

TITLE	Whistleblowing / Whistleblower Policy (Policy)
TARGET AUDIENCE	All employees, consultants, contractors, sub-contractors, casual staff, volunteers and board members
SCOPE	All Cabrini Australia Limited (Cabrini) Group Sites and Services

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1. POLICY

1.1 Policy Statement

Cabrini's values, outlined within our code of conduct – 'Our Promise' – reinforce our culture of respect, integrity and honesty and our commitment to acting legally and ethically throughout our operations.

Cabrini recognises that achievement of, and adherence to, our values is supported by encouraging all people involved with Cabrini, including those with a work, client or supply relationship, to feel comfortable with reporting any wrongdoing/Disclosable Conduct. This Policy will be available to all officers and employees of Cabrini through Prompt (intranet).

1.2 Purpose

This document formalises Cabrini's stance and processes for receiving and investigating Reports from Whistleblowers, as well as managing their confidentiality and welfare, in line with the *Corporations Act 2001* (Cth).

1.3 Definitions and Descriptions

'Eligible Person' is defined in paragraph 1.4 in this Policy.

'Eligible Recipient' means any of the following:

- Cabrini's 'Integrity Governance Officer';
- an Officer, Senior Manager, auditor (or member of an audit team of Cabrini) or actuary of Cabrini or any of its related bodies corporate;
- any other employee or Officer who has functions or duties relating to the Tax Affairs of Cabrini, such as the Chief Financial Officer;
- a registered tax agent or BAS agent providing tax agent or BAS services to Cabrini;
- ASIC; or
- APRA.

'Detrimental Conduct' is negative treatment or the threat of such treatment and includes:

- dismissal of an employee;
- injury of an employee in their employment, or alteration of an employee's position or duties to their disadvantage;
- loss or damage, including to property, reputation and business or financial position;
- intimidation or harassment;
- discrimination, disadvantage or adverse treatment in relation to a person's employment, career, or business; and
- any other damage to a person.

'Disclosable Conduct', means conduct by a person who is connected with Cabrini or any of Cabrini's customers, suppliers, sub-contractors and other entities with whom Cabrini has a business relationship, which, the Whistleblower suspects on reasonable grounds is misconduct or an improper state of affairs in relation to Cabrini or any of its related bodies corporate, including:

- fraud or financial mismanagement;
- bribery or corruption;
- criminal activity punishable by 12 months imprisonment or more;
- negligence;
- breach of trust or duty;

- conduct that represents a danger to health and safety;
- conduct that represents a danger to the environment;
- conduct that represents a danger to the public or the financial system;
- failure to comply with any legal or professional obligation or regulatory requirements;
- facilitation of tax evasion;
- breach of our internal policies or procedures;
- conduct likely to damage our reputation;
- unethical conduct;
- unauthorised disclosure of confidential information;
- unauthorised access or unfair or unlawful processing of personal data;
- indicates that Cabrini, its related bodies corporate or their officers or employees, have engaged in conduct that constitutes a contravention of the following legislation:
 - i. *Corporations Act 2001* (Cth);
 - ii. *ASIC Act 2001* (Cth);
 - iii. *Banking Act 1959* (Cth);
 - iv. *Financial Sector (Collection of Data) Act 2001* (Cth);
 - v. *Insurance Act 1973* (Cth);
 - vi. *Life Insurance Act 1995* (Cth);
 - vii. *National Consumer Credit Protection Act 2009* (Cth);
 - viii. *Superannuation Industry (Supervision) Act 1993* (Cth); or
 - ix. any other commonwealth law punishable by 12 months imprisonment or more,
- the deliberate concealment of any of the above matters.

Disclosable Conduct also includes any allegation that a person has suffered detriment, under the definition of Detrimental Conduct below, as a result of raising a Report under this Policy.

Disclosable Conduct does not include a Personal Work Related Grievance. If you have any concerns related to actual or suspected Disclosable Conduct that also relate to a Personal Work Related Grievance, this Policy will apply.

‘Journalist’ relates to a person working in a professional capacity as a journalist for either:

- a newspaper or magazine;
- a radio or television broadcasting service; or
- an electronic service (including a service provided through the internet) that is operated on a commercial basis or operated by a body that provides a national broadcasting service (within the meaning of the *Broadcasting Services Act 1992* (Cth)) and is similar to a newspaper, magazine, or radio or television broadcast.

