



WHISTLEBLOWER POLICY

**Australian Sailing
1 March 2022**

Purpose

Australian Sailing is committed to promoting and maintaining an open working environment in which its directors, employees and contractors are able to report unacceptable, undesirable, unlawful and/or unethical conduct without fear of intimidation or reprisal.

This policy:

- outlines Australian Sailing's commitment to maintaining sound corporate governance through providing a framework for reporting and investigating unacceptable conduct; and
- protects those who report misconduct or non-compliance with the law, Australian Sailing's policies, or unethical, unfair or dishonest dealings.

Scope

This policy covers all Australian Sailing employees, contractors, contractors' employees and volunteers including Directors and other committee members. Other interested parties, such as auditors and consultants, are afforded the protection of this policy if they wish to report any unacceptable conduct.

Policy

The aim of this policy is to provide a channel for directors, employees and contractors of Australian Sailing and other interested parties to raise in good faith and confidence concerns about possible improprieties in financial reporting, internal control or other matters.

The Whistleblower Policy provides:

- a set of procedures to enable the whistleblower to raise concerns in good faith, and receive feedback from Australian Sailing on actions, if any, taken in respect of such concerns;
- employees with a supportive environment in which to raise issues of legitimate concern to them and assurance that they will be treated fairly, and to the extent possible, be protected from reprisals or victimization for whistle-blowing in good faith;
- for fair and independent investigation of the matters reported and appropriate follow-up actions;
- for the detection of unacceptable conduct and addressing them.

Unacceptable conduct covered by this policy includes any actual or suspected conduct involving an Australian Sailing director, employee or contractor, including:

- improprieties in financial reporting or internal controls;
- dishonest, fraudulent or corrupt behavior such as falsification of records, contracts or data, adopting questionable or improper accounting practices, or bribery;
- illegal activity, such as theft, violence (actual or threatened), drug dealing or drug use, bullying, sexual harassment or intimidation, discrimination, criminal damage to property or other breaches of any law or regulatory requirements;
- actions causing substantial damage to the environment;
- conduct potentially damaging to employees or other persons such as unsafe work practices or substantial wasting of company resources;
- actions that may cause financial loss to Australian Sailing, damage its reputation or be otherwise detrimental to its interests; or
- any other kind of serious malpractice or impropriety.

Reporting unacceptable conduct

Australian Sailing will establish appropriate systems for the reporting and management of complaints of unacceptable conduct.

A person who has a reasonable belief that there is misconduct, actual or suspected and wants to report unacceptable conduct should do their best to ensure that the report is:

- factually accurate;
- complete from first-hand knowledge; and
- made in good faith.

It is not the reporting person's job to investigate or prove a case of unacceptable conduct.

A person who has committed or been involved in unacceptable conduct themselves, will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this policy. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.

Unacceptable conduct concerns or queries can be discussed or raised by a person through the following channels:

- their direct manager or another senior manager;
- the Head of Finance and Corporate Services;
- the Chief Executive Officer; or
- if the circumstances require:
 - the President;
 - the chair of the Audit and Risk Committee; or
 - Australian Sailing's external auditor.

Unacceptable conduct report investigation

All reports of suspected or actual unacceptable conduct referred to a senior manager or appropriately qualified person will be asked to conduct a thorough investigation of the report. Managers will only be asked to investigate a matter if they can do so in an impartial manner (e.g. a manager will not be asked to investigate any matter which relates to their own functional area).

Where a report of suspected or actual unacceptable conduct relates to a significant matter involving the Chief Executive Officer, it should be referred directly to the President or the head of the Audit and Risk Committee.

The person appointed to investigate the report will be required to follow normal Australian Sailing procedures for handling a complaint or disciplinary issue.

At the end of the investigation, the investigating person must report their findings to the chair of the Audit and Risk Committee who will determine the appropriate response.

Responses to investigations will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

Once the investigation is completed, a verbal report will be made to the person who reported the unacceptable conduct. This report will explain the findings and actions taken, to the fullest extent possible within commercial, legal and confidentiality constraints. If the report made was anonymously, alternative arrangements, if possible, will be made for providing a verbal report of the outcome of the investigation to the person who reported the unacceptable conduct.

Confidentiality and privacy protection

Disclosure of identity

If a person makes a report of unacceptable conduct under this Policy, Australian Sailing will endeavour to ensure that person's identity is protected from disclosure.

The person's identity will not be disclosed unless the:

- person making the report consents to the disclosure;
- disclosure is required by law;
- disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- disclosure is necessary to protect or enforce Australian Sailing's legal rights or interests.

Australian Sailing will also ensure that any records relating to a report of unacceptable conduct are stored securely and are able to be accessed only by authorised employees.

The following unauthorised disclosures will be regarded as a disciplinary matter and unacceptable conduct under this Policy, and will be dealt with in accordance with the Australian Sailing's disciplinary procedures:

- unauthorised disclosure of the identity of a person who has made a report of unacceptable conduct; or
- unauthorised disclosure of information from which the identity of the reporting person could be inferred.

Australian Sailing will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against any person suspected of making a report of unacceptable conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with Australian Sailing's disciplinary procedures.

Disclosure protected by the Corporations Act

Under the *Corporations Act 2001* (Cth) ('**Corporations Act**'), the disclosure of information relating to unacceptable conduct qualifies for certain protection where:

- disclosure is made by a person to any of the Australian Securities and Investments Commission ('**ASIC**'), Australian Sailing's external auditor or a member of the external audit team, a director, company secretary or the CEO;
- a person making the disclosure provides his or her name prior to disclosing the information;
- a person has reasonable grounds to suspect that the unacceptable conduct relates to a breach of the Corporations Act; and
- disclosure is made in good faith.

Where the Corporations Act applies and information is disclosed by a person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police any of:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure, unless the person consents to that disclosure.

Management of a person against whom a report is made

Australian Sailing recognises that individuals against whom a report is made must also be supported during the handling and investigation of the wrongdoing report. Australian Sailing takes reasonable steps to treat fairly the person who is the subject of a report, particularly during the assessment and investigation process in accordance with established investigation procedures.

Where a person is identified as being suspected of possible wrongdoing, but preliminary inquiries determines that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the whistleblower will be informed of this outcome and the matter laid to rest. The Head of Finance and Corporate Services or the Chief Executive Officer will decide whether or not the person named in the allegation should be informed that a suspicion was raised and found to be baseless upon preliminary review. The decision will be based on a desire to preserve the integrity of a person so named, so as to enable workplace harmony to continue unfettered and to protect the whistleblower if it was a bona fide disclosure.

Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the report must be handled confidentially.

Generally, a person carrying out an investigation must ensure that the person who is the subject of any report where an investigation is commenced:

- is informed of the substance of the allegations;
- is given a reasonable opportunity to answer the allegations before any investigation is finalised;
- is informed about the substance of any adverse comments that may be included in any report arising from the investigation before it is finalised; and
- has their response set out fairly in the investigators' report.

Where the allegations in a disclosure report have been investigated and the person who is the subject of the report is aware of the allegations or the fact of the investigation, then the investigator must formally advise the person of the outcome of the investigation.

Australian Sailing will give its full support to a person who is the subject of a report where the allegations contained in the report are clearly wrong.