

Whistleblower Policy

GIDGET FOUNDATION AUSTRALIA

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Attachment 1

Protections provided by law

Whistleblower Policy

1 What is the purpose of this policy?

- (a) **Gidget Foundation Australia (Foundation)** is committed to providing a safe and supportive workplace and to carrying out its activities honestly, with integrity and accountability.
- (b) The purpose of this policy is to:
 - (1) encourage people to speak up if they become aware of potential misconduct;
 - (2) help deter wrongdoing, in line with the Foundation's governance framework;
 - (3) provide transparency around the entity's framework for receiving, handling and investigating disclosures;
 - (4) support the Foundation's values and Code of Conduct; and
 - (5) promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.
- (c) This policy sets out:
 - (1) who can make a disclosure;
 - (2) what disclosures can be reported under this policy;
 - (3) what protections are available to whistleblowers; and
 - (4) how to make a disclosure and how the Foundation will respond.
- (d) This policy supports the early detection of misconduct and ensures whistleblowers are protected in accordance with the *Corporations Act 2001* (Cth) (Part 9.4AAA).

2 Who can be a whistleblower?

- (a) The following people are eligible to make a disclosure under this policy:
 - (1) current and former employees and officers;
 - (2) volunteers, students and trainees;
 - (3) contractors or suppliers (whether paid or unpaid), including employees of contractors or suppliers; and
 - (4) associates,
 of the Foundation or its related bodies corporate.
- (b) Whistleblowers may also be relatives, spouses or dependents of the people listed above.

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3 What reports of wrongdoing will be protected?

3.1 Reportable Wrongdoing

Protections will apply to a whistleblower reporting serious misconduct, or an improper or illegal state of affairs or circumstances, in relation to the Foundation (or a related body corporate of the Foundation) – a **Reportable Wrongdoing** can include, but is not limited to, conduct that:

- (a) is dishonest, unethical or fraudulent;
- (b) is illegal;
- (c) is corrupt;
- (d) a bribe;
- (e) endangers health and safety;
- (f) may be damaging, or harmful to, the environment;
- (g) makes unauthorised use of the Foundation's confidential information;
- (h) breaches legal or regulatory requirements;
- (i) is likely to damage the Foundation's financial position or reputation;
- (j) presents a significant risk to public safety;
- (k) shows systemic governance failures;
- (l) is detrimental against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure; and
- (m) conceals any Reportable Wrongdoing.

Disclosable matters include conduct that may not involve a contravention of a particular law.

3.2 Personal work-related grievances

- (a) Reports of personal work-related grievances generally do not amount to a Reportable Wrongdoing.
- (b) Personal work-related grievances are those that relate to your current or former employment with the Foundation that might have implications for you personally, but do not have other significant implications for the Foundation or relate to any Reportable Wrongdoing. For example:
 - (1) interpersonal conflicts;
 - (2) decisions about promotions;
 - (3) decisions that do not involve a breach of workplace laws;
 - (4) terms or conditions of employment.
- (c) However, reports of personal work-related grievances may be legally protected in some circumstances, such as where they include:
 - (1) information about a Reportable Wrongdoing;

- (2) an allegation that the Foundation has broken employment laws which are punishable by imprisonment for 12 months or more, or acted in a way that is a threat to public safety; or
- (3) victimisation or harassment due to whistleblowing.
- (d) GFA encourages you to resolve personal work-related grievances by raising them with the Chief Executive Officer, or with the Chairperson if the matter relates to the Chief Executive Officer.

4 How do you report a Reportable Wrongdoing?

4.1 What to report

Provide as much information as possible about the events related to the Reportable Wrongdoing, including:

- (a) date;
- (b) time;
- (c) location;
- (d) people involved;
- (e) possible witnesses to the events; and
- (f) any other information or supporting documents that may be relevant.

4.2 Who to report to

- (a) You can report Reportable Wrongdoing internally to any of the **Eligible Recipients** listed in the table below. The report can be made verbally or in writing.

Recipient Name	Contact details
Rachael Javes (Whistleblower Officer – Primary)	Email: whistleblower@gidgetfoundation.org.au Phone: 0406 209 920 Postal: Attn: Whistleblower Officer 34A McLaren St North Sydney NSW 2060, Australia
Arabella Gibson (Whistleblower Officer – Secondary)	Email: whistleblower@gidgetfoundation.org.au Phone: 0412 906 157 Postal: Attn: Whistleblower Officer 34A McLaren St North Sydney NSW 2060, Australia
Nicola Amys (Company Secretary)	Email: companysecretary@gidgetfoundation.org.au Postal: Attn: Company Secretary 34A McLaren St North Sydney NSW 2060, Australia

Recipient Name
Contact details

Jarrold Bowditch (Chairperson)

Email: chairperson@gidgetfoundation.org.au

If your concern relates to senior executives, or any Recipient named in this Policy, you are encouraged to contact the Chairperson.

