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WHISTLEBLOWER POLICY

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Department:	Governance
Owner:	General Counsel
Approved By:	CEO
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Related Policies and Procedures:	
Applicability	Australia and New Zealand

INTRODUCTION

The College is committed to fostering a culture of ethical behaviour and good corporate governance including complying with all applicable laws and practices.

This Whistleblowing Policy (the **Policy**) is directed towards ensuring that the College has a culture that promotes openness and complies with its obligations under certain laws, including the Corporations Act 2001 (Cth) and the Protected Disclosures Act 2000 (NZ), that concern handling reports made by Workplace Participants and the protection of eligible Workplace Participants.

The College promotes openness, integrity and accountability and encourages the disclosure of matters involving:

- misconduct;
- an improper state of affairs or circumstances; or
- a breach of any law,
relating to the College.

This Policy has been put in place to explain what a Workplace Participant can do if they become aware of any Improper Conduct by a director, officer, employee, fellow or trainee of the College. This Policy also describes the procedures the College will follow when a report is made under this Policy.

PURPOSE

The purpose of this Policy is to:

- ensure individuals who disclose Improper Conduct can do so safely, securely and with confidence that they will be protected and supported;
- encourage the reporting of matters that may cause harm to individuals or the College;
- encourage the reporting of matters that may damage the College's reputation;
- deter individuals from engaging in conduct that may cause harm to other individuals or the College or that may damage the College's reputation;
- enable the College to deal with reports from Workplace Participants in a timely fashion and in a way that will protect the identity of the Workplace Participant as far as possible and provide for the secure storage of the information provided;
- provide appropriate, transparent procedures for receiving, handling and investigating reports;

- establish policies for protecting Workplace Participants against reprisal by any person internal or external to the College; and
- help to ensure the College maintains the highest standards of ethical behaviour and integrity.

This Policy helps the College comply with its legal obligations concerning the protection of Whistleblowers under the Whistleblower Regime and is a key part of the College's overall risk management and corporate governance framework. To the extent of any inconsistency, this Policy is subordinate to the Whistleblower Regime.

WHO DOES THIS POLICY APPLY TO?

This Policy applies to Workplace Participants who disclose a matter covered by this Policy, or that is otherwise protected by the Whistleblower Regime, to an Eligible Recipient.

WHAT IS THE ROLE OF THE BOARD?

The Board is responsible for periodically reviewing and updating this Policy to ensure that the College meets its obligations under the Whistleblower Regime. The Board is also responsible for appointing the WPO and monitoring overall compliance with the Policy. The Board may draw on such internal and external resources as it deems necessary or desirable to discharge this responsibility.

The Board acknowledges the importance of ensuring that matters within the scope of this Policy are dealt with in accordance with the Policy, the principles of procedural fairness and the overriding obligations imposed by applicable law. The Board, together with each individual director, will take all reasonable steps to assist the WPO (and the General Counsel) to discharge their duties under this Policy.

If a dispute arises in connection with this Policy, the Board (absent any director who is conflicted in respect of the dispute) will resolve that dispute in a manner consistent with this Policy, the principles of procedural fairness and the overriding obligations imposed by applicable law. The Board may draw on such internal and external resources as it deems necessary or desirable to discharge this responsibility.

WHAT MATTERS ARE COVERED BY THIS POLICY?

Any matter that a Workplace Participant, who is acting in good faith and has reasonable grounds to believe, is Improper Conduct is covered by the Policy.

Disclosure of any information that a Workplace Participant has reasonable grounds to suspect amounts to misconduct or an improper state of affairs or circumstances is covered by this Policy.

Disclosure of information that a Workplace Participant has reasonable grounds to suspect indicates that the College or an officer or employee of the College has engaged in conduct that contravenes, or amounts to an offence against, certain laws is covered by this Policy.¹

In this Policy, any disclosure that is described by the previous three paragraphs and is made to an Eligible Recipient, or is otherwise protected by the Whistleblower Regime, is referred to as a **"Protected Disclosure"**.

