

1. OVERVIEW

Sexual Health Victoria (SHV) is committed to the highest standards of legal, ethical behaviour, compliance, and fostering a culture of good governance.

At SHV, we are guided by our Code of Conduct, policies and organisational values, which are the foundation of how we conduct ourselves and interact with each other, our clients, members, and other stakeholders. Our commitment is actioned through strong corporate compliance practices and an ethical organisational culture with the highest standards of fair dealing, honesty and integrity embedded in our business activities.

The Whistleblower policy is supported by a suite of policies, protocols and procedures that promote a culture of honesty and ethical behaviour at SHV.

Whistleblowers are provided with protections under legislation and this policy assists in the disclosure of unethical, illegal or any other Reportable Conduct. SHV encourages any person to report in good faith any instances of suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving SHV's business. SHV provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.

SHV does not tolerate any corrupt, unethical, or illegal conduct by its staff. SHV does not condone victimisation of someone who has or intends to report such conduct.

This policy also provides guidance on how to report, to whom to report and the process of investigation following a report.

This policy is available to persons outside the organization via the SHV website.

SHV may invite staff to undertake training and ongoing education sessions regarding the application of this policy. Employees are required to complete Whistleblower training (on the internal training system) within the first week of commencement, and every two years thereafter.

2. PURPOSE

The purpose of this Policy is to:

- Address any concern(s) raised regarding any misconduct or improper state of affairs or circumstances in relation to SHV's business and to manage these effectively, securely, appropriately, and in accordance with the *Corporations Act 2001* (Cth) (the **Corporations Act**).
- Provide a framework for effectively reporting and investigating Reportable Conduct
- Assist and support staff, enabling them to be confident about reporting Reportable Conduct in good faith and let them know that they are protected against any reprisals
- Afford natural justice to anyone who is the subject of a report
- Provide an alternative avenue for reporting matters that may cause loss or reputational damage to SHV, and
- Help SHV maintain the highest standards of ethical behaviour and integrity.

3. SCOPE

This Policy applies to all SHV staff including employees, Board and Board committee members, members, contractors (including auditors), volunteers, suppliers or other associates of SHV. Elements of this policy may also apply to a relative, dependent, spouse or dependent of a spouse of any of the above.

4. DEFINITIONS

Eligible Recipient: to qualify for protection, the Whistleblower must make their disclosure to an Eligible Recipient. For the purposes of this policy, an Eligible Recipient are those listed in the Making a Disclosure section.

Reportable Conduct is conduct that in the view of the Whistleblower acting in good faith is:

- a breach of laws or regulations
- corrupt, fraudulent, unethical or dishonest
- illegal activity (including theft)
- serious misconduct or serious violation of the Code of Conduct or SHV Policy
- impeding internal or external audit processes
- improper behaviour relating to accounting, internal controls or administrative matters
- oppressive or grossly negligence or mismanagement
- practices endangering people or the environment or that are detrimental to SHV's reputation.

Whistleblowing is the disclosure by (or for) a witness, of actual or suspected Reportable Conduct at SHV such as fraud, corruption, illegal activities, gross mismanagement or any other serious wrongdoing.

Whistleblower: a person covered by the scope of this policy who reports Reportable Conduct in accordance with this Policy (whether anonymously or not).

Whistleblower Protection Officer: An SHV employee or director authorised to investigate a disclosure of Reportable Conduct.

5. REPORTABLE CONDUCT

You may make a report or disclosure under this Policy if you have reasonable grounds to believe that an employee, Board or Board Committee member, member, contractor, volunteer, supplier or any other person who has business dealings with SHV has engaged in Reportable Conduct.

Any disclosures that do not fall within the definition of Reportable Conduct, will not qualify for protection under the Corporations Act or this Policy. It will be at the SHV's discretion whether it considers there is a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under the Corporations Act.

SHV also believes that deliberate false reporting is counterproductive to the purposes of this Policy and discourages all malicious or vexatious reporting.

For the avoidance of doubt, Reportable Conduct does not include employment or 'work-related grievances', which are managed through SHV's suite of human resources and employment policies and practices accessible via the SHV Intranet. Such matters do not qualify for protection under the Corporations Act or this Policy.

Work-related grievances include, but are not limited to:

- an interpersonal conflict between the discloser and another employee
- a decision that does not involve a breach of workplace laws
- a decision about the engagement, transfer or promotion of the discloser
- a decision about the terms and conditions of the discloser, or
- a decision to suspect or terminate the engagement of the discloser, or otherwise to discipline the discloser.

6. MAKING A DISCLOSURE

If someone becomes aware of any Reportable Conduct, it is expected that they will make a disclosure under this Policy. To qualify for protection, disclosures must be made to the Eligible Recipients contained in this section.

