

**Catherine House Inc. and CHT Company Ltd.**

# **Whistleblower Protection Policy**

## **Introduction**

Catherine House Inc. (**CH Inc.**) provides services, accommodation, education and support to women experiencing homelessness in South Australia. In order to provide such services, CH Inc. engages a broad scope of staff, volunteers and suppliers.

CHT Company Ltd ACN 627 301 642 (**CHTC Ltd.**) is the trustee of the Catherine House Trust (**Trust**) and shares a common board with CH Inc. CHTC Ltd has day-to-day responsibility for managing and investing the assets and income of the Trust for the benefit of, and in order to support, the charitable activities and objects of CH Inc., which is the sole member and sole beneficiary of the Trust.

CHTC Ltd. and CH Inc. (together **Catherine House**) recognise the responsibility associated with providing human services to a vulnerable population and are committed to ensuring the protection of whistleblowers who report in good faith legitimate concerns about Reportable Conduct (as defined in this Policy).

From 1 July 2019, the whistleblower protections in Part 9.4AAA of the *Corporations Act 2001* (Cth) (**Corporations Act**) were expanded to provide greater protections for whistleblowers who report misconduct about companies and company officers.

From 1 January 2020, some entities in Australia, including certain companies limited by guarantee and other entities which can be classified as 'trading corporations', are required to have a whistleblower policy that complies with the new section 1317AI of the Corporations Act.

The Australian Securities and Investments Commission (**ASIC**) has announced that public companies that are small not-for-profits or registered charities with annual revenue of less than \$1 million are exempt from the new requirement to have a compliant policy. Catherine House falls within these exemptions.

However, even if organisations are exempt from the Corporations Act requirement to adopt a whistleblower policy, the whistleblower protections contained in Part 9.4AAA of the Corporations Act may still be available to persons who make whistleblower disclosures about companies limited by guarantee irrespective of size and (among others) entities which are 'trading corporations' (see further comments below in this regard under item 0). ASIC Regulatory Guide 270 includes guidance on managing whistleblowing that may be helpful even for entities that are not required to have a policy.

## **Scope**

This Policy applies to all persons engaged in the activities of Catherine House (including volunteers) and includes activities at, or on behalf of, Catherine House including social and fundraising functions.

This Policy details Catherine House's framework for receiving, investigating and addressing allegations of Reportable Conduct, which may relate to Catherine House itself, its current and former directors, officers, agents, employees and volunteers, or past and present contractors of Catherine House.

In addition, where Catherine House relies on an external organisation to manage aspects of the whistleblower process on Catherine House's behalf, Catherine House will use its best endeavours to ensure that the external organisation complies with the requirements of this Policy and any applicable governing legislation.

**Catherine House Inc. and CHT Company Ltd.**

# **Whistleblower Protection Policy**

CHTC Ltd., as a company limited by guarantee, is a 'regulated entity' as that term is defined in Part 9.4AAA of the Corporations Act, such that eligible persons who make a whistleblower disclosure concerning CHTC Ltd. will be entitled to relevant statutory protections.

However, as at the date of adoption of this policy, it is likely that CH Inc. would not meet the requirements of the definition of a 'trading corporation' and therefore that the specific whistleblower protections outlined in Part 9.4AAA of the Corporations Act will not apply to whistleblowers in respect of CH Inc. Despite this, Catherine House considers it is appropriate to adopt a whistleblower policy that applies to all entities within the Catherine House group as part of steps taken to protect vulnerable persons and ensure accountability in their general operations.

To the extent that the statutory protections do not apply to a whistleblower in relation to CH Inc., Catherine House will afford that whistleblower the protections outlined in this Policy and will investigate any whistleblower disclosure in accordance with this Policy.

In the event of any inconsistency, the legislative requirements will override the provisions of this Policy.

## **Definitions**

In this Policy:

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of members of each of CH Inc. and CHTC Ltd., as the case requires.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Detrimental Conduct** includes:

- dismissal of an employee;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their 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; or
- any other damage to a person.