One of the purposes of this Policy is to encourage reporting of conduct that is properly the subject of a Protected Disclosure. It is not necessary for a Workplace Participant to have all of the details of that conduct before making a Protected Disclosure.

¹ See **Schedule 1** to this Policy for a full list of these laws and a description of relevant conduct.

Deliberate false reporting will not be tolerated by the College. Deliberate false reporting will be taken seriously by the College and may be the subject of a separate investigation and/or disciplinary action.

WHAT IS NOT COVERED UNDER THIS POLICY?

Personal work-related grievances are not covered under this Policy. These matters, described below, should be reported to your manager or Human Resources representative in accordance with the Grievance Procedure.

A “Personal work-related grievance” is a grievance about any matter in relation to an employee’s employment, or former employment, having (or tending to have) implications for the employee personally but that does not have any other significant implications for the College and is not otherwise covered by this Policy. These matters include:

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

A personal work-related grievance does **not** include:

- any conduct that would be considered victimisation of an employee because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for the College.

TO WHOM CAN I REPORT A MATTER?

If a Workplace Participant becomes aware of any Improper Conduct they may raise their concerns through one of the following channels:

- to the College’s Whistleblower Protection Officers (**WPO**) by:
 - emailing wpo@racp.edu.au; or
 - by mail to the following address:
Attn: Whistleblower Protection Officer
C/- Royal Australasian College of Physicians
145 Macquarie Street
Sydney, New South Wales, 2000
Australia
- to the following individuals:
 - a director or company secretary of the College;
 - an auditor, or a member of an audit team, conducting an audit of the College or its subsidiaries (whether internal or external);(the WPO and each person named above, an **Eligible Recipient**)
- to a legal practitioner that a Workplace Participant has engaged for the purposes of obtaining legal advice or legal representation in relation to the operation of the Whistleblower Regime; or
- anonymously via the process set out below.

Workplace Participants who would prefer to raise any concerns regarding any alleged improper state of affairs or conduct anonymously can contact the WPO's via:

- email to wpo@racp.edu.au; or
- mail to the following address:

Attn: Whistleblower Protection Officer
C/- Royal Australasian College of Physicians 145
Macquarie Street
Sydney, New South Wales, 2000
Australia

The College acknowledges that there may be issues of such sensitivity that a Workplace Participant may not feel comfortable raising them internally. Individuals who prefer to access external avenues for reporting their complaints can contact:

The KPMG FairCall service which allows disclosures to be made to the KPMG team 24/7 through three different channels.

1. Telephone*

Australia 1800 500 965

New Zealand 0800 100 526

*Outside of business hours, disclosers may elect to have their call answered by KPMG South Africa, or they may leave a voicemail with KPMG Australia for a call back service

2. FairCall website

<https://www.kpmgfaircall.kpmg.com.au/RACP>

3. FairCall post

The FairCall Manager

KPMG Forensic

PO Box H67

Australia Square

Sydney NSW 1213

Individuals who prefer to access to other external avenues for reporting their complaints can contact:

- the Australian Securities and Investments Commission (**ASIC**); or
- the Australian Prudential Regulation Authority (**APRA**).

The College strictly prohibits all forms of actual or threatened conduct that could cause a detriment to a Workplace Participant who elects make any such reports.

WHAT IS THE ROLE OF THE WHISTLEBLOWER PROTECTION OFFICER?

The WPO is an officer, senior manager or employee appointed to support and provide protection to a Workplace Participant according to this Policy. The WPO will provide mentoring and other support to a Workplace Participant deemed necessary by the WPO.

Workplace Participants can contact the WPO to obtain accurate and confidential advice about the following without making any disclosure:

- how this Policy works;
- what this Policy covers; and
- how a disclosure made under this Policy will be handled.

The WPO is responsible for keeping the Workplace Participant informed of the progress and outcomes of any inquiry or investigation into their Protected Disclosure, subject to considerations of privacy of those in respect of whom a disclosure has been made. The WPO has direct access to independent external advisers, including legal advisers and may seek their advice as and when the WPO deems necessary.

