

# Whistleblower Policy

## 1. PURPOSE

The United Protestant Association of NSW Ltd (**UPA**) commits to the highest standard of conduct and ethical behavior, corporate compliance, and corporate governance. UPA aims to improve organisational culture and transparency and deter wrongdoing through its whistleblower protection system. UPA encourages disclosures of wrongdoing and misconduct by providing a safe mechanism for reporting misconduct and providing protection to those who report misconduct that constitutes, but is not limited to, unethical, illegal, fraudulent, or undesirable conduct involving UPA.

## 2. SCOPE

This policy applies to the following persons: All current or former

- UPA employees (including employees, full-time, part-time, fixed-term, casuals),
- contractors, subcontractors, apprentices, trainees, work experience students and volunteers of UPA,
- directors and officers of UPA,
- service providers (e.g. auditors, accountants, brokers, and consultants) and suppliers to UPA, including their current and former employees,
- associates of UPA, usually a person with whom UPA does business together,
- spouse, relative or dependant of one of the people referred to above, or a dependant of such an individual's spouse.

An eligible whistleblower can remain anonymous and still qualify for protection.

For the avoidance of doubt, this policy does not apply to:

1. Resident/consumer complaints or concerns about UPA, its employees, or contractors. Residents/Consumers may raise their concerns face-to-face with a manager, over the phone, in writing, or online via the STOPLINE service or Aged Care Quality & Safety Commission.
2. Disclosures relating solely to personal work-related grievances. These issues should be raised directly with the People & Culture Team in accordance with the appropriate Human Resource policies. Former employees who do not have access to these resources can raise issues through STOPLINE and the report will be referred to the People & Culture team.

## 3. PROCEDURES

### 3.1 General

A whistleblower is a person who reports wrongdoing. Under the *Corporations Act 2001 (Cth)* (**Corporations Act**), special protections apply to a person if they are an 'eligible whistleblower' (as



defined in the Corporations Act -see below) and make a protected disclosure regarding an organisation to ASIC, AHPRA or an eligible recipient, based on reasonable grounds.

A person who speaks up under this Policy's terms and scope, or is deemed as a whistleblower by UPA, is known as an Eligible Whistleblower (**Eligible Whistleblower**) for the purpose of this policy and should be protected as a result of making a report.

To ensure the safety of those persons who report Reportable Conduct, UPA provides protections and measures so that they may do so with confidentiality and free of fear, intimidation, disadvantage, or reprisal.

When an Eligible Whistleblower makes a disclosure of Reportable Conduct:

- Their identity must remain confidential according to their wishes.
- They will be protected from reprisal, discrimination, harassment, or victimisation for making the disclosure.
- The disclosure will be taken seriously by UPA and UPA will act on disclosures promptly after the disclosures are provided to UPA
- An independent internal inquiry or investigation will be conducted.
- Issues identified from the inquiry/investigation will be resolved and/or rectified.
- Any retaliation for having made the disclosure will be treated as serious wrongdoing under this policy.

### 3.2 Whistleblowing and Personal Work-Related Grievances

Disclosures solely relating to personal work-related grievances do not qualify for protection under the Corporations Act. Some examples of personal work-related grievances are:

- an interpersonal conflict with another employee,
- a decision about employment, transfer, or promotion of the discloser,
- a decision about terms and conditions of employment of the discloser, or
- a decision to suspend or terminate the employment of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised in accordance with the UPA Conflict Resolution and Grievance Policy.

There may be some instances where a personal work-related grievance also has significant implications for UPA, e.g. staff underpayment due to system error. When this is deemed the case, then your report can be considered Reportable Conduct and handled in accordance with this policy. Any complaint of alleged detriment or victimisation against a person in contravention of this policy may be reported under this policy as Reportable Conduct.

### 3.3 Reportable Conduct

For the purpose of this policy, Reportable Conduct is defined as any past, present, or expected future activity, behaviour or situation reasonably considered to be:

- Dishonest
- Corrupt
- Fraudulent



- Illegal
- A breach of any law or regulation, including the Corporations Act
- Improper governance and/or financial management (e.g. accounting, internal controls, compliance, audit, or other matters of concern)
- A serious impropriety or improper state of affairs or circumstances
- Any behaviour relating to the sexual exploitation and/or abuse of children or adults
- Endangering health and or safety
- A serious mismanagement of resources
- Detrimental to the reputation of UPA and/or our services/programs
- Concealment of any of the conduct set out above

You **must** have reasonable grounds to suspect that the information you are disclosing about the company or organisation concerns:

- misconduct, or
- an improper state of affairs or circumstances.

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

### 3.4 How to raise concern

If you are a Whistleblower, there are various ways you can report Reportable Conduct. You may choose to notify any of the following people as you deem appropriate:

- Your Line Manager: if you feel comfortable doing so, and if he/she is not directly or indirectly implicated in the alleged reportable conduct.
- A member of the UPA Senior Leadership Team (i.e. Chief Executive Officer/Chief Operations Officer).
- Company Secretary of UPA.
- A member of the UPA Board of Directors.
- STOPLINE.
- A member of the Australian Federal Police.
- A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the disclosure.

