

Whistleblower Procedure

Introduction

In this Procedure, 'Herron Todd White' ('**HTW**') means Herron Todd White (Australia) Pty Ltd ACN 060 480 962 ('**HTWA**'), Herron Todd White (Consolidated) Pty Ltd ACN 120 359 417 ('**HTWC**'), each member of those entities and any other entities operating with the agreement or consent of HTWA under the Herron Todd White name and brand and their employees and contractors.

The Whistleblower Procedure applies to all members of HTW as well as HTW's employees, officers, contractors, suppliers and consultants.

The purpose of this Procedure is to set out the steps officers, employees, suppliers, contractors, consultants ('**Personnel**') or any other person who supplies services or goods to HTW should take to report any Reportable Conduct that they feel inappropriate or difficult to be reported through the normal channels of line management.

The *Corporations Act 2001* (Cth) (the '**Corporations Act**'), provides protection to a Whistleblower if they report a contravention or suspected contravention of that legislation to the Australian Securities and Investments Commission, HTWA/C's auditor, a Director, or other authorised person (listed in '**Who to Report To**') where:

- (a) they have reasonable grounds to suspect the disclosure indicates a contravention of the *Corporations Act*;
- (b) the disclosure is made in good faith; and
- (c) before making the disclosure, the individual provides their name to the person to whom they are disclosing the information.

Without the individual's consent, the person to whom the information is disclosed, cannot under law, disclose the information, or the individual's identity to any other person in HTW.

Reportable conduct includes any fraud, corrupt conduct, inappropriate behaviour or illegal activity involving HTW or its employees in any way. These concerns must have some reasonable foundation for being raised.

Examples of reportable conduct include, but are not limited to, the following:

- (a) fraud or corrupt behaviour;
- (b) inappropriate behaviour such as unsafe work practices or harassment;
- (c) a breach of the HTW policies, procedures and codes;
- (d) dishonest or corrupt behaviour, including soliciting, accepting, or offering a bribe, facilitation payments or other such benefits;
- (e) impeding internal or external audit processes;

Whistleblower Procedure

- (f) an activity that poses a substantial risk to the environment;
- (g) a serious impropriety;
- (h) conduct endangering health or safety; and
- (i) conduct that is potentially damaging to HTW, such as a substantial mismanagement of HTW's resources.

Accountability

Whistleblower - A Whistleblower is a director, manager, employee, contractor or student of HTW who wishes to report conduct they believe is in breach of our 'Code of Conduct' or in breach of the law and where the individual perceives a need to avail themselves of protection against reprisal for having made the report. A Whistleblower may or may not elect to remain anonymous.

A person considering making a whistleblower report is obliged to act in good faith and have reasonable grounds for believing the disclosure is reportable conduct.

Whistleblower Governance Officer - Any report of reportable conduct can be made to a Whistleblower Governance Officer. Whistleblower Governance Officers have been appointed by the Boards of HTWA and HTWC, and have responsibility to conduct sufficient inquiry to be satisfied that:

- (a) each report of reportable conduct referred to them is appropriately inquired into and/or investigated by a qualified internal or external investigator;
- (b) action taken in response to the investigation is appropriate to the circumstances; and
- (c) retaliatory action has not been taken against the person who made the report/disclosure.

Investigation Officer - An Investigation Officer is responsible for conducting investigations into reports received from a Whistleblower to determine whether there is evidence in support of the matters raised. The Investigation Officer will use reasonable endeavours to follow best practice in investigations and be fair and independent of the business entity or location concerned, the Whistleblower or any person being the subject of the reportable conduct. All investigations are to be conducted in line with the [Investigations & Actions Policy](#) (Blue Book People Manual). It may be appropriate at times for two Investigation Officers to be appointed to conduct an investigation.

Finance, Audit and Risk Management Committee (FARM Committee) – The FARM Committee's duties are defined under the [Finance, Audit and Risk Management Committee Terms of Reference](#).

Procedure

Making a report

A Whistleblower who is aware of any Reportable Conduct is encouraged to report it to any of the Whistleblower Governance Officers (internal or external). The names and contact details are outlined below. Reports to Whistleblower Governance Officers can be made via email or phone.

Whistleblower Procedure

Internal Whistleblower Governance Officers:

Position to Report To	Contact Person	Contact Number	Email
Chief Executive Officer	Gary Brinkworth	07 3319 4400	gary.brinkworth@htw.com.au
General Manager, People & Governance	Debra Mair	0402 409 718	debra.mair@htw.com.au
Head of Legal and Company Secretary	Denise Kerr	0426828911	denise.kerr@htw.com.au

External Whistleblower Governance Officers:

Position to Report To	Contact Person	Contact Number	Email
HTWA/C Non-Executive Director and Board Chair	Sheena Wilson	0419 221 729	sheenaewilson@gmail.com

If an employee has a reportable grievance under the [Employee Complaints & Grievances Policy](#) or [Discrimination, Harassment and Bullying Prevention Policy](#), then reports of grievance are to be made under the terms of those. HTW is unable to offer anonymity in relation to such grievances because, for procedural fairness, the person/s reported about must be given an opportunity to present his or her version of the circumstances. Protection is provided under the Whistleblower Policy for employees making the report, if the employee is witness to an incident and the employee reports concerns to management.