The WPO is also responsible for ensuring that Workplace Participants do not suffer detriment as a result of making a Protected Disclosure. If you make a Protected Disclosure and you believe that you have suffered detriment as a result, you should contact the WPO to discuss the detriment you have suffered.

The College's WPO is currently the Legal Counsel.

INVESTIGATION: WHAT HAPPENS AFTER A PROTECTED DISCLOSURE IS MADE?

Upon receipt of Protected Disclosure, the person who received the report will provide it to the WPO, provided the WPO is not the subject of the report and is not otherwise conflicted. If the WPO is the subject of the report or is otherwise conflicted, the report will be provided to the General Counsel of the College.

The WPO may, in their discretion, conduct an investigation and may take whatever investigative, disciplinary or other action he or she deems appropriate.

The WPO or General Counsel, as appropriate, may, in their reasonable discretion, decide not to

commence an investigation if, for example, a report, concern or complaint:

- contains only unspecified or broad allegations of wrongdoing without appropriate factual support; and
- is a disagreement between two parties which does not constitute a Protected Disclosure.

The WPO, or General Counsel, as appropriate, has the authority to obtain assistance from the College's management or retain separate outside legal or accounting expertise as deemed necessary, or desirable, in order to conduct the investigation or assess whether an investigation is warranted.

All reports of alleged or suspected wrongdoing made under this Policy will be properly assessed, and if appropriate, inquired into or independently investigated - with an objective of gathering evidence relating to the claims made by the Workplace Participant. That evidence may substantiate or refute the claims made.

If the WPO or General Counsel, as appropriate, determines that an investigation in respect of the Protected Disclosure is warranted the WPO or General Counsel, as appropriate, will determine:

- the nature and scope of the investigation;
- the person(s) within and/or outside the College that should lead the investigation;
- the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the timeframe for the investigation.

All investigations will be conducted in accordance with the overarching principles of procedural fairness and natural justice. This fairness will be extended to the Workplace Participant and any person the subject of the Protected Disclosure.

This will include disclosing the subject matter of the Protected Disclosure to the subject of the Protected Disclosure, subject always to confidentiality obligations imposed by the Whistleblower Regime.

All College employees are required to assist with any investigation into the Protected Disclosure to the maximum extent possible.

Any investigation will be conducted as quickly and reasonably as practicable and will be kept confidential to the maximum extent possible and in all cases as required by law. To the extent permitted by law and unless conflicted, the College's CEO and General Counsel will be advised that a Protected Disclosure has been received and kept apprised of progress with the investigation.

Once completed the WPO or General Counsel, as appropriate, will submit a report to the CEO (and if not conflicted, to the General Counsel if the General Counsel has not been responsible for preparing the report). If the CEO is the subject of the report, or is otherwise conflicted, then the WPO, or General Counsel, as appropriate, will provide the report to the President of the College. The report is to contain the results of the investigation including any recommended actions or remedies. The CEO or President may present the report to the Board absent any director who is conflicted in respect of the report.

Depending on the seriousness of the matter, the report may be provided to the police or other regulatory authority as considered appropriate and subject always to the College's obligations under the Whistleblower Regime.

WILL I GET FEEDBACK?

The Workplace Participant will receive feedback on the progress of the investigation and any action taken in relation to a Protected Disclosure wherever possible, subject always to the

College's obligations under the Whistleblower Regime and any other applicable laws.

PROTECTION: WHAT PROTECTIONS DOES A WORKPLACE PARTICIPANT HAVE?

A Workplace Participant should feel free to make a Protected Disclosure and know that if they do so, they will be protected against any retributive actions.

The College will not tolerate retaliation or discrimination of any kind by or on behalf of the College, its officers, employees, members or contractors against any Workplace Participant making a complaint of, or assisting in the investigation of, any violation of laws, rules, or regulations or the College's policies.

A Workplace Participant will not be subject to any civil, criminal or disciplinary action for making a Protected Disclosure, or for participating in any subsequent investigation by the College.