Postal: **Attn: Chairperson**
34A McLaren St
North Sydney NSW 2060, Australia

- (b) Eligible Recipients will ensure the report is taken seriously by the Foundation, and that proper follow-up occurs.
- (c) Eligible Recipients will also ensure you are supported and protected as set out in section 5.
- (d) We encourage you to report to an Eligible Recipient in the first instance, as it means the Foundation can address any Reportable Wrongdoing as soon as possible. However, there are certain other people to whom you can report and still receive the protections described in this policy, who are listed in Attachment 1.
- (e) Whistleblower protections under the *Corporations Act 2001* (Cth) do not extend to reports made solely to the Australian Charities and Not-for-profits Commission (**ACNC**).
- (f) If you do not wish to report the matter internally, you can make an external report of Reportable Wrongdoing to the Australian Securities and Investments Commission (**ASIC**), or another external person listed in Attachment 1.

4.3 Anonymous reporting

- (a) You can make an anonymous report if you do not want to reveal your identity, but we encourage you to provide your name because it will make it easier for the Foundation to address your report and communicate with you. However, you are not required to provide your name.
- (b) If you do not provide your name, the Foundation will assess your report in the same way as if you had revealed your identity. However, please be aware that an investigation may not be possible where insufficient information is provided, and it may be difficult to offer the same level of practical support or protect you if the Foundation does not know your name.
- (c) If you make your report through an anonymised email address, the Foundation may communicate with you through that email address. Other measures which may be applied to protect your identity are set out in section 5.3.
- (d) If you make an anonymous report, you can choose to remain anonymous over the course of the investigation and after the investigation is finalised.

5 How will you be protected?

5.1 Who is protected?

- (a) You will have certain protections under this policy if you:
- (1) know of, or have reasonable grounds to suspect Reportable Wrongdoing; and
 - (2) report that Reportable Wrongdoing to an Eligible Recipient listed in 4.2(a) or to an external person listed in Attachment 1.
- (b) You will still qualify for protection even if the information turns out to be incorrect, or you were mistaken, provided you had reasonable grounds to suspect the Reportable Wrongdoing was true. However, if you knowingly make a false report, you may be subject to disciplinary action, including termination of employment or engagement.

5.2 What is protected?

If you are protected under this policy (as defined in 5.1), the Foundation will:

- (a) protect your identity; and
- (b) take reasonable precautions to protect you from harm or disadvantage in connection with the disclosure.

5.3 Identity protection

- (a) The Foundation will look to protect the identity of whistleblowers or information that is likely to lead to their identification. Your identity (and information likely to identify you) will only be shared by the Foundation if:
- (1) you consent in writing to the disclosure of your identity;
 - (2) it is to ASIC or the Australian Federal Police;
 - (3) it is allowed or required by law (for example, disclosure to a legal practitioner for the purpose of obtaining advice relating to the law on whistleblowing); and/or
 - (4) in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.
- (b) Subject to your consent, measures which the Foundation may adopt to protect your identity may include some or all of the following, as appropriate in the circumstances:
- (1) using a pseudonym in place of your name;
 - (2) redacting personal information or references to you;
 - (3) referring to you in a gender-neutral context;
 - (4) where possible, consulting with you to help identify the aspects of your disclosure that could inadvertently identify you;
 - (5) ensuring paper and electronic documents and other materials relating to your disclosure are stored securely;

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- (6) limiting access to all information relating to a disclosure to those directly involved in managing and investigating the report;
 - (7) only disclosing your identity or information that is likely to lead to your identification to a restricted number of people who are directly involved in handling and investigating the disclosure; and/or
 - (8) reminding each person who is involved in handling and investigating a disclosure about the confidentiality requirements, including the consequences of an unauthorised disclosure.
- (c) If your report qualifies for legal protection as set out in Attachment 1, your identity and information that is likely to lead to another person identifying you has the benefit of these protections at law. If a person makes an unauthorised disclosure of your identity, the person may breach the law, and you may be able to seek legal recourse. In some circumstances, this may also be a criminal offence.