If you wish to report anonymously you may do so by contacting STOPLINE on 1300 30 45 50 or at <https://upa.stoplinereport.com/>. The STOPLINE is an independent portal used to receive disclosures of wrongdoing and misconduct as well as unresolved reports of wrongdoing. The STOPLINE is independent of UPA line management so that an objective assessment of the disclosure can be made.

### 3.5 Protected Disclosures under this Policy

An Eligible Whistleblower will not be subject to adverse actions (dismissal, demotion, suspension, harassment, or other forms of discrimination) for raising an allegation of Reportable Conduct if - they have reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances in accordance with this policy.



### 3.6 Protection from Victimisation

This policy provides for protection for Eligible Whistleblowers from victimisation, retaliation, or repercussion and personal or financial disadvantage to anyone who discloses Reportable Conduct with reasonable grounds to suspect the Reportable Conduct has occurred.

UPA is committed to providing appropriate and timely support for Eligible Whistleblowers as appropriate to the circumstances.

UPA will not tolerate retaliation or adverse action taken against an Eligible Whistleblower making a disclosure of Reportable Conduct.

### 3.7 Statutory Protections

The Corporations Act protects Eligible Whistleblowers against certain legal actions related to making the Reportable Conduct disclosure, including:

- Criminal prosecution (and the disclosure cannot be used against the whistleblower in a prosecution, unless the disclosure is false),
- Civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation), or
- Administrative action (including disciplinary action).
- No contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure.
- In some circumstances, the information disclosed is not admissible in evidence against the person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Under the Corporations Act, a person can access the legal rights and protections for whistleblowers in the Corporations Act if the person meets the definition of an 'eligible whistleblower' set out in the Corporations Act.

Under the Corporations Act an 'eligible whistleblower' is defined as a current or former:

- employee of the company or organisation the disclosure is about, or a related company or organisation,
- Officer (usually that means a director or company secretary) of the company or organisation the disclosure is about, or a related company or organisation,
- person (or employee of a person or entity) who has supplied goods or services to the company or organisation the disclosure is about, or a related company or organisation. This can be either paid or unpaid and can include volunteers,
- associate of the company or organisation, usually a person with whom the company or organisation acts in concert,
- Trustee, custodian or investment manager of a superannuation entity, or an officer, employee, or a goods or service provider to a trustee, custodian, investment manager, or
- spouse, relative or dependent of one of the people referred to above, or a dependent of such an Individual's spouse.

While an 'eligible whistleblower' under the Corporations Act must hold or have held one of these roles



to access the protections under the Corporations Act, the 'eligible whistleblower' does not have to identify themselves or their role, and the 'eligible whistleblower' can raise their concerns anonymously.

### 3.8 Anonymous Reporting and Confidentiality

If you disclose Reportable Conduct, every effort will be made to keep your identity confidential as far as is reasonably possible. UPA will also ensure that the identity of persons mentioned in a disclosure of Reportable Conduct are also kept confidential.

To ensure the investigation of alleged Reportable Conduct is not jeopardised, and to ensure the principles of natural justice are adhered to, you will be expected to keep the fact that you have reported a concern, the nature of the concern and the identity of those involved, confidential.

There may be circumstances under which, due to the nature of the report or investigation, it will be necessary to disclose your identity. If it is our view that such circumstances exist, or may exist in the future, we will make every effort to inform you that your identity is likely to be disclosed.

If it is necessary for you to participate in the investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential and all reasonable steps taken to protect you from victimisation or detriment as a result of the disclosure.

Whilst UPA accepts that anonymous disclosures are sometimes necessary, they can be difficult to investigate and act upon, particularly in the absence of corroborating evidence.

### 3.9 Consequences of Victimisation or False Reporting

UPA will treat all disclosures of Reportable Conduct seriously and will protect Eligible Whistleblowers who raise concerns with reasonable grounds to suspect the Reportable Conduct has occurred. However, appropriate disciplinary action will be taken in accordance with the Performance Management and Disciplinary Policy and Procedure against any individual found to have made a disclosure maliciously, that they know to be untrue or against an individual who victimized another for reporting Reportable Conduct. This may result in the individual's employment being terminated.

### 3.10 Investigation Guidelines

Investigations of reportable conduct will be carried out in a manner that is fair, objective and as far as is practicable, confidential. All information and documented evidence will be held securely and in the strictest confidence as far as is appropriate.

All reports received by an internal UPA officer in reference to this policy will be assigned to an Investigation Officer (**IO**) appointed by the Company Secretary. The IO will act with total independence and will not be a person who in any way is implicated (directly or indirectly) in the allegation. In the event the nominated IO is the recipient of a complaint, an alternate IO will be assigned to the investigation, as determined by the CEO.