**Eligible Whistleblower** means a person who is currently, or was previously:

- an officer of Catherine House (within the meaning of the Corporations Act);
- an employee of Catherine House;
- a volunteer of Catherine House;

# Whistleblower Protection Policy

- an individual who supplies services or goods to Catherine House (whether paid or unpaid) or that individual's employee;
- an individual who is an associate of Catherine House;
- a relative or a dependant of any individual referred to in the preceding dot points of this definition; or
- any other individual prescribed by law.

**Eligible Recipient** means any one of the following:

- an officer or senior manager of Catherine House, including a member of the Leadership Group;
- an auditor, or member of an audit team conducting an audit, of Catherine House or a related body corporate; or
- any other individual prescribed by the law.

**Leadership Group** means the leadership team for CH Inc., as described on the CH Inc. website.

**Reportable Conduct** means information that an Eligible Whistleblower has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to Catherine House including if the Eligible Whistleblower suspects Catherine House (or its officers or employees) have engaged in conduct which:

- constitutes an offence against, or is in contravention of, a provision of any of the following:
  - the Corporations Act;
  - the *Australian Securities and Investment Act 2001* (Cth);
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is prescribed by the law.

This may include:

- fraud or fraudulent activity, or corrupt or unlawful behaviour;
- misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;
- maladministration, including an act or omission of a serious nature that is negligent, unjust, oppressive, discriminatory or is based on improper motives;
- serious and mismanaged conflicts of interest;
- serious mismanagement of Catherine House's resources;
- endangering the health and safety of any person, which has been reported to management but not acted upon; and/or
- creating a significant danger to the environment.

**Policy** means this Whistleblower Protection Policy.

**Victimisation** means engaging in, or threatening to engage in, Detrimental Conduct against a person because the perpetrator of the Detrimental Conduct believes or suspects the person or any other

# Whistleblower Protection Policy

person made, may have made, proposes to make or could make a Whistleblower Disclosure and the belief or suspicion is the reason or part of the reason for the conduct. "Threaten" can be express, implied, conditional or unconditional and it is not necessary to prove that the person actually feared the threat would be carried out, but the perpetrator must have intended the other person to fear that the threat would be carried out or been reckless as to causing that fear.

**Victimise** has a corresponding meaning to Victimisation.

**Whistleblower Disclosure** has the meaning given in item 1.1 below.

**Whistleblower Investigation Officer** means the person identified in item 2.3 of the Procedures below.

## Policy Statement

Catherine House is committed to fostering a culture of ethical behaviour and good corporate governance. Catherine House recognises that any genuine commitment to instil these values and detect wrongdoing must include a reporting mechanism whereby employees and other persons can report their concerns freely and without fear of reprisal or intimidation.

Catherine House recognises the importance of providing a safe, supportive and confidential environment where people will feel secure when reporting wrongdoing. This Policy aims to instil the idea that reporting wrongdoing is not an act of disloyalty but a service to Catherine House, its stakeholders and the wider community.

To encourage reporting of concerns, any individual who intends to make a report needs to be confident that they can raise concerns without being subject to Victimisation and that their concerns will be taken seriously. This Policy encourages a commitment by people in all levels of Catherine House to report Reportable Conduct which may include improper, unethical and illegal behaviours that are contrary to Catherine House's Code of Conduct. In doing so, this Policy aims to protect the people who come forward with their concerns that are covered under this Policy.

This Policy is also underpinned by Catherine House's values to:

- maintain a safe and healthy work environment;
- respect one another and our stakeholders;
- act fairly and honestly and to not tolerate dishonest behaviour; and
- operate within the law.

Catherine House acknowledge that, to the extent that the Independent Commissioner Against Corruption Act 2012 (SA) (ICAC Act) applies to the activities and operations of Catherine House and to the public officers of Catherine House (Public Officers), nothing in this Policy derogates from the operation of the ICAC Act or the complaints mechanisms and protections available to Catherine House and its Public Officers under the ICAC Act.