5.4 Protections against unfavourable treatment

- (a) No person may victimise or cause detriment to someone else (or threaten to do so) because of a belief that person has, will, or could report a Reportable Wrongdoing. Examples of unfavourable treatment include:
- (1) dismissal, demotion, bias or disciplinary action;
 - (2) causing harm or injury, including psychological harm;
 - (3) bullying, discrimination, harassment, threats or intimidation;
 - (4) damage or threats to property, business, financial position or reputation; and
 - (5) revealing your identity without your consent, or contrary to law.
- (b) The Foundation does not tolerate this type of behaviour. You should tell an Eligible Recipient if you or someone else is being, or has been, subject to unfavourable treatment or detrimental conduct in connection with the reporting of Reportable Wrongdoing. Any person involved in unfavourable treatment or detrimental conduct will be subject to disciplinary action including, but not limited to, termination of employment or engagement.
- (c) If your report qualifies for legal protection as set out in Attachment 1, you are legally protected from detriment. If a person causes detriment or victimises you, or threatens to do so, the person may breach the law, and you may be able to seek legal recourse. In some circumstances, this may also be a criminal offence.

5.5 Other protections

- (a) The Foundation is committed to making sure that you are treated fairly and do not suffer detriment because you report wrongdoing. The protections offered will depend on things such as the Reportable Wrongdoing and people involved. Protections may include the following, at the Foundation's discretion and as appropriate in the circumstances:
- (1) monitoring and managing the behaviour of other employees;
 - (2) relocating employees (which may include the people alleged to have been involved in the Reportable Wrongdoing) to a different group or office;

- (3) offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
 - (4) offering a discloser who is a current or former employee additional support, (such as counselling or other support services); and/or
 - (5) rectifying any detriment that you have suffered.
- (b) The Foundation will look for ways to support all people who make a report under this policy, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this policy cannot be applied to non-employees (for example, because the Foundation cannot itself offer flexible working arrangements to a supplier), the Foundation will still seek to offer as much support as practicable.
- (c) In addition, if your report qualifies for legal protection as set out in Attachment 1, you may have additional protections as outlined in Attachment 1.

6 How will the Foundation investigate reports of Reportable Wrongdoing?

6.1 Investigation process

- (a) The Foundation will treat all reports made under this policy sensitively and seriously, and will deal with them promptly, fairly and objectively.
- (b) The Foundation's response to a report will vary depending on the nature of the report and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.
- (c) The following steps will apply:
 - (1) The Foundation will assess a report as soon as practicable after it has been made to the Eligible Recipient to determine if it is Reportable Wrongdoing.
 - (2) The Foundation will undertake a conflict of interest assessment for all investigators.
 - (3) The Foundation can appoint external investigators if appropriate.
 - (4) The Eligible Recipient will endeavour to contact a discloser within 3 business days of receiving their disclosure and provide regular updates on the status of the matter, where appropriate.
 - (5) If the Foundation determines that the information disclosed does not amount to Reportable Wrongdoing, you will be, if practicable, informed of that decision. This will not be possible where the report was made anonymously, and no contact details were provided when making the report.
 - (6) Investigations will be conducted fairly, objectively, independently and in a timely manner. While timeframes will vary depending on the particular investigation, the Foundation will endeavour to commence investigations within 10 business days and conclude investigations within 7-weeks of commencing the investigation.

- (7) The Foundation will notify the person against whom an allegation has been made and that person will have an opportunity to respond, unless there is a restriction or reasonable basis preventing the Foundation from notifying that person (e.g. public safety concerns).
 - (8) The Foundation will conduct investigations regarding the nature of the allegation and the rights of the people involved in the investigation. The Foundation recognises the importance of balancing the rights of the whistleblower against the rights of people against whom an allegation has been made.
 - (9) The Foundation will ensure that, provided the report was not made anonymously, the whistleblower is kept informed of the outcomes of the investigation (to the extent permitted by law). This is subject to the privacy concerns of those against whom allegations have been made. If the report was made anonymously, the Foundation will keep the whistleblower informed where appropriate and if contact details were provided when making the report.
 - (10) If the whistleblower is not an employee of the Foundation, the whistleblower will be kept informed of the investigative outcome after agreeing in writing to maintain confidentiality in relation to any information provided to them regarding the disclosure made by them.
- (d) If you are not satisfied with the outcome of an investigation, you may request a review of it by the Foundation. If you request a review of the investigation, the Foundation will consider your request. However, the Foundation is not obliged to reopen an investigation if it concludes that:
- (1) the investigation was conducted properly; or
 - (2) new information is either not available or would not change the findings of the investigation.

6.2 Post investigation

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of the Foundation. The outcome of any investigation will be reported to the Board in accordance with section 6.3 below.

