

Policy: Whistleblower

Introduction

At Spinal Life Australia Ltd (SLA) we are guided by our values. These values are the foundation of how we behave and interact with each other, our members, customers, suppliers, shareholders, and other stakeholders. Together our values reflect the priorities of SLA and provide guidance in decision making.

The Code of Conduct and other policies have been developed to align with the values to ensure that the highest standards of fair dealing, honesty and integrity are observed in SLA's conduct.

The Whistleblower Policy (the policy) has been adopted to ensure workers can raise concerns regarding any serious wrongdoing (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

Purpose

This policy aims to:

- encourage workers to report an issue if they genuinely and reasonably believe someone has engaged in serious wrongdoing;
- outline how SLA will deal with all reports of serious wrongdoing; and
- set out the avenues available to workers to report serious wrongdoing to SLA.

More information about a worker's rights and obligations when making a Whistleblower report (a report) can be found on the Australian Securities and Investments Commission (ASIC) website.

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

Definitions

Whistleblowing is any matter that constitutes a '*reportable matter*' as defined by the *Whistleblower Policy* unless the reportable matter is covered by another SLA policy which can include:

- Employee Grievances
- Client or Member feedback including complaints
- Any exercising of rights under the terms of contract by contractors and suppliers.

A *disclosure* is made when a *reportable matter* is reported by a *whistleblower* to an *eligible recipient*.

An *eligible recipient* is

- a *worker* of SLA who has been authorised to receive a *disclosure*;
- a third-party provider authorised by SLA to receive and assess disclosures on behalf of SLA;
- a *worker* of SLA who holds a senior leadership role.

Workers are defined as the Board of Directors (BOD), Board Committees, the Chief Executive Officer (CEO), executive officers, senior managers, managers, supervisors, employees and volunteers.

Who does this Policy apply to?

This policy applies to all entities within or providing services to SLA (workers) who thinks they are a Whistleblower and genuinely have a good faith belief that there is wrongdoing occurring within SLA:

Matters that should be reported

Any matter that a worker genuinely and reasonably believes is in breach of SLA's policies or the law should be reported in accordance with this policy. Issues related to human resources and industrial relations are managed under separate policies and may be excluded from the operation of this policy.

Reportable matters include any conduct which involves allegations of:

- dishonest behaviour;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical behaviour, including anything that would breach SLA's Code of Conduct;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to SLA's operations or activities;
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment; or
- any other conduct which may cause loss to SLA or be otherwise detrimental to the interests of SLA.

Responsibility to report

SLA relies on its workers to help maintain and grow the culture of honest and ethical behaviour and will not tolerate conduct that should be reported under this policy.

It is expected that any worker who becomes aware of such conduct will make a report.

Protection of Whistleblowers

A worker making a report in good faith in accordance with this policy will not be discriminated against or disadvantaged in their employment or engagement with SLA, even if the report is subsequently determined to be incorrect or not substantiated.

All reasonable steps will be taken to ensure that the worker will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report, however, this policy will not protect a worker if they are also involved in or connected to the improper conduct or illegal activities that are being reported.

It is unlawful and a criminal offence to victimize a worker who has made a protected disclosure. SLA will not tolerate such unlawful conduct and will use all reasonable means to prevent such unlawful conduct from occurring.

Anonymous Reporting and Reporting Generally

A report can be made anonymously however, it may be difficult for SLA to properly investigate anonymous reports. If authorities take further legal action on the reported matter, it may become necessary for the worker to identify themselves.

If a worker wishes to benefit from statutory protections provided to whistleblowers (for example, under the Corporations Act 2001), they must disclose their name. In these instances, SLA will continue to ensure that the worker is protected from retaliation.

SLA will engage the services of an authorised third party which will facilitate the transparent management of any internal whistleblowing reports via dedicated email, telephone or online submissions.

Reports can also be directed to external agencies, such as the Australian Security and Investments Commission (ASIC) using the link below:

<https://asic.gov.au/report-misconduct>

Reporting – Reasonable Grounds

A report may have serious consequences, including potential damage to the career prospects and reputation of individuals who are the subject of allegations of wrongdoing. Therefore, it is very important that those who make a report under this policy do so, with reasonable grounds for believing that the information is correct or likely to be correct.

