



# Protected Disclosures Policy

## Policy Particulars

<b>Reference</b>	BPD	<b>Version</b>	2
<b>Drafted by</b>	Company Secretary	<b>Approved on</b>	31 August 2022
<b>Responsible person</b>	Company Secretary	<b>Scheduled review date</b>	August 2024 (24 months)
<b>Authorising Authority</b>	Board of Directors	<b>Endorsing Authority</b>	Audit & Risk Sub Committee

## Purpose

This policy articulates CVGT's commitment to a culture of honest and ethical behaviour by setting out how concerns about wrongdoing can be reported safely. Encouraging disclosure of illegal, unacceptable or improper conduct helps us to identify and address wrongdoing as early as possible that may not otherwise be uncovered.

The purpose of this policy is to set out CVGT's approach for handling protected disclosures to ensure compliance with Australian whistleblower laws, help to deter wrongdoing and promote an ethical culture.

## Scope

This policy applies to Board directors, officers and staff (including full time, part time, casual employees) of CVGT Employment. The policy and procedure are also applied in the management of contractors, volunteers, and consultants of CVGT.

## Policy

CVGT is committed to the protection of individuals who disclose information about illegal or improper conduct occurring within CVGT. CVGT does not tolerate improper conduct by the organisation, its directors, officers or employees, nor the taking of detrimental action in reprisal against those who come forward to disclose such conduct.

The aim of this policy is to help to maintain a culture of honest and ethical behaviour and deter wrongdoing relating to CVGT's operations, by encouraging disclosure of illegal, unacceptable or improper conduct and ensuring that anyone who makes a disclosure can do so safely, securely and with confidence that they will be protected and supported in the advancement of their legal rights.



## Key principles

CVGT will:

- ensure that the Protected Disclosure Policy is accessible internally and externally to CVGT Directors, officers and employees and available on the CVGT website to any individual in the broader community;
- Appoint and preserve the function and independence of the Protected Disclosure Coordinator to support the making of disclosures that reveal improper conduct, as well as alternate disclosure avenues where appropriate;
- take all reasonable steps to protect people who make such disclosures from any detrimental action in reprisal for making the disclosure;
- afford natural justice to the person who is the subject of the disclosure while also providing appropriate protections for individuals against unsubstantiated or vexatious complaints;
- take the appropriate disciplinary and other action against any CVGT directors, officers and employees engaged in detrimental action against the discloser;
- ensure any staff involved with handling protected disclosures are trained to receive and manage protected disclosures appropriately;
- ensure that CVGT, as a whole, handles protected disclosures and investigates matters giving rise to such disclosures consistently and appropriately in accordance with this policy and its obligations under the Corporations Act; and
- be visible, approachable, openly communicative and lead by example in establishing a workplace that supports the making of protected disclosures.

Disclosures that qualify for protection under the Corporations Act and/or the *Public Interest Disclosures Act 2013* (Cth), if applicable, are outlined in Schedule 1.

This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by disclosers without fear of intimidation, disadvantage, reprisal or detrimental treatment. An essential component of this protection is to ensure that information connected to a protected disclosure, including the identity of a discloser and the contents of that disclosure, are kept strictly confidential.

## How will a discloser be supported by CVGT in the event a report is made?

When a person makes a disclosure, to support and protect a discloser during and after the investigation, CVGT will ensure that:

- their identity remains confidential according to their wishes and will ensure the Protected Disclosure Protection Officer is available to provide them with any necessary and appropriate welfare support;
- they will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure;
- an independent internal inquiry or investigation will be conducted;
- issues identified from the inquiry/investigation will be resolved and/or rectified as appropriate in the circumstances;
- the discloser is provided with regular updates on the progress of the investigation; and



- irrespective of the outcome of any investigation, any individual who takes any reprisal action or retaliation against the discloser for having made the disclosure will be subject to disciplinary action.

## Related Documents

The Protected Disclosures Policy should be read in conjunction with the Protected Disclosures Procedure and the following associated documents, which include but are not limited to: (if relevant)

- Employee Code of Conduct
- Fraud and Corruption Control Policy
- Fraud Control Plan

## Breach of policy

A breach of this policy is grounds for disciplinary action, up to and including termination of employment.

A breach of the policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

## Authorisation

This policy has been authorised by the Executive Management Team and the Board of Directors.

Elizabeth Corbett  
 Chair, Board of Directors  
 CVGT Employment  
 31 August 2022

## Definitions

**Associate** means any individual who is:

- an associate within the meaning of the *Corporations Act 2001*(Cth); or
- if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936*(Cth).

**Australian whistleblower laws** means Part 9.4AAA of the *Corporations Act 2001*(Cth) (Corporations Act) and Part IVD of the *Taxation Administration Act 1953*(Cth) which both contain protections for whistleblowers.

**Detrimental action** includes harassment or discrimination, or other adverse action taken against the discloser in reprisal for having reported the alleged improper conduct.

**Discloser** a person who reports wrongdoing in accordance with this Policy.

**Improper conduct** means misconduct, or an improper state of affairs or circumstances. It must be either criminal conduct or conduct serious enough to result in a person's dismissal.

**Misconduct** is defined in the Corporations Act as including fraud, negligence, default, breach of trust and breach of duty.



**(Protected) Disclosure** means any complaint, concern, matter, allegation or disclosure (however described) by (or on behalf of) a witness of actual or suspected wrongdoing – depending on the nature of the report, this may be protected or unprotected.

**Protected Disclosure Coordinator** means the person appointed to oversee and coordinate the receipt of protected disclosures and related activities.