The formal report recording the results of an investigation will not be provided to a whistleblower or any other person subject to, or implicated in an investigation.

Where an investigation identifies a breach of the Foundation's Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person(s) involved in any misconduct.

6.3 Reporting

The Board will receive a summary of reports made under this policy at each Board meeting.

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7 Further information

- (a) This policy is available on our website and will be provided to each employee during their induction.
- (b) This policy should be read in conjunction with:
 - (1) Code of Conduct; and
 - (2) Complaints Policy
 - (3) Risk Management Framework
 - (4) Privacy Policy
- (c) This policy does not form part of any terms of employment or engagement and may be amended by the Foundation from time to time.

7.2 Record Keeping

The Foundation will:

- (a) maintain secure and restricted records of disclosures;
- (b) store records in compliance with privacy laws;
- (c) de-identify reports where possible; and
- (d) retain records in accordance with legal obligations.

7.3 Training

The Foundation will provide mandatory training for the Eligible Recipients.

7.4 Key Legislative Framework

- (a) *Corporations Act 2001 (Cth) – Part 9.4AAA (Whistleblower Protections)*
- (b) *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019*
- (c) *ASIC Regulatory Guide 270 (Whistleblower policies)*

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Attachment 1

Protections provided by law

1 Additional legislative protections

Under Australian law, including the *Corporations Act 2001* (Cth) (the **Act**), legislative protections for whistleblowers are available to certain persons (including current and former employees, volunteers, officers, contractors, suppliers, employees of suppliers, associates, as well as these people's relatives and dependants) who make a 'protected disclosure' to certain people.

You are encouraged to make a disclosure under this Whistleblower Policy, however, the law offers protections in other cases (for example, you can report potential misconduct to people other than Eligible Recipients listed in the Policy). If you make a 'protected disclosure' under the law that does not comply with the Policy, you will still be entitled to the legal protections. A disclosure can qualify for protection under the *Act* even if it is made anonymously or turns out to be incorrect.

Please contact the Whistleblower Officer if you would like more information about making a disclosure.

2 Protected disclosures

To be a 'protected disclosure' qualifying for protection under the *Act*, the disclosure must relate to a 'disclosable matter' and be made to an 'eligible recipient' under the *Act*. A matter that is disclosed under the Policy, but which does not meet these criteria will not qualify for protection under the *Act*. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
General disclosable matters - Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Foundation or a related body corporate - Information that the Foundation or a related body corporate, or any officer or employee of the Foundation or a related body corporate, has engaged in conduct that: - contravenes or constitutes an offence against certain legislation (e.g. the <i>Act</i>); or	Recipients for any general disclosable matters - A person authorised by the Foundation to receive protected disclosures – i.e. Eligible Recipients under the Policy (see section 4.2) - An officer or senior manager of the Foundation or a related body corporate - An auditor, or a member of an audit team conducting an audit, of the Foundation or a related body corporate - An actuary of the Foundation or a related body corporate

Information reported or disclosed	Recipient of disclosed information
- represents a danger to the public or the financial system; or - 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, except as noted below	- ASIC, APRA or another Commonwealth body prescribed by regulation - A legal practitioner for the purposes of obtaining legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter) - Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public interest or emergency disclosure before doing so
Tax-related disclosable matters Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Foundation or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Foundation or an associate	Recipients for any tax-related disclosable matters - A person authorised by the Foundation to receive reports of tax-related disclosable matters - An auditor, or a member of an audit team conducting an audit, of the Foundation - A registered tax agent or BAS agent who provides tax services or BAS services to the Foundation - A director, secretary or senior manager of the Foundation - An employee or officer of the Foundation who has functions or duties that relate to the tax affairs of the Foundation - A legal practitioner for the purpose of obtaining legal advice or legal representation
Further tax-related information Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Foundation or an associate	Recipients for any further tax-related information - Commissioner of Taxation - A legal practitioner for the purpose of obtaining legal advice or legal representation

Personal work-related grievances

Legal protection for disclosures about personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering reporting a wrongdoing; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that does not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws; or
- concerns conduct or alleged conduct that represents a danger to the public or financial systems; or
- concerns conduct or alleged conduct prescribed by the regulations.

3 Specific protections and remedies

In addition to the protections outlined at section 5 of the Policy, other legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;
- exemplary damages; and
- any other order the court thinks appropriate.

You are also protected from the following in relation to a protected disclosure you make:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution - other than for making a false disclosure); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, you will not have immunity for any misconduct you have engaged in that is revealed in a disclosure.

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