6.1 Internal Reporting

You may disclose a Reportable Conduct internally directly to any one of the following Eligible Recipients:

- Your Direct Manager, or
- Any one of the following Whistleblower Officers at SHV:
 - Chief Executive Officer
 - Any member of the Executive Team
 - Company Secretary.

Disclosures may be in writing, via email, phone or in person.

You are encouraged to contact the above Whistleblower Protection Officers to obtain any additional information you may require before making a disclosure or for any other clarification regarding this policy.

If you are unable to use any of the above reporting channels, a disclosure can be made to an Eligible Recipient within SHV including:

- Board of Directors (Chair of the Board if the disclosure relates to the CEO – Chair can be contacted via EA-CEO).
- Auditor in an audit team conducting an audit of SHV.

6.2 External Reporting

Where you do not feel comfortable making an internal report, or where you have made an internal report, but no action has been taken in a reasonable time (90 days), you may choose to disclose Reportable Conduct to SHV's external auditor or an Eligible Recipient, such as the Australian Securities and Investments Commission (**ASIC**).

ASIC is responsible for regulating the whistleblower protection regime. They can receive and consider reports about misconduct and breaches of the law and can investigate concerns where appropriate and within their regulatory responsibilities. They can investigate allegations of threats related to a disclosure or where confidentiality of a reporter has been breached.

A report can be made to ASIC online or in writing.

Registered charities and not-for-profits can choose to report fraud or criminal activity disclosures to the ACNC for investigation.

ASIC is an Eligible Recipient, whereas the ACNC is not an Eligible Recipient. ASIC may ask you to also report to the ACNC if the disclosure is regarding SHV as a registered charity.

To be covered by the protections available under the Corporations Act or as outlined in this Policy, you must ensure you have reported your concerns to an Eligible Recipient in the first instance.

You may wish to discuss your concerns with a legal practitioner to obtain legal advice or representation from a legal practitioner. You will be covered by the protections outlined in this policy if you have reported your concerns to a legal practitioner.

6.3 Anonymity

You may make a disclosure anonymously; however, it may be more difficult to properly investigate matters reported anonymously. SHV encourages you to share your identity when making a disclosure, however you are not required to do so.

Anonymous disclosures can be made via the “Feedback” boxes located outside the Staff Tearooms at both the Box Hill and Melbourne offices.

6.4 Public Interest and Emergency Disclosure

In some cases, individuals making a disclosure may make a public interest or emergency disclosure where the conduct or wrongdoing may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary. It is strongly recommended that you contact an independent legal adviser prior to making any public interest or emergency disclosure.

A public interest and emergency disclosure can only be made to:

- a journalist, defined to mean a person engaged in the profession or practice of reporting, recording, photographing, videoing, editing, producing, publishing, broadcasting or otherwise disseminating news and current affairs material that is in the public interest, and is guided by an ethical framework; or
- a Member of the Parliament of the Commonwealth or of a State or Territory Parliament.

You may only make a ‘public interest disclosure’ if:

- you have previously disclosed the information to ASIC
- at least 90 days has passed since the previous disclosure was made
- you have reasonable grounds to believe that action is not being taken to address the matters which you have disclosed
- you have reasonable grounds to believe that making a further disclosure to a journalist or member of parliament would be in the public interest
- you have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making a public interest disclosure, and
- the extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct, an improper state of affairs or circumstances, or a breach of the law.

You may only make an ‘emergency disclosure’ if:

- you have previously disclosed the information to ASIC
- you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment

- you have given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that you intend on making an emergency disclosure, and
- the extent of information disclosed is no greater than is necessary to inform the recipient of the substantial and imminent danger.

7. INVESTIGATION

SHV will investigate matters reported under this Policy as soon as practicable. The Whistleblower Protection Officer will investigate the matter and may appoint an internal or external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner. Reasonable efforts will be made to preserve confidentiality during the investigation.

If you have chosen to remain anonymous, your identity will not be disclosed to the investigator or to any other person and SHV will conduct the investigation based on the information provided.

If the report is not anonymous, the Whistleblower Protection Officer or investigator will contact you to discuss the investigation process and any other matters that are relevant to the investigation. Where possible, the Whistleblower Protection Officer will provide you with feedback on the progress and expected timeframes of the investigation.

The person(s) against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable reasons for not doing so).

The Whistleblower Protection Officer may inform you and/or a person against whom allegations have been made of the findings, where permitted by law. Any report will remain the property of SHV and will only be shared with you or any person(s) against whom the allegations have been made if SHV deems appropriate or required to by law.

8. ROLES AND RESPONSIBILITIES

Any person reporting conduct is required to do so in good faith.

Internal Eligible Recipients, including the Whistleblower Protection Officer, receiving the report will safeguard the person's interests and ensure the integrity of the reporting mechanism.