‘Officer’ includes a director or secretary of Cabrini or its related bodies corporate.

‘Personal Work Related Grievance’ relates to the Whistleblower’s current or former employment with Cabrini, and has personal implications for the Whistleblower but does not have any other significant implications for Cabrini (or its related bodies corporate) and does not concern unlawful or improper conduct.

‘Related body corporate’ has the meaning given in section 50 of the *Corporations Act 2001* (Cth).

‘Report’, refers to a disclosure of a Disclosable Conduct made by a Whistleblower.

‘Senior Manager’ means a person, other than a director or secretary, who makes or participates in making, decisions which affect a substantial part of Cabrini’s business or who has the capacity to significantly affect Cabrini’s financial standing.

‘Tax Affair’ means an affair relating to any tax imposed by or under, or assessed or collected under, a law administered by the Commissioner of Taxation.

‘Whistleblowing’ is the disclosure by an Eligible Person to an Eligible Recipient, of Disclosable Conduct.

‘Whistleblower’ is a person who engages, or attempts to engage, in Whistleblowing.

1.4 Scope

This Policy applies to disclosures by current and former:

- Cabrini Officers, employees and external members of Cabrini committees;
- individuals providing goods or services to Cabrini (e.g. contractors, sub-contractors, consultants, suppliers and volunteers, external committee members) and their employees;
- individuals who are an associate of Cabrini; and
- a relative or dependent of any of the aforementioned, or a dependent of their spouse, (Eligible Persons).

Breach of this Policy may result in disciplinary action up to and including dismissal or, in serious cases, reporting to the relevant authorities.

2. ROLES AND RESPONSIBILITIES

This Policy establishes two roles (the ‘Integrity Governance Officer’ and the ‘Integrity Protection Officer’), and defines responsibilities of Whistleblowers, Officers and Senior Managers within Cabrini.

2.1 Integrity Governance Officer

Reports of actual or suspected Disclosable Conduct can be made to the Integrity Governance Officer. The Integrity Governance Officer is responsible for:

- developing a Whistleblower management system to implement this Policy and the various Whistleblower laws applicable to Cabrini and reviewing that system annually;
- appointing a suitable Integrity Protection Officer and putting them in contact with Whistleblowers to support them in accordance with section 4 of this Policy – ‘Protection and Confidentiality’;
- coordinating any investigation of the Report by appointment of:
 - an appropriate internal investigator; or
 - an appropriate external investigator independent of Cabrini where considered necessary; and
- reporting to the Cabrini Board.

The Integrity Governance Officer may also act as the investigator, if this does not present a conflict of interest.

Cabrini have appointed an internal Integrity Governance Officer. Their details are:

Group Director, People & Culture

Contact: integrity@Cabrini.com.au

The Integrity Governance Officer can be contacted via the phone or email addresses provided. If the appointed internal Integrity Governance Officer is implicated in the Report or there is otherwise of conflict of interest in them acting as Integrity Governance Officer in respect of a particular Report, then an Alternate Integrity Governance Officer will be appointed by the Chairman of the Cabrini Board.

The Integrity Governance Officer will conduct an annual internal review to evaluate the performance of the Whistleblower management system.

2.2 Integrity Protection Officer

The Integrity Protection Officer is appointed to provide protection to the Whistleblower according to this Policy. The Integrity Protection Officer will provide mentoring and other support deemed necessary by them.

The Integrity Protection Officer will be the Director, Employee Relations. If this presents a conflict of interest when considering the particulars of the Report, the Integrity Governance Officer will appoint a suitable alternative officer.

2.3 Officers and Senior Managers

Officers and Senior Managers have a responsibility to receive and respond to Reports of Disclosable Conduct and deal with them in a professional and confidential manner, and in accordance with this Policy and the law. This includes escalating Reports to an Integrity Governance Officer and at all times protecting the confidentiality of Whistleblowers.

2.4 Whistleblowers

A Whistleblower must have direct knowledge of the conduct being reported or have reasonable grounds to suspect it has occurred.

2.5 Employees

Employees must keep confidential the identity of any person they know or suspect to be a Whistleblower and must not engage in Detrimental Conduct towards a person wholly or in part due to a belief or suspicion that the person has made, is proposing to make, or could make, a Report.