Investigations of Reportable Conduct

Following receipt of a report, the Whistleblower Governance Officer who received the report will:

- (a) provide an acknowledgement that the Whistleblower's report has been received, within two (2) business days of receipt of the report; and
- (b) appoint two Investigation Officers.

Two Investigation Officers are to be appointed jointly and work collectively. Investigations will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the report and the amount of information provided. For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation.

The Investigation Officers must ensure that:

- (a) all reports are investigated promptly and appropriately. The investigation will be conducted in accordance with the principles of fairness and natural justice.
- (b) a written report is prepared (and retained) on completion of the investigation.
- (c) where any breach of conduct is uncovered following the investigation, the Investigation Officer/s will apply the guidelines of the [Code of Conduct](#) and [Warnings and Disciplinary Procedure](#).

Whistleblower Procedure

Reporting to FARM Committee

The process of reporting to the FARM Committee is as follows:

- (a) the Whistleblower Governance Officer and Investigating Officers shall report directly to the FARM Committee immediately upon receipt of reportable conduct.
- (b) after considering the investigation report, the FARM Committee will determine the appropriate response to a report made under this Procedure.
- (c) the FARM Committee will use the reports provided under this Procedure to monitor and review regularly the effectiveness of the Whistleblower Protection Policy and this Procedure.

Notification of investigation outcome to the Whistleblower

The notification process for investigation outcomes to a Whistleblower is as follows:

- (a) the Whistleblower Governance Officer will ensure the Whistleblower is notified of the outcome of the investigation, subject to the considerations of confidentiality and privacy under the HTW Privacy Policy and legal professional privilege of those against whom the allegations are made.
- (b) notification will only be provided after the Whistleblower has agreed in writing to maintain confidentiality in relation to any information provided to him or her in relation to the report of reportable conduct.

Confidentiality

Whistleblowers must maintain their duties of confidentiality regarding company information of HTW and must not disclose confidential information of HTW to persons outside the company (unless where required legally to do so).

The Whistleblower Governance Officer and Investigation Officers must ensure that information received from a Whistleblower is held in the strictest confidence, and will only be disclosed where legally required to do so.

HTW will ensure that all records relating to a report of reportable conduct are stored securely.

Protected disclosure

HTW is committed to ensuring that any individual is not disadvantaged in any way from validly raising concerns about reportable conduct.

HTW will act in the best interest of the Whistleblower to protect them from any victimisation, adverse action or intimidation. A Whistleblower will not be dismissed from their employment with HTW,

Whistleblower Procedure

demoted or otherwise disadvantaged, due to the disclosure of reportable conduct, provided the disclosure is made in good faith.

If the Whistleblower feels:

- (a) that reprisals have been taken, the individual can appeal to the Chief Executive Officer or through any one of the members of the HTWA/C Board.
- (b) concerned for their safety, he or she may request leave of absence or a temporary change of workplace. Such requests will be given appropriate consideration.

A Whistleblower will not be protected under this Policy if:

- (a) the Whistleblower is involved in reportable conduct, to the extent of the reasonable consequences flowing from their involvement;
- (b) the Whistleblower knowingly makes a false report regarding reportable conduct; or
- (c) the Whistleblower breaches their duty of confidentiality.

Commitment to protecting Whistleblowers

All reportable conduct will be treated as confidential, and HTW will not disclose, without the consent of the Whistleblower:

- (a) any information provided by the Whistleblower; or
- (b) the Whistleblower's identity, or any information that could lead to the Whistleblower's identity being revealed. HTW reserves the right however, to disclose:
 - the information reported by this person; and/or information that may lead to the identification of this person; and/or
 - the Whistleblower's identity, or any information that could lead to the Whistleblower's identity being revealed, where:
 - (i) the disclosure is required by law;
 - (ii) the alleged unacceptable conduct relates to a contravention or possible contravention of the *Corporations Act* (by reporting the alleged unacceptable conduct the person making the complaint is deemed to have given consent to the disclosure within the meaning of Section 1317AAE of the *Corporations Act* (as amended));
 - (iii) the disclosure is necessary to prevent or lessen a serious threat to a person's health and safety; or it is necessary to protect or enforce legal rights or interest or to defend any claims.

Penalties for breaches

Whistleblower Procedure

Where an officer, director, employee, contractor, or student of HTW breaches the Whistleblower Protection Policy or this Procedure, this will be considered a breach of the Code of Conduct and dealt with as such.

Related Documents

- (a) Whistleblower Policy;
- (b) Code of Conduct;
- (c) Discrimination, Harassment and Bullying Prevention Policy;
- (d) Employee Complaints & Grievances Policy;
- (e) Misconduct Policy;
- (f) Investigations & Actions Policy;
- (g) FARM Committee Terms of Reference;
- (h) *Corporations Act 2001* (Cth).

Document Control

This procedure will be reviewed annually from the date of the revision or as appropriate changes are required due to legislative or other changes impacting the arrangement.

Title:	Whistleblower Procedure
Document Approver:	HTWA Legal
Functional Owner:	Denise Kerr, Head of Legal & Company Secretary
Version:	1.1
Release:	30 January 2020
Last Reviewed:	30 May 2024
Review Frequency:	Bi-annually