## Policy Objectives

The objectives of this Policy are to:

- facilitate an environment which allows Eligible Whistleblowers the opportunity to speak up with the confidence that they will remain anonymous;
- provide any person making a report with an understanding of what will be a Whistleblower Disclosure under the Corporations Act and what will be protected under this Policy;

# Whistleblower Protection Policy

- provide staff with a clear understanding of how reports will be handled;
- protect Eligible Whistleblowers from Detrimental Conduct or Victimization;
- provide support to Eligible Whistleblowers throughout the reporting process;
- provide a system of fair treatment for employees of Catherine House who are mentioned in Whistleblower Disclosures or to whom such a disclosure relates; and
- ensure that any reports of Reportable Conduct are taken seriously and dealt with appropriately.

## 1. Whistleblower Disclosures

### 1.1 What is a Whistleblower Disclosure?

A Whistleblower Disclosure is a report of Reportable Conduct made by an Eligible Whistleblower to an Eligible Recipient.

### 1.2 Duties of employees in relation to Reportable Conduct

It is expected that employees of Catherine House who become aware of Reportable Conduct will make a report to an Eligible Recipient.

A report should not be made with the intention of damaging the career prospects and reputation of people who are the subject of the Reportable Conduct.

### 1.3 Personal work-related grievances

While Catherine House encourages its staff and stakeholders to speak up and report any concerns about the organisation, not all types of conduct are intended to be covered by this Policy, or any applicable protections under the Corporations Act. In particular, this Policy does not apply to complaints by clients about services provided by Catherine House, or reports by an Eligible Whistleblower of a personal work-related grievance, which means a grievance:

- about any matter in relation to the Eligible Whistleblower's employment or former employment having or tending to have personal implications for the Eligible Whistleblower;
- that does not have significant implications for Catherine House except that it relates to the Eligible Whistleblower; and
- that does not concern Reportable Conduct.

Examples of personal work-related grievances may include:

- an interpersonal conflict between the Eligible Whistleblower and another employee; and
- decisions relating to engagement, transfer, promotion or termination of employment.

### 1.4 What information is needed to make a report?

For a report of suspected Reportable Conduct to be investigated, it must contain enough information to form a reasonable basis for investigation. Therefore, an Eligible Whistleblower should provide as much information as possible about the Reportable Conduct, including any known details about the events underlying the report such as:

# Whistleblower Protection Policy

- date;
- time;
- location;
- name of person(s) involved;
- possible witnesses to the events;
- evidence of the events (e.g. documents, emails); and
- any steps already taken to report the matter elsewhere or resolve the concern.

## 1.5 Disclosures not protected

An Eligible Whistleblower who makes a Whistleblower Disclosure but does not have reasonable grounds to suspect the information the subject of the Whistleblower Disclosure concerned Reportable Conduct, against Catherine House or another Eligible Whistleblower:

- is not entitled (if applicable) to the protections available for eligible whistleblowers under the Corporations Act or other applicable State and Federal anti-discrimination legislation;
- is not afforded any protection under this Policy;
- may be subject to disciplinary action, including up to termination of their engagement or employment; and
- may be guilty of an offence.

The making of a Whistleblower Disclosure will not prevent Catherine House from commencing or continuing with any investigation into allegations of misconduct against the Eligible Whistleblower or any management of the Eligible Whistleblower's performance that do not relate to the Eligible Whistleblower making a Whistleblower Disclosure.

Catherine House will take appropriate disciplinary action against an employee, up to and including termination of their engagement or employment, if they engage in substantiated Reportable Conduct, if they victimise a person or if they unreasonably fail to comply with this Policy.

## Responsibilities

Roles	Responsibilities
Catherine House	Build awareness of this Policy by providing appropriate training to employees
Leadership Group	Ensure the implementation of this Policy
All Persons Engaged in Catherine House Activities	Be aware of this Policy

## Applicable Legislation and Standards

Corporations Act 2001 (Cth)

Catherine House Inc. and CHT Company Ltd.