8.1 Protection from detrimental acts or omissions

A Whistleblower will be protected from detrimental conduct from SHV.

8.2 What is detrimental conduct?

In this Policy, the term 'detriment' includes, but is not limited to:

- dismissal of an employee
- injury of an employee in their employment
- alteration of an employee's position or duties to their disadvantage
- discrimination between an employee and other employees of the same employer
- harassment or intimidation of a person

- harm or injury to a person, including psychological harm
- damage to a person's property
- damage to a person's reputation
- damage to a person's business or financial position, or
- any other damage to a person.

8.3 Measures to protect Whistleblowers from detriment

SHV will pursue a range of measures to protect Whistleblowers from detriment, which may include (for example) the following:

- ***Assessment of risk of detriment***

As soon as possible after receiving a disclosure, the Whistleblower Protection Officer will assess the risk of detriment against the Whistleblower and other persons (e.g. other staff who might be suspected to have made a disclosure).

- ***Provision of support services***

SHV will provide support services to eligible staff, including as contemplated by item 11 of this Policy.

- ***Actions for protecting Whistleblowers from detriment***

SHV will take steps to protect a Whistleblower from risk of detriment, e.g., SHV may allow a Whistleblower to perform their duties from another location, reassign the person to another role at the same level, make other modifications to their workplace or the way they perform their work duties, or reassign or relocate other staff involved in the disclosable matter.

- ***Understanding of responsibilities***

All communications with any discloser and investigations will be confidential, and the board, management, and the relevant Whistleblower Protection Officer will be made aware of their responsibilities to maintain the confidentiality, the risks of isolation or harassment, how to manage conflicts, and how to ensure fairness when managing the performance of, or taking other management action relating to, a Whistleblower.

- ***Management of Complaints from Whistleblower on detriment***

If a Whistleblower believes they have suffered detriment, then they may write to the Whistleblower Protection Officer, which will be investigated as a separate matter.

9. RECORDS

SHV will keep a record of the disclosure and investigation for 7 years in digital form in a confidential folder accessible by the Chief Executive Officer and the Company Secretary. Where the current Chief Executive Officer or Company Secretary are party to a disclosure, the Eligible Recipient will be responsible for managing the confidentiality and archiving of the digital file.

10. SUPPORT

Any employee who makes a disclosure under this policy, or is implicated as a result of a disclosure that is made, may access the SHV's Employee Assistance Program (**EAP**). This is a free and

confidential counselling service. The EAP is also available to members of the employee's immediate family.

Where appropriate, SHV may also appoint an independent support person to deal with any ongoing concerns you may have.

11. OTHER MATTERS

Any breach of this policy will be taken seriously and may result in disciplinary action, up to and including termination of employment.

In so far as this policy imposes any obligations on the SHV, those obligations are not contractual and do not give rise to any contractual rights. To the extent that this policy describes benefits and entitlements for staff, they are discretionary in nature and are also not intended to be contractual. The terms and conditions of employment that are intended to be contractual are set out in an employee's written employment contract.

SHV may unilaterally introduce, vary, remove or replace this policy at any time.

Staff are encouraged to read this policy in conjunction with the Code of Conduct and other relevant SHV policies.

12. RELATED SHV DOCUMENTS

- Code of Conduct
- Fraud Management Policy and Procedure

13. LEGISLATION AND REFERENCES

- Corporations Act 2001 (Cth) [has whistleblower protections]
- Taxation Administration Act 1953 (Cth) [has whistleblower protections]
- Australian Charities and Not-for-profits Commission Act 2012 (Cth)
- Australian Charities and Not for Profit Commission (ACNC) information <https://www.acnc.gov.au/tools/factsheets/whistleblower-protections>
- Australian Securities and Investments Commission information <https://asic.gov.au/about-asic/contact-us/reporting-misconduct-to-asic/whistleblower-protections/>

14. DOCUMENT MANAGEMENT

This Policy is available on SHV's Intranet and website. It can be made available in other ways that will ensure that it is accessible and made available to people to whom this Policy applies.

Document Control	
Document Title:	Protected Disclosure (Whistleblower) Policy
Document Number:	PS-POL-036
Version no:	3
Written/updated by:	Erin Davie (Continuous Improvement Manager) and Nestle Drumm (Compliance Risk & Quality Officer)
Responsible Officer/Department:	Chief Executive Officer
Reason for update:	Whistleblower Protection Act 2001 (Vic) has been repealed, whistleblower protections are covered in Corporations Act. Policy updated to reflect current legislation. Note change of title, previously Whistleblower Policy.
Approved by:	Board of Directors
Approval date: (This version)	12 DEC 2024
Review Due:	12 DEC 2027

APPENDIX A – WHISTLEBLOWER FLOWCHART

Whistleblower flowchart

