities Investments Commission

APRA - Australian Prudential Regulation Authority

Corporations Act - *Corporations Act 2001* (Cth)

detriment – means detriment such as:

- dismissal, discrimination, harassment or intimidation,
- altering a person's position in employment to their prejudice,
- altering an employee's position or duties to their disadvantage,
- physical or psychological harm; or
- damage to a person's property, reputation, business or financial position,

but does not include:

- administrative action that is reasonable for the purpose of protecting a person from detriment (eg moving a person who has made a protected disclosure from their immediate work area to another location where necessary to prevent detriment from occurring); or
- managing a person's unsatisfactory work performance, where the action is in line with the Entity's performance management framework.

eligible recipient – is any of the persons listed in section 5.2 of this policy.

eligible whistleblowers – a person who is or has been:

- an employee of UQ College;
- an officer of UQ College;
- an individual, or an employee of an individual, who has supplied goods or services to UQ College;
- associated individual of UQ College,.
- a spouse, relative or dependant of any of the people referred to above.

personal work-related grievance - grievances relating to the current or former employment of the person with UQ College which have implications for the person personally but do not have significant implications for UQ College, for example:

- an interpersonal conflict between the person and another employee;
- a decision relating to the engagement, transfer or promotion of the person;
- a decision relating to the terms and conditions of engagement of the person; and
- a decision to suspend or terminate the engagement of, or to otherwise discipline, the person.

protected disclosure – as set out in Section 4.1 of this policy.

related bodies corporate means 'related body corporate' as that term is defined in the *Corporations Act 2001*

wrongdoing – includes any of the following conduct in relation to UQ College (including its employees or officers):

- conduct which constitutes an improper state of affairs or circumstances;

- fraud, negligence, default, breach of trust and breach of duties under the *Corporations Act*;
- conduct which constitutes an offence against, or a contravention of:
 - the Corporations Act or an instrument made under it, or other financial sector laws enforced by ASIC or APRA; or
 - any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- conduct which represents a danger to the public or the financial system (even if the conduct does not involve a breach of a particular law); or
- the deliberate concealment of any the above conduct.

WIO – the Whistleblowing Investigation Officer. The current WIO is the Chief Executive Officer of UQ College (refer to Section 5.2)

WPO – the Whistleblowing Protection Officer. The current WPO is the Senior Manager, Corporate Services

13.0 Whistleblower protections under Australian law

A whistleblower who discloses specified information to certain people or organisations is protected by Australian law. Examples of this information and recipients are outlined in the following table:

Information reported or disclosed

Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to UQ College.

This includes information that UQ College or any officer or employee of UQ College has engaged in conduct that:

- contravenes or constitutes an offence against the following Commonwealth legislation: *Corporations Act*; *Australian Securities and Investments Commission Act 2001*; *Banking Act 1959*; *Financial Sector (Collection of Data) Act 2001*; *Insurance Act 1974*; *Life Insurance Act 1973*; *National Consumer Credit Protection Act 2009*; and *Superannuation Industry (Supervision) Act 1993*;
- represents a danger to the public or financial system;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

Note that personal work-related grievances are not protected disclosures under the law.

Information that may assist the Commissioner of Taxation to perform his or her functions under a taxation law in relation to the UQ College or a related body corporate.

Recipient of disclosed information

- A person listed in section 5.2 of this Policy;
- an auditor or member of an audit team conducting an audit of [entity] or a related body corporate;
- ASIC or APRA;
- a legal practitioner for the purpose of obtaining legal advice or legal representation regarding the operation of the whistleblowing provisions under the Corporations Act.

- Commissioner of Taxation

Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of UQ College or a related body corporate.

- An auditor, or a member of an audit team conducting an audit, of the Entity or a related body corporate.
- a registered tax agent or BAS agent who provides tax services or BAS services to the Entity or a related body corporate.
- A person listed in section 5.2 of this Policy.

Document History

Version	Summary of changes	Author	Action date
1.0	New Policy	CEO	21 August 2021