# Whistleblower Protection Policy

Independent Commissioner Against Corruption Act 2012 (SA)

## Other Related Documents

CH Code of Conduct  
CH Privacy Policy  
CH Disciplinary Policy  
CH Grievance Procedure

## Distribution

All persons engaged with Catherine House activities will receive a copy of this Policy.

## Development and Review

Policy Development or Review	By Whom	Consultation Process	Reason for Development or Review	Version	Effective Date	Review Date	Approving Authority
Development	DOS	Leadership Group	No Policy	V1	June 2020	June 2023	Board

## Distribution

This Policy is available to all officers, employees and volunteers of Catherine House.

A consistent version of this Policy is available to all external persons engaged with Catherine House activities via <https://catherinehouse.org.au/>

# Whistleblower Complaints Procedures

## Disclosures

### 1.1 *Whistleblower Disclosure*

It is Catherine House's preference that any suspected Reportable Conduct be reported internally in the first instance. However, Catherine House recognises that it will not always be appropriate to make an internal report of suspected Reportable Conduct.

An Eligible Whistleblower may make a report of Reportable Conduct:

- verbally or in writing to an Eligible Recipient;
- verbally or in writing to ASIC, APRA or a Commonwealth authority prescribed in legislation such as the Australian Federal Police;
- to an external provider of whistleblower reporting services, if one is engaged by Catherine House from time to time; or
- to the extent that the whistleblower protections in the Corporations Act apply, in accordance with the procedures outlined in items 0 and 0 below. Employees are encouraged to consult with an independent legal adviser before making a Public Interest Disclosure or Emergency Disclosure.

### 1.2 *Public Interest Disclosure*

A **Public Interest Disclosure** is the disclosure of a report of Reportable Conduct to a member of the Commonwealth, State or Territory Parliament, or a journalist. An Eligible Whistleblower may make a Public Interest Disclosure if:

- at least 90 days has passed since the Eligible Whistleblower made an initial report to ASIC, APRA or the Australian Federal Police;
- the Eligible Whistleblower does not believe, on reasonable grounds, that action is being taken, or has been taken, to address the Reportable Conduct;
- the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest;
- after the end of that 90 day period, the Eligible Whistleblower gave to the body they had given their previous disclosure a written notification which included sufficient information to identify the previous report of Reportable Conduct, and stated that the Eligible Whistleblower intended to make a Public Interest Disclosure; and
- the extent of the information disclosed is no greater than necessary to inform of the Reportable Conduct.

### 1.3 *Emergency Disclosure*

An **Emergency Disclosure** is an emergency report of Reportable Conduct to a member of the Commonwealth, State or Territory Parliament, or a journalist. An Eligible Whistleblower may make an Emergency Disclosure if:

- the Eligible Whistleblower made an initial report of Reportable Conduct to ASIC, APRA or the Australian Federal Police;

# Whistleblower Complaints Procedures

- the Eligible 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;
- after the Eligible Whistleblower's initial report, the Eligible Whistleblower then gave written notification to the body who received the initial report (which written notification includes sufficient information to identify the previous report of Reportable Conduct and states that the Eligible Whistleblower intends to make an Emergency Disclosure); and
- the extent of the information disclosed is no greater than necessary to inform of the substantial and imminent danger associated with the Reportable Conduct.

## **1.4 What if the disclosure relates to an Eligible Recipient?**

If a Whistleblower Disclosure relates to an individual who qualifies as an Eligible Recipient, the Eligible Whistleblower may report the Whistleblower Disclosure to:

- another Eligible Recipient;
- to the extent that the whistleblower protections in the Corporations Act apply, ASIC, APRA or the Australian Federal Police; or
- to an external provider of whistleblower reporting services, if one is engaged by Catherine House from time to time,

and cooperate with such entities (including in an investigation if necessary) so far as is lawfully required.

## **1.5 Duties of an Eligible Recipient who receives a Whistleblower Disclosure**

An Eligible Recipient who receives a Whistleblower Disclosure must:

- promptly review the disclosure;
- either:
  - ensure the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer as set out in