The College strictly prohibits all forms of actual or threatened conduct that could cause a detriment to a Workplace Participant as a result of making a Protected Disclosure, including:

- termination or adverse alteration of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation or property; or
- any other conduct that constitutes retaliation.

The Whistleblower Regime allows Workplace Participants to seek compensation and other remedies through the courts if they:

- suffer loss, damage or injury because of a Disclosure; and
- the College failed to prevent a person from causing that loss, damage or injury.

If you think that you may have suffered detriment in the manner and for the reasons described in the previous paragraph, you should seek independent legal advice.

CONFIDENTIALITY: WILL MY IDENTITY BE KEPT CONFIDENTIAL?

All information received from a Workplace Participant will be treated confidentially and sensitively. Information about a Workplace Participant's identity and information that is likely to lead to the identification of the Workplace Participant will be kept confidential unless:

- the Workplace Participant consents to its release;
- the College discloses the report to:
 - ASIC;
 - APRA; or
 - a member of the Australian Federal Police;
- the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the Whistleblower Regime; or
- the disclosure is otherwise required or authorised by the Whistleblower Regime.

It is illegal for a person to identify a Workplace Participant or disclose information that is likely to lead to the identification of a Workplace Participant outside of the circumstances described in the previous paragraph.

Unauthorised disclosure of information relating to a disclosure that could prejudice confidentiality and identify a Workplace Participant will be regarded seriously and may result in disciplinary action.

A Workplace Participant may complain about breaches of confidentiality to:

- the WPO; or
- ASIC; or

If you make a complaint to the WPO, and the WPO is not involved in the investigation of the Protected Disclosure, your complaint will be investigated by the WPO. If the WPO is involved in the investigation of the Protected Disclosure, your complaint will be investigated by the General Counsel. If the General Counsel is involved in the investigation of the Protected Disclosure, your complaint will be referred to independent legal advisors.

HOW WILL THE COLLEGE ENSURE CONFIDENTIALITY?

The College is committed to ensuring that all Protected Disclosures are treated in the strictest confidence. To ensure that this occurs, the College will do the following in respect of all Protected Disclosures and any materials connected with those Protected Disclosures:

- all paper and electronic documents and other materials relating to Protected Disclosures will be stored securely;
- all information relating to a Protected Disclosure will be accessible only by those directly involved in managing and investigating the Protected Disclosure;
- only a restricted number of people who are directly involved in handling and investigating a Protected Disclosure will be made aware of a Workplace Participant's identity or information that is likely to lead to the identification of the Workplace Participant;
- communications and documents relating to the investigation of a Protected Disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- each person who is involved in handling and investigating a Protected Disclosure will be reminded that they must keep the identity of the Workplace Participant and the Protected Disclosure itself confidential and that unauthorised disclosure of a Workplace Participant's identity may be a criminal offence

BREACH OF THE POLICY

Any breach of this Policy will be taken seriously by the College and may be the subject of a separate investigation and/or disciplinary action. An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

TRAINING

The College will, at least annually, provide all new and current Board members with training on the Policy and the procedure for responding to and managing any new whistleblower reports or code of conduct complaints received under the Policy.

Training on this Policy will also be provided at least annually to officers, senior managers and employees of the College to ensure they understand the requirements of the Policy, their rights and obligations in connection with it and the procedure for responding to and managing any new whistleblower reports or code of conduct complaints received under the Policy.

The WPO, together with the General Counsel, are responsible for the design and delivery of this training. The WPO and General Counsel may draw on such internal and external resources as they deem necessary or desirable to discharge this responsibility.

POLICY REVIEW

This Policy will be reviewed by the Board at least every two years or whenever there is a material change in the relevant legislation or ASIC guidance to ensure that it remains current and effective, meets best practice standards and the needs of the College. Any recommended changes must be approved by the Board.

LEGISLATION

This Policy is drafted in accordance with part 9.4AAA of the Corporations Act 2001 (Cth), the Protected Disclosures Act 2000 (NZ) and the Privacy Act 1993 (NZ).