**Protected Disclosure Protection Officer** means the person assigned to provide any necessary and appropriate welfare support to the discloser/whistleblower.

**Reasonable grounds** means there are facts, evidence or a state of affairs which are sufficient to induce a state of mind in a reasonable person (such as belief), and the state of mind must amount to more than mere suspicion.

**Wrongdoing** means conduct that includes but is not limited to:

- Breaches of Directors' duties or ACNC Governance Standards (for example, failing to disclose activities or programs to the ACNC which are inconsistent with its charitable registration);
- Endangering the public or the environment through hazardous or unsafe activities, or engaging in harassing, intimidating or criminal behaviour;
- Theft, embezzlement, engaging in unauthorised related party transactions, engaging in money laundering or terrorist financing;
- Substantial failures in risk management and oversight.

**Whistleblower** means a person with inside knowledge of an organisation who reports misconduct or dishonest or illegal activity that may have occurred within that organisation. An eligible whistleblower is a person who is eligible for protection as a whistleblower under this policy or under the Australian whistleblower laws, if the individual is, or has been, any of the following:

- an employee or officer;
- a contractor, supplier or an employee (either paid or unpaid and can include volunteers);
- an associate of the organisation; or
- spouse, relative or dependant of any of the above.

**Whistleblower protections** are the protections provided to whistleblowers to enable them to come forward to report misconduct without fear of retribution or personal detriment.

## Version History

<A brief description of any revisions to the policy>

Version	Latest review date	Revision Date	Summary of changes
1	27 Nov 2019	May 2020	Approved and adopted by the Board
1.1	21 May 2020	Nov 2021	Administrative updates: <ol style="list-style-type: none"> <li>i. addition of Fraud and Corruption Control Policy to Related Documents</li> </ol>



- ii. Change of title General Manager, Risk & Compliance to General Manager Corporate Governance

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2	May 2022	Aug 2022	<p>Reviewed and updated to new document template format, and to align with ASIC best practice guidance, as well as role changes. Incorporates Audit &amp; Risk Sub Committee feedback to further enhance and clarify the Policy's readability and access.</p>
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## Schedule 1 – Legal Protections (Part A)

<b>Part 9.4AAA of the Corporations Act 2001 (Cth) (as amended)</b> <b>(Applies to all activities conducted by CVGT Employment)</b>	
<b>Essential Element</b>	<b>Description</b>
Reportable conduct	<p>A report is made about serious breaches of the corporation laws or other reportable conduct such as information concerning misconduct or an improper state of affairs or circumstances by the company or by an officer or employee of the company.</p> <p>Disclosures that are not about 'disclosable matters' do not qualify for protection under the Corporations Act, however alternative resolution avenues may be made available by CVGT, depending on the circumstances.</p>
Reasonable grounds	'Reasonable grounds' means there are facts, evidence or a state of affairs which are sufficient to induce a state of mind in a reasonable person (such as belief), and the state of mind must amount to more than mere suspicion.
Person making the disclosure	<p>The person is or has been:</p> <ul style="list-style-type: none"> <li>• a Director or officer of CVGT;</li> <li>• an employee of CVGT;</li> <li>• a supplier (including their employees) who provides or has provided services or goods to CVGT;</li> <li>• an associate of CVGT; or</li> <li>• a relative of an individual referred to above.</li> </ul>
Person receiving the disclosure	<p>The person receiving a report is one of either:</p> <ul style="list-style-type: none"> <li>• the Protected Disclosure Coordinator;</li> <li>• a Director, officer or senior manager of CVGT;</li> <li>• the company auditor or an audit team member; and/or</li> <li>• an Australian Securities and Investments Commission representative.</li> </ul>

## Schedule 1 – Legal Protections (Part B)

<b>Public Interest Disclosures Act 2013 (Cth)</b> <b>(Only applies in the context of Commonwealth-funded programs)</b>	
<b>Essential Element</b>	<b>Description</b>
Person making the disclosure	The person is performing a Commonwealth 'public official' function within CVGT Employment or as a subcontractor to CVGT Employment.
Person receiving the disclosure	<p>The person receiving the report is on of either:</p> <ul style="list-style-type: none"> <li>• a supervisor or manager (who must pass it on to the Protected Disclosure Coordinator);</li> <li>• the Protected Disclosure Coordinator;</li> <li>• the Commonwealth agency that provides funding; and/or</li> <li>• the Commonwealth Ombudsman.</li> </ul>
Person's identity	<p>Must be kept confidential as far as practical.</p> <p>Can be anonymous.</p>
Reasonable belief	<p>The report is made with reasonable belief. A 'reasonable belief' is a belief formed by an individual on reasonable grounds.</p> <p>'Reasonable grounds' means there are facts, evidence or a state of affairs which are sufficient to induce a state of mind in a reasonable person (such as belief), and the state of mind must amount to more than mere suspicion.</p>
Exclusions	<ul style="list-style-type: none"> <li>• Civil, criminal or administrative liability for knowingly making a false or misleading statement.</li> <li>• Knowingly contravening a designated publication restriction without having a reasonable excuse for the contravention; and/or</li> <li>• Disagreement with government policy or expenditure.</li> </ul>
Persons' rights	<ul style="list-style-type: none"> <li>• Immunity from civil, criminal and administrative liability (including disciplinary action) for making the disclosure;</li> <li>• No contractual or other remedy may be enforced against the discloser for making the disclosure;</li> <li>• Absolute privilege in proceedings for defamation;</li> <li>• Criminal offence to take or threaten to take a reprisal; and</li> <li>• Legal remedies are available to address reprisal actions.</li> </ul>