2.7 Board

The Board will review the performance of this Policy annually. It receives and review an annual report from the Integrity Governance Officer including:

- de-identified summary of Reports for the previous year;
- trends in reporting and non-conformance with this Policy and laws governing Whistleblowers;
- an evaluation of this Policy and the Whistleblower management system developed to support this policy;
- the results of any review as outlined in paragraph 2.1 above;
- any recommended improvements of this Policy or the Whistleblower management system.

3. REPORTING

A number of channels are in place for the purpose of receiving Reports from Whistleblowers. A Whistleblower may choose whichever channel they believe is most appropriate.

If a potential Whistleblower has any doubt as to whether the conduct meets the criteria of Disclosable Conduct, they are encouraged to discuss it informally through one of the reporting channels outlined in this section, 'Reporting'. In this regard, Cabrini takes the approach of 'If in doubt, speak up'.

3.1 Internal - Officers and Senior Managers

Whistleblowers may report actual or suspected Disclosable Conduct to an Officer or Senior Manager.

Note: Tax-related disclosures may also be made to any other employee who has functions or duties that relate to the tax affairs of Cabrini.

3.2 Authorised Recipients - Integrity Governance Officer

Whistleblower Reports from both internal and external people may also be directed to the Integrity Governance Officer appointed by Cabrini.

3.3 Whistleblower Hotline

Whistleblower Reports may be made to our Whistleblower Hotline. Reports may be made on an anonymous basis. The Hotline is maintained by an independent third party. The contact details of the Hotline are: makeareport@stopline.com.au and phone number 1300 30 45 50. You can find out more about this Hotline at <https://cabrini.stoplinereport.com/>

3.4 External Agencies

Whistleblowers have the ability to make disclosures to ASIC and APRA. This **does not** apply to disclosures in relation to Tax Affairs.

Whistleblowers may also make disclosures to Cabrini's auditors, including members of an audit team currently conducting an audit, as well as the organisation's actuary.

Note – Tax Affairs: Whistleblower disclosures in relation to Tax Affairs may also be disclosed to the Commissioner for Taxation, or to a registered tax agent or BAS agent who provides tax agent or BAS services to Cabrini.

3.5 Legal Practitioners

Whistleblowers may make protected disclosures to legal practitioners where it is for the purpose of obtaining legal advice or representation as it relates to the operation of the Whistleblower provisions in the *Corporations Act 2001* (Cth).

3.6 Disclosures concerning Tax Affairs

A Report made by Eligible Persons concerning Tax Affairs will be protected where:

- the Report is made to any of the Commissioner of Taxation, an auditor (or member of an audit team) conducting an audit of Cabrini, a registered tax agent or BAS agent who provides services to Cabrini, an Officer or Senior Manager of Cabrini or any other employee or Officer of Cabrini who has functions relating to its Tax Affairs; and
- the Report considers that the information may assist that recipient to perform his or her functions or duties under a taxation law in relation to Cabrini or its associates; and
- where the Report is made other than to the Commissioner of Taxation, the Whistleblower has reasonable grounds to suspect that the Report indicates misconduct, or an improper state of affairs or circumstances, in relation to the Tax Affairs of Cabrini or its associates.

4. PROTECTION AND CONFIDENTIALITY

Cabrini recognises the importance of both Whistleblower confidentiality and protection and takes its responsibility to manage these seriously.

The protections described below exist where a Report is made on reasonable grounds, even if it is ultimately incorrect.

4.1 Confidentiality

A Whistleblower retains the right to remain anonymous.

If the Whistleblower discloses their identity, Cabrini will strictly protect the identity of the Whistleblower (subject to limited exceptions). The Integrity Protection Officer (where they are aware of the identity of

the Whistleblower) or the Eligible Recipient who received the Report will be the Whistleblower's primary point of contact and will manage their privacy in conjunction with the Integrity Governance Officer or any other person coordinating the investigation into the matters reported.

It is an offence for a person who is privy to a Report to disclose the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, without their consent (this does not apply to disclosures to ASIC, APRA, a member of the Australian Federal Police or a protected disclosure to a legal practitioner).

If a person makes a Report in accordance with this Policy, their identity (and any information which may otherwise be likely to identify them) will only be shared if:

- they consent to us sharing that information;
- their identity is allowed or required to be shared by law (for example, disclosure to a lawyer to get legal advice relating to the law on whistleblowing); or
- in the case of information likely to identify them, it is reasonably necessary to share the information for the purposes of an investigation, but all reasonable steps are taken to reduce the risk that they will be identified. This does not include the actual identity of the Whistleblower, which will not be shared as part of an investigation without the Whistleblower's consent.