AVAILABILITY OF THE POLICY

This Policy will be made available on the College's intranet and external website. A copy may also be obtained from the WPO via email wpo@racp.edu.au. A copy of this Policy will be provided to all new employees of the College as part of their initial induction training.

AUTHORISATION

Approved by the Board on 23 October 2019

DEFINITIONS

Term	Means
"Board"	the Board of Directors of the College.
"College"	The Royal Australasian College of Physicians, ACN 000 039 047, an incorporated body limited by guarantee.
"College Body"	<ul style="list-style-type: none"> a) the council of each Division or Faculty of the College; b) the Committee of each Chapter formed within a Division or Faculty; c) each Board Committee; d) each Committee, sub-committee, working group, expert advisory group or other sub-group formed under the auspices of any of the above, whether or not limited in time or purpose.
"College Group" or "Group"	the Board and any College Body.
"Eligible Recipient"	has the meaning given to that term in the section headed "TO WHOM CAN I REPORT A MATTER?"
"Improper Conduct"	<p>"Improper Conduct" includes conduct that:</p> <ul style="list-style-type: none"> a) breaches law, regulation or an obligation under a contract; b) is illegal, fraudulent, dishonest, corrupt or unethical; c) involves an unlawful, corrupt or irregular use of the College's funds; d) is dishonest or fraudulent, including offering or accepting a bribe; e) perverts the course of justice; f) has the potential to damage the College's reputation; g) involves engaging in or threatening to engage in detrimental conduct against a Workplace Participant who has made or is suspected of making a Protected Disclosure or a person who is or is suspected to be planning to make a Protected Disclosure; h) is oppressive, discriminatory, or grossly negligent; i) involves unsafe work practices; j) is bullying; k) involves intentional communication of incorrect information to public bodies; l) involves intentional suppression, destruction or manipulation of information relating to any of the above; m) any other conduct which may cause financial or non-financial loss to the College or may otherwise be detrimental to the interests or reputation of the College; n) a decision or impending decision which is likely to result in any of the above; or o) any attempt to conceal any of the above conduct.
"Member"	a member of the Board or a College Body.

Term	Means
“Protected Disclosure”	has the meaning given to that term in the section headed “WHAT MATTERS ARE COVERED BY THIS POLICY?”
“Whistleblower Regime”	the provisions of any applicable legislation.
“Workplace Participant”	<p>current and former:</p> <ul style="list-style-type: none"> a) members (fellows and trainees); b) employees of the College; c) officers of the College (which includes Directors and the Secretary); d) individuals who are associates of the College; e) contractors (including employees of contractors); f) suppliers (including employees of suppliers); g) consultants; h) volunteers; i) relatives of the people referred to in paragraphs (a) to (h); and j) dependants of the people referred to in paragraphs (a) to (h), including such an individual’s spouse. <p>“Workplace Participants” has a corresponding plural meaning.</p>

SCHEDULE 1

The laws referred to under the heading “WHAT MATTERS ARE COVERED BY THIS POLICY?” are:

- i. the *Corporations Act 2001* (Cth);
- ii. the *Australian Securities and Investments Commission Act 2001* (Cth);
- iii. the *Banking Act 1959* (Cth);
- iv. the *Financial Sector (Collection of Data) Act 2001* (Cth);
- v. the *Insurance Act 1973* (Cth);
- vi. the *Life Insurance Act 1995* (Cth);
- vii. the *National Consumer Credit Protection Act 2009* (Cth);
- viii. the *Superannuation Industry (Supervision) Act 1993* (Cth); and
- ix. an instrument made under an Act referred to in any of subparagraphs (i) to (viii).

The conduct referred to under the heading “WHAT MATTERS ARE COVERED BY THIS POLICY?” is:

- i. conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- ii. conduct that represents a danger to the public or the financial system.

HISTORY

Item	Amendment	Date
1.	Initial approval.	23 December 2019
2.	Review by RSM (Internal Auditor)	15 March 2022
3.	WPO update to include independent hotline service provider	24 June 2022
4.		
5.		
6.		
7.		
8.		