Reasonable grounds means: that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

SLA takes very seriously all reports made under this policy and looks particularly unfavourably on any unreasonably false reports or claims. Disciplinary action may be taken against any worker who makes a report that is made maliciously.

A report will not be considered to have been made reasonably on reasonable grounds if it is determined that it is frivolous, raised for a malicious reason or ulterior motive, or if it is not based on facts and / or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered as unreasonably made.

Resources

SLA's Board of Directors, through the Audit Finance and Risk (AFR) Committee, governs and is responsible for the ultimate decision-making power regarding reports and investigations under this policy.

The Whistleblower Protection Officer (WPO)

SLA has appointed a Whistleblower Protection Officer (WPO) who will safeguard the interests of workers making reports under this policy and will ensure the integrity of the reporting mechanism.

The current WPO is the Chief Human Resource Officer (CHRO). Eligible reports under this policy will be directed to the WPO by SLA's third-party provider.

The WPO will review the report and refer any reports for investigation to the Whistleblower Investigation Officer (WIO).

The WPO reports directly to the Chief Executive Officer (CEO). The WPO also has access to independent advisers as and when required.

The Whistleblower Investigations Officer (WIO)

SLA has also appointed a Whistleblower Investigations Officer (WIO) who will carry out or supervise the investigation of reports made under this policy.

The current WIO is the Feedback & Compliance Manager (F&CM).

The WPO and WIO act independently of each other and the responsibilities of these roles do not reside with the same person.

Making a report

In all instances workers are encouraged to discuss their concerns with SLA's third-party provider in the first instance.

If a worker would prefer discuss the topic internally first, then the worker can discuss their concerns with one of the following:

- CHRO

- F&CM
- A trusted member of the Executive Management Team
- The Chief Executive Officer
- The Chair of the Audit, Finance and Risk Committee

If in any doubt, a worker is encouraged to make use of SLA's third-party reporting process.

Internal and external procedures for workers wishing to make a report are outlined in the *Whistleblowing – Reporting and Investigating Procedure*.

Investigating a report

The WIO will investigate a report when requested by the WPO or the third-party provider. All submitted whistleblower reports must be investigated.

During the course of the investigation, a worker may be asked to consent for the WPO or WIO to disclose certain details of a report to ensure that the matter/s raised may be thoroughly investigated.

When the WIO deems necessary an external investigator may be used to conduct an investigation, either in conjunction with the WIO or independently.

All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation.

To avoid jeopardising an investigation, when making a complaint you must maintain confidentiality regarding any such complaint or report, subject only to the limitations imposed by the Corporations Act 2001. By way of illustration, the obligation to maintain confidentiality does not prohibit you from:

- Making a disclosure directly to ASIC or such other authorised external agency;
- Making a public interest disclosure; or
- Making an emergency disclosure to a journalist.

Prior to making a disclosure you can find out more information about your rights and obligations here:

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing>

Investigation feedback

The WIO will ensure that the Whistleblower will be kept informed of the progress and outcomes of the investigation (if the identity of the person making the report is known), provided it does not breach privacy and confidentiality requirements.

Upon conclusion of the investigation, a formal investigation report will be prepared by the WIO and presented to the CEO or Chair of the Audit, Finance and Risk Committee (whichever appropriate).

Reports to other bodies

In certain circumstances a worker may have a legal obligation to make a report to a statutory body or government department.

A worker should ensure that they comply with all such reporting requirements. The WPO can assist a worker in determining whether any such obligation exists.

Further information on requirements for making a report to either a statutory body or government department can be found below.

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing>

Breach of this Policy

Any breach of this policy will be taken seriously and may result in counselling and / or disciplinary action, up to and including summary dismissal.

Workers are reminded that victimization of a Whistleblower is a criminal offence, unlawful and will not be tolerated.

General

It is a condition of any employment or engagement by SLA that all workers will comply with this policy. However, this policy does not form part of any agreement between an individual and SLA, nor does it constitute a terms and condition of individuals' employment or engagement with SLA.

Review of the policy

This policy will be reviewed every three years or at such other times as considered necessary by the Governance Committee to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of the organisation.

This policy may be amended, withdrawn or replaced from time to time at the sole discretion of SLA.