4.2 Protection & Compensation

Cabrini acknowledges that the best protection afforded to a Whistleblower is confidentiality. In addition to this, Cabrini will undertake protective actions to prevent any disadvantage to the Whistleblower as deemed necessary by the Integrity Protection Officer.

Cabrini will seek to protect the identity of those who make Reports under this Policy. Measures which Cabrini may adopt to protect the Whistleblower's identity may include some or all of the following, as appropriate in the circumstances:

- using a pseudonym in place of the Whistleblower's name;
- redacting person information or references to the Whistleblower;
- referring to the Whistleblower in a gender-neutral context;
- where possible, consulting with the Whistleblower to help identify the aspects of the Report that could inadvertently identify the Whistleblower;
- ensuring paper and electronic documents and other materials relating to the Whistleblower's Report are stored securely;
- limiting access to all information relation to a Report to those directly involved in managing and investigating the Report;
- only disclosing the Whistleblower's identity or information that is likely to lead to the Whistleblower's identification to a restricted number of people who are directly involved in handling and investigating in the Report; and
- reminding each person who is involved in handling and investigating a Report about the confidentiality requirements, including the consequences of an unauthorised disclosure.

Protective actions will be undertaken with an aim to prevent Detrimental Conduct, and will depend on the circumstances surrounding the Whistleblower and the Report made. Protections may include the following, in Cabrini's discretion and as appropriate in the circumstances:

- monitoring and managing the behaviour of other employees;
- relocating the Whistleblower or other individuals (which may include the people alleged to have been involved in the subject matter of the Report) to a different division, group or office;

- offering the Whistleblower a leave of absence or flexible workplace arrangements while a matter is investigated;
- rectifying any detriment that the Whistleblower may have suffered.

Cabrini strictly prohibits all forms of victimisation and Detrimental Conduct of a person because they have raised a concern under this Policy and against a person who is involved in an investigation of a Report under this Policy, in response to their involvement in that investigation.

Any retaliatory actions undertaken by Cabrini staff in reprisal for the filing of a Report will be treated seriously, investigated and may result in disciplinary action up to and including dismissal.

If a Whistleblower believes they have experienced Detrimental Conduct following their Report, then they should first discuss this with their Integrity Protection Officer. If the Whistleblower does not believe the issue has been resolved in a satisfactory manner, they may discuss this with an Integrity Governance Officer or raise a further Report under this Policy.

Whistleblowers are entitled to access the Cabrini employee assistance programme (EAP). The EAP is a free and confidential service that provides employees and immediate relatives of such employees, based in any location, with immediate advice by qualified professionals over the phone or over the internet.

Whistleblowers may also be entitled to seek legal remedies for any breach of confidentiality or Detrimental Conduct they experience, including:

- compensation;
- injunctions to prevent, stop, or remedy the effects of the victimising conduct;
- apologies;
- re-instatement where termination occurred;
- exemplary damages; and
- any other order the court thinks appropriate.

Protections for Cabrini's employees may also exist under the *Fair Work Act 2009* (Cth) and other legislation. These are enforceable as a matter of statute and do not form part of this Policy.

Any person may be liable to disciplinary or other form of appropriate corrective action if we conclude that they have made a Report maliciously and without having reasonable grounds.

4.3 Immunity

Whistleblowers must not be subject to any civil, criminal and/or administrative liability or have any contractual or other remedy or right enforced or exercised against them on the basis that they have made a Report. That immunity does not extend to any liability in respect to the disclosed conduct, if the Report implicates the Whistleblower.

4.4 Civil and Criminal Penalties

Breaches of Whistleblower confidentiality and protection can result in civil and/or criminal penalties to both the individual(s) responsible as well as the organisation.

5. INVESTIGATION

Cabrini's response to a Report will vary depending on the nature of the Disclosable Conduct (including the amount of information provided). A Report may, for example, be addressed and resolved informally or through investigation.

The usual steps in responding to a Report are set out below:



A preliminary review of a Report will be undertaken by the Integrity Governance Officer in order to determine whether it should be formally investigated. Whilst not all Reports will necessarily lead to an investigation, all Reports will be assessed and considered and a decision made as to whether they should be investigated.