The IO may be a UPA staff member or an external stakeholder as appropriate to the circumstances, and may be one of the following:

- A member of the People and Culture team
- A member of the Senior Leadership team
- A member of the UPA Board of Directors
- An external investigator appointed by UPA

The role of the IO is to investigate the substance of the report to determine whether there is evidence in support of the matter raised or, alternatively, to refute the report made.

UPA will aim to commence an investigation within two (2) weeks of receiving the initial report.

The Board or Executive may deem it necessary to engage a third-party investigator or team of investigators in complex and/or urgent and/or high-risk matters.

### 3.11 Reporting and Investigation Procedure

The procedure for reporting is:

1. The Eligible Whistleblower may make the report in writing or verbally.
2. The report can be submitted directly to the IO or through a line manager, Human Resources, a member of the UPA Senior Leadership team or the CEO. Alternatively, the individual may wish to report anonymously via the Stopline portal.
3. The IO will undertake an initial assessment of the report and determine whether there are grounds for a more detailed investigation to take place.
4. Any person mentioned in the disclosure of the Reportable Conduct will be notified of the disclosure against them and will be given a fair opportunity to respond to the disclosure.
5. The reporting individual may be asked to provide more information to assist with the investigation.
6. If deemed necessary after the initial assessment, the IO will fully investigate the report, seeking additional information and evidence as required.

If the report is substantiated, appropriate action will be taken. This may involve activation of disciplinary procedures or may require notification to external authorities if criminal activity has taken place.

The Eligible Whistleblower will receive written notification of the outcome of the investigation. The outcome is likely to be one of the following:

1. The allegation cannot be substantiated and thus no further action will be taken.
2. Action has been taken to ensure the issue does not arise again. Note: the Eligible Whistleblower will not be advised of specific action taken against the person(s) involved as this may represent a confidentiality breach.
3. The matter has been referred to the relevant authorities.

Note: that if the report is made to an external party (e.g. ASIC), investigation of the matter will be



managed by the external party and will not be subject to the prescriptions of this policy.

### 3.12 Contact Details

Channel	Contact Details
UPA Board	Contact via Company Secretary - hanna.myllyoja@upa.gov.au
Finance, IT, Audit & Risk Committee	Contact via Company Secretary - hanna.myllyoja@upa.gov.au
People and Culture (Human Resources)	peopleculture@upa.org.au
Whistleblower Investigation Officer's Name	Hanna Myllyoja, General Counsel and Company Secretary hanna.myllyoja@upa.gov.au
Stopline	1300 30 45 50 upa@stopline.com.au <a href="https://upa.stoplinereport.com/">https://upa.stoplinereport.com/</a>

## 5. RESPONSIBILITIES

### 5.1 UPA Board Responsibilities

It is the responsibility of the UPA Board to:

- approve the policy, including any material variations.
- review reports on the receipt and treatment of reports received by UPA about accounting, internal control, audit, compliance, and other matters about which individuals have concerns.
- refer to the Risk Committee (RC) any matters that have come to the attention of the Board that are relevant to the RC.

### 5.2 Risk Committee (RC) Responsibilities

The RC is responsible for:

- reviewing reports and referring to the Board any receipt and treatment of complaints received by UPA about risk and compliance matters about which Eligible Whistleblowers have concerns.
- overseeing, implementing, and communicating the contents of this policy.



The RC will make available a copy of this policy to all officers and employees of UPA online and in hard copy.

### 5.3 People and Culture Team Responsibilities

The People and Culture Team is responsible for:

- monitoring the process for Whistleblowers and their protection under this Policy.
- appropriately managing/coordinating complaints and investigation of complaints.

### 5.4 Whistleblower Protection Officer (WPO)

The WPO must:

- provide protection against retaliation to Eligible Whistleblowers who have or may report concerns.
- oversee the Human Resources’ protection monitoring process and reporting for Eligible Whistleblowers reporting concerns under this policy.

### 5.5 IO Responsibilities

The IO must:

- investigate reports received through whistleblowing channels.
- perform duties assigned to the IO under the Investigation Guidelines.
- update the Risk Committee and HR with their Investigation result in a timely manner, including providing feedback to the whistleblower through a relevant whistleblowing channel.

## 6. RELATED DOCUMENTS

- Conflict Resolution and Grievance Policy
- Performance Management and Disciplinary Process

## 7. REFERENCES

### 7.1 Relevant Reference Material

- Corporations Act 2001 (Cth).
- The Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Act).
- Taxation Administration Act 1953 (Cth).
- Stopline Whistleblower Hotline Program (<https://www.stopline.com.au/>)

## 8. VERSION CONTROL

Policy Number	H5	Version	v2.1
Policy Owner	People & Culture	Next Review Date	25 July 2025





Approved By	UPA Board via P&C Sub-Committee	Approval Date	25 July 2024
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