
WHISTLEBLOWING POLICY

CERTIS 



Document Profile

Title	Whistleblowing Policy
Type	Policy
Division	Corporate Governance
BU/Department	Corporate Governance
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1. Purpose and Scope

- 1.1. The purpose of the Whistleblowing Policy is to enable our employees to observe or detect improper conduct in our workplace, or our client's premises, and to provide our employees with the ability to safely and confidentially disclose any Reportable Conduct without fear of reprisals, repercussion or detrimental conduct.
- 1.2. The Certis Australia Whistleblower Policy (Policy) and supporting guidelines outline how to disclose and action any Reportable Conduct. It is the policy of Certis Australia Pty Ltd and its subsidiaries (hereinafter refer to as "Certis") to maintain an open working environment for the legitimate disclosure of any Reportable Conduct without fear of reprisal.
- 1.3. The Policy applies to all employees, officers, directors and contractors of Certis, and any person who is eligible to make a Protected Disclosure under this Policy.
- 1.4. Raising questions and concerns reinforces our commitment to act ethically in every business situation. Fearless disclosure of Reportable Conduct, and the early detection of potential issues also allows Certis to address concerns before they become larger problems, and to take corrective action if necessary. Certis is committed to maintaining a culture where all of our people are comfortable asking questions, speaking up and working toward solutions.
- 1.5. Certis shall:
 - encourage persons to disclose instances of actual or suspected Reportable Conduct;
 - protect Persons that make or may make disclosures of actual or suspected Reportable Conduct under this Policy (where they have reasonable grounds to suspect Reportable Conduct has occurred) from detrimental conduct or threats of detrimental conduct made because the Person makes or may make a disclosure, even if the Reportable Conduct is unable to be substantiated;
 - treat disclosures of actual or suspected Reportable Conduct seriously;
 - investigate disclosures promptly, thoroughly and consistently with applicable law;
 - take appropriate corrective or disciplinary action for Policy violations;
 - treat the identity of the Person who made the disclosure as confidential unless the Person indicates (or the law requires) otherwise;
 - provide for anonymous disclosure of Reportable Conduct. (However, Certis encourages Persons making such disclosures to disclose their identity to provide for more effective investigation into the disclosure);
 - keep investigations confidential where practicable subject to law; and
 - not tolerate any act of retaliation or detrimental conduct (including the making of a threat to cause such detriment) against any Person who has made a Protected Disclosure or who participates in an investigation.

2. Definitions

- 2.1. 'Act' means the Corporations Act 2001 (Cth).
- 2.2. 'Eligible Recipient' means:
 - An officer or senior manager of Certis or a related body corporate;
 - An auditor (or a member of an audit team conducting an audit) of Certis or a related body corporate;
 - The Whistleblower Report Line of Certis;

- ASIC, APRA or another Commonwealth authority prescribed under s1317AA(1)(b)(iii) of the Act;
 - A legal practitioner for the purpose of obtaining legal advice or legal representation in respect of the operation of Part 9.4AAA of the Act; or
 - Journalists and members of Commonwealth, state or territory parliaments (parliamentarians), under certain circumstances outlined in Part 9.4AAA of the Act.
- 2.3. 'Person' means:
- an officer or employee of Certis (including current and former employees who are permanent, part-time, fixed-term or temporary, casuals, interns, secondees, managers, and directors);
 - a supplier of services or goods to Certis (whether paid or unpaid), including their employees; or
 - a relative, dependant or spouse of any of the above individuals.
- 2.4. 'Protected Disclosure' means:
- a disclosure of actual or reasonably suspected Reportable Conduct made by a person to an Eligible Recipient; or
 - an 'emergency disclosure' or 'public interest disclosure' under the Act.
- 2.5. 'Reportable Conduct' has the definition given to it in clause 9 of this Policy.
- 2.6. 'Taxation Act' means the Taxation Administration Act 1953 (Cth).

3. Protection

- 3.1. Persons who make Protected Disclosures are entitled to protection under the Act. These protections are:
- Identity protection (confidentiality: see clause 6 of this Policy);
 - Protection from detrimental conduct;
 - Compensation and remedies; and
 - Civil, criminal and administrative liability protection.

Detrimental Conduct

- 3.2. It is unlawful for an individual or Certis to engage in Detrimental Conduct in respect of a Person on the belief of suspicion that the Person (or another Person) made, have made, proposes to make or could make a Protected Disclosure, and the belief or suspicion is the reason (or part of the reason) for the Detrimental Conduct.
- 3.3. Detrimental Conduct includes acts and omissions, and includes but is not limited to:
- dismissal of an employee;
 - injury of an employee in his or her employment;
 - alteration of an employee's position or duties to his or her 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;
 - any other damage to a person.
- 3.4. Detrimental Conduct does not include actions taken which are unrelated to the Protected Disclosure, including but not limited to:
- administrative action that is reasonable for the purpose of protecting the Person from detriment (e.g. moving the Person who has made a disclosure about their immediate work area to another office to

- prevent them from detriment); or
 - managing a Person's unsatisfactory work performance.
- 3.5. To protect Persons from Detrimental Conduct, Certis will, where appropriate:
- provide support services;
 - take actions for protecting a Person from risk of detriment, such as allowing the Person to perform duties from another location;
 - ensure management staff and Eligible Recipients are aware of their responsibilities to maintain the confidentiality of a disclosure; and
 - investigate allegations of Detrimental Conduct.

Compensation and Other Remedies

- 3.6. A Person who has made a Protected Disclosure may be able to seek compensation and other remedies under the Act.

Liability

- 3.7. Where disclosures are made in accordance with the Act, the Person will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure.

4. Disclosure Procedure

- 4.1. To qualify for protection under this Policy and the Act, a Person must make a Protected Disclosure to an Eligible Recipient.
- 4.2. Certis has authorised FCB Workplace Law, an independent whistleblowing service provider, to receive Protected Disclosures on our behalf. If you report to FCB, you can report:
- a. anonymously;
 - b. confidentially;
 - c. during or outside of business hours; and
 - d. provide additional information to Certis while retaining anonymity.
- 4.3. Any Person who wishes to make Protected Disclosures should make contact directly through the Whistleblower Report Line:
- telephone number 1300 797 337, i.e. Mon to Fri between 8am and 6pm, excluding public holidays; or
 - email at certisreportableconduct@fcbgroup.com.au.

The Whistleblower Report Line and email are administered by FCB Workplace Law, a workplace relations specialist engaged on behalf of Certis.

5. Information for a Disclosure:

- 5.1. All Persons disclosing Reportable Conduct are required to provide the following information:
- a. Name and employee number (if applicable);
 - b. Department or Business Unit/Company (if applicable);
 - c. Contact number or email address;
 - d. Reportable Conduct type and description of matter/incident disclosed;
 - e. Date, time and location of matter/incident(s);
 - f. Description of the person or people who are alleged to have engaged in the Reportable Conduct; and
 - g. Any supporting evidence; emails, texts, correspondence, documents, photos, video/voice recordings, statements.

- 5.2. As a Person is not required to identify himself or herself to make a Protected Disclosure, the Person may elect not to provide information listed in (a), (b) and/or (c) above when making a disclosure under this Policy.
- 5.3. A sample of the whistleblowing form (Appendix B) is encouraged to be used for email and post submissions of Protected Disclosures as it provides guidance on the kind of information the Person should include to facilitate any investigation.

6. Confidentiality

- 6.1. All disclosures made under this Policy will be treated with strict confidentiality.
- 6.2. Protected Disclosures may be made anonymously, and will still qualify for protections under this Policy and the Act. If Persons wish to remain anonymous, it is helpful to maintain two way communication with Certis so as to facilitate any follow up questions or provision of feedback, and to allow any investigations to be more efficient and effective.
- 6.3. A Person can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.
- 6.4. If the Person does not provide their contact details or a method of establishing contact, Certis will be unable to contact the Person regarding the progress or outcome of the investigation.
- 6.5. All paper and electronic documents and other materials relating to disclosures will be stored securely, and access will be limited to those directly involved in managing and investigating the disclosure. Communications and documents relating to the investigation of a disclosure will not be sent to an email address that can be accessed by other staff.
- 6.6. All persons involved in the investigation of a Protected Disclosure will be instructed to keep the matter confidential.
- 6.7. Where feasible, a de-identified code or pseudonym will be used in the course of conducting the investigation instead of the name of the Person who made the Protected Disclosure. The Person will be referred to in a gender-neutral context.
- 6.8. Certis will endeavour to protect the identity of the Person who made the Protected Disclosure from disclosure, and will not disclose the person's identity unless:
 - the Person consents to the disclosure;
 - the disclosure is required or authorised by law;
 - the disclosure is necessary to further and appropriately investigate the matter (in such case, disclosure will only be made to the extent necessary);
 - the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; and/or
 - it is necessary to protect or enforce Certis' legal rights or interests or to defend any claims.
- 6.9. Outside of the above exceptions, it is illegal for a person to identify a Person who has made a Protected Disclosure, or disclose information that is likely to lead to their identification.
- 6.10. A Person who has made a Protected Disclosure can lodge a complaint about a breach of confidentiality with Certis by using the Whistleblower Report Line (see clause 4.3 above) or with a regulator, such as ASIC, APRA or the ATO, for investigation.

7. Investigation

- 7.1. Upon receipt of a disclosure under this Policy, Internal Audit will be notified of the complaint.
- 7.2. Certis will assess the disclosure to determine whether it is a Protected Disclosure, and whether an investigation is required.
- 7.3. Where required, an investigation into the Protected Disclosure will be commenced, which will be carried out promptly and fairly. At Certis' discretion, or where reasonably appropriate, a specialist third party or internal investigator may be appointed to investigate the allegations.

- 7.4. The investigation will consider whether the conduct which is the subject of the disclosure constitutes Reportable Conduct, whether that conduct has occurred, and the consequences (or potential consequences) of the conduct.
- 7.5. Where necessary, such as where there is a potential risk to health and safety or where the allegations are sufficiently serious, the person/s alleged to have engaged in the Reportable Conduct may be suspended pending investigation. Where a person is suspended while an investigation takes place, no inference of wrongdoing or assumed guilt will be made.
- 7.6. Employees will be entitled to the benefit of fair treatment as outlined under this Policy (including but not limited to confidentiality), any other applicable policy of Certis, and the Australian Privacy Principles contained in Schedule 1 of the Privacy Act 1988 (Cth) to the extent that they apply. This includes, but is not limited to, confidentiality, independence and fairness.
- 7.7. Where documents, correspondence or other physical evidence or items are provided by a Person in respect of a Protected Disclosure, Certis will establish a chain of custody to identify and monitor possession.
- 7.8. Where Reportable Conduct is found to have occurred, Certis will take appropriate action to remedy the conduct and/or discipline the individual/s involved, up to and including termination of employment and/or engagement. In appropriate cases, the matter may be referred to the Police or other agency.

8. Communication

- 8.1. This clause will only apply to the extent that the Person who made the Protected Disclosure has provided their contact details or another method of establishing contact.
- 8.2. The Person who made the Protected Disclosure will be notified of receipt of the Protected Disclosure by Certis, and will be kept informed regarding the progress of the complaint and the investigation as far as is reasonably possible. The frequency and timeframe of such communication may vary depending on the nature of the disclosure.
- 8.3. When an investigation is finalised, the Person who made the Protected Disclosure will be advised. It may be appropriate to inform the Person of the findings or outcome, subject to any issue of confidentiality, privacy, privilege or ongoing investigation. Any such disclosure will not usually include details of any formal action that may be taken against the person/s who were alleged to have engaged in the Reportable Conduct.

9. Reportable Conduct

- 9.1. For the purpose of this Policy, Reportable Conduct (which is known as 'disclosable matters' in the Act) involves information that the Person has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to Certis or a related body corporate.
- 9.2. Reportable Conduct includes conduct which may not involve a contravention of a particular law.
- 9.3. Reportable Conduct means and includes:
 - a. Dishonesty;
 - b. Fraud or misappropriation of funds;
 - c. Theft;
 - d. Corrupt conduct, such as bribery;
 - e. Illegal acts;
 - f. Accounting irregularities;
 - g. Malpractice;
 - h. Undeclared conflict of interest (i.e. no proper disclosure of the conflict);
 - i. Breach of trust / duty;
 - j. A serious breach of a procurement process or other internal Policy;
 - k. Improper or unethical behaviour;
 - l. Unsafe work practices;

- m. An offence against or contravention of the Act or other legislation specified in s1317AA of the Act;
- n. An offence against a Commonwealth law that is punishable by imprisonment of 12 months or more;
- o. Conduct which represents a danger to the public or financial system;
- p. Conduct representative of gross mismanagement, serious and substantial waste and/or a repeated breach of administrative procedures;
- q. Taking, or threatening to take detrimental conduct against a person who has made a disclosure or who is believed to have made a disclosure or planning to make a disclosure; and
- r. Any other conduct that may cause Certis reputational damage or may cause financial or non-financial loss to Certis.

Appendix A to this Policy sets out some examples of Reportable Conduct. This list is not exhaustive.

10. What is not Reportable Conduct

- 10.1. This Policy does not apply to any grievance about a personal work-related matter, employment arrangements (such as pay or rosters), or any other matter in relation to employment which does not have significant implications for Certis that does not concern conduct referred to in clause 9.3 above. If an employee has a grievance about this type of matter, the employee should follow the Grievances Procedure as stated in the Employee Handbook or contact Human Resources.
- 10.2. Disclosures of Non-Reportable Conduct do not qualify for protection under this Policy or the Act (or the Taxation Act).
- 10.3. If any person has concerns about Non-Reportable Conduct, they are encouraged to contact Human Resources about this matter. Employees should follow Certis' applicable grievance procedures or policies.

11. False disclosures

- 11.1. Certis will not tolerate or accept a complaint made where the person who makes the complaint knows it to be false or misleading, or where there is no reasonable or genuine basis for the complaint, or that is otherwise frivolous or vexatious. In such a case, the matter may be referred for disciplinary action.

12. Other

- 12.1. Certis may vary, amend or remove this Policy at any time at its complete discretion.
- 12.2. Breach of this Policy may result in disciplinary action, up and including termination of employment or engagement.
- 12.3. Certis will endeavour to regularly review this Policy for compliance and alignment with its business objectives and procedures.
- 12.4. This Policy will be made available to all officers, directors and employees of Certis by being made available on the intranet located at Certis Access AU/QMS.
- 12.5. This Policy will be made publicly available on Certis' website so that it is accessible to Persons within and outside of the business.
- 12.6. For more information about this Policy or Protected Disclosures, the Certis AU Whistleblowing Officer can be contacted at AU_Whistleblower@certisgroup.com or 02 4940 7874.

Appendix A – Examples of Reportable Conduct Activities

Examples of Reportable Conduct:

- Accounting irregularities (e.g. overstating revenue and understating costs)
- Forgery or unauthorised alteration of any document or form of Certis, such as forging authorised approver's/signatory's signatures, amending any official documents after approvals have been obtained
- Forgery or alteration of cheque, bank draft, or any other financial/bank document
- Misappropriation of cash, funds, securities, supplies, inventories, operating equipment or other assets
- Impropriety in the handling or reporting of money or financial transactions
- Obtaining or planning to obtain any benefit as a result of use of confidential information of Certis' activities or non-disclosure of conflict of interest in pertinent circumstances
- Theft of company's assets including but not limited to money, property, trade secrets or intellectual property
- Use of position or authority for personal gain
- Disclosure of confidential and/or sensitive information to unauthorised persons or external parties
- Engagement or awarding of commercial contracts to relatives or friends of a Certis employee, without proper disclosure of this relationship.
- Conflicts of interest (e.g. accepting or seeking anything of material value from vendors or suppliers in exchange of awarding of contracts to them)
- Sabotage or planned sabotage of Certis' IT Systems
- Unsafe work practices in breach of work health and safety obligations

Note:

This list is not exhaustive and serves as a guide only.

Appendix B – Disclosure form

Strictly Confidential

Disclosure Of Actual Or Suspected Reportable Conduct(s)

Please use this form when submitting a disclosure of actual or suspected reportable conduct(s)

(Please read the Whistleblowing Policy carefully before completing the form)

1. Your Contact Details (Optional)

Name & Employee No (if applicable). : _____

Department or Business Unit/ Company : _____

Preferred Contact No. or Email Address : _____

Note: You can report anonymously, confidentially; and during or outside of business hours. If you report to FCB, you can report anonymously, confidentially, during or outside of business hours; and provide additional information while retaining anonymity.

2.

Disclosure Details (Required)

Reportable conduct type	:	☐ Dishonesty ☐ Fraud or misappropriation of funds ☐ Theft ☐ Corrupt conduct (i.e. bribery) ☐ Illegal Acts ☐ Accounting Irregularities ☐ Malpractice ☐ Undeclared conflict of interest ☐ Breach of trust / duty ☐ Contravention of the Act or any law specified in s.1317AA of the Act ☐ Breach of any Commonwealth law punishable by 12 months or more in prison	☐ A serious breach of a procurement process or other Policy ☐ Improper or unethical behaviour ☐ Unsafe work practices ☐ Gross mismanagement, serious and substantial waste and/or repeated breach of administrative procedures ☐ Conduct which may bring the company into disrepute / cause loss ☐ Taking, or threatening to take detrimental conduct against a person who has made a disclosure or who is believed to have made a disclosure or planning to make a disclosure ☐ Conduct which represents a danger to the public or financial system
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Particulars of staff(s) who committed the actual or suspected reportable conduct(s).

Name(s): _____

Department(s): _____

Please provide details of the incident(s) including the date, time and location where the incident(s) happened. Please also state if there was any loss of monies and/or assets. Attach additional pages, evidence or documentation if necessary.

Please send the completed form to certisreportableconduct@fcbgroup.com.au