The objective of an investigation is to determine whether there is evidence which substantiates the Report. The investigation may result in findings on the allegations that are the subject of the Report. Such findings will be made on the balance of probabilities and will be that either the allegations are fully substantiated, partly substantiated, and not able to be substantiated, or unsubstantiated.

The investigator will either be an Integrity Governance Officer, or another person appointed by the Integrity Governance Officer, who may be internal or delegated to an external investigator or other suitably qualified third party. The investigator will have appropriate experience to carry out the role, at the discretion of the Integrity Governance Officer.

The investigator's role is to examine the substance of the Report fairly and objectively.

Participants in the investigation procedure are required to keep confidential all relevant information and electronic recordings of any investigation meetings are not permitted unless all those attending agree. Any investigation will be conducted in as timely a manner as the circumstances allow and be independent of any person(s) about whom a Report has been raised. Where appropriate, such persons will be informed of the allegations and provided with the opportunity to respond. Persons about whom the Report is being raised are entitled to access Cabrini's EAP program, where they are employees of Cabrini. The investigation process will be determined by the nature and substance of the Report. If the Whistleblower is not anonymous, the investigator will contact the Whistleblower as soon as practicable upon receipt of the Report to discuss the investigation process, including who may be contacted and other matters relevant to the investigation.

While timeframes will vary depending on the particular investigation, Cabrini endeavours to conclude investigations within 12 weeks of receiving a Report.

Where a Report is submitted anonymously, Cabrini will conduct the investigation based on the information provided to it.

To the extent permitted under applicable laws, and where appropriate, the Whistleblower and any person against whom a Report has been raised, will be informed of the findings of any investigation. Any Report, however remains the property of Cabini and will not be shared with such individuals.

Where an investigation substantiates a Report, Cabini will take appropriate action, including taking disciplinary action as necessary, alongside any appropriate or necessary reporting of a breach of regulations to an external regulatory body.

6. PUBLIC INTEREST DISCLOSURES AND EMERGENCY DISCLOSURES

6.1 Public Interest Disclosures

The Corporations Act enables a Whistleblower to make a public interest disclosure about a Disclosable Conduct to a journalist or a Member of Parliament in certain limited circumstances as set out below:

- at least 90 days have passed since the Whistleblower made the Report to either ASIC, APRA, or another prescribed Commonwealth authority by regulation in Australia and the equivalent body in the jurisdiction in which the Whistleblower is employed; and
- the Whistleblower does not have reasonable grounds to believe that action is being, or has been, or has been taken in relation to their Report; and
- the Whistleblower has reasonable grounds to believe that making a further Report of the information is in the public interest; and
- after the end of the 90-day period, the Whistleblower gives the body to which the original Report was made a written notification that includes sufficient information to identify the previous Report and states that he or she intends to make a public interest disclosure; and
- the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the Member of Parliament or journalist of the misconduct or improper state of affairs or circumstances.

6.2 Emergency Disclosures

The Corporations Act enables Whistleblowers to make an emergency disclosure to either a Member of Parliament or to a professional journalist, so long as:

- the Whistleblower has made a previous qualified Report of the information to either ASIC, APRA, or another prescribed Commonwealth authority in Australia and the equivalent body in the jurisdiction in which the Whistleblower is employed; and
- the Whistleblower has 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; and
- the Whistleblower gives the body to which the original Report was made a written notification that includes sufficient information to identify the previous Report and states that he or she intends to make an emergency disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the Member of Parliament or journalist of the substantial and imminent danger.

7. Key Legislation, Standards and Other Documents

This document has a close relationship with the following:

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Legislation

- *Corporations Act 2001* (Cth)
- *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth)
- *ASIC Act 2001* (Cth)

Standards

- Australian Standard on Fraud Control and Corruption Control (AS 8001: 2021);
- Australian Standard on Whistleblower Protection Program for Entities (AS 8004: 2021)

Related Cabrinini Materials

- Fraud and Corruption Control Plan
- Managing Issues in Employment Policy
- Conflict of Interest Policy
- Code of Conduct

8. Review of the policy

This policy will be reviewed every two years and presented to the Board for approval. Material amendments proposed at any time must be approved by the Board. Non-material amendments to the policy may be approved by the Chief Executive.

9. Document Control

Executive Sponsor:	Group Director, People and Culture	
Content Approved By:	Group Executive, Mission and Strategy and Board	Date: May 2022
Authorised to Publish By:	Board	Date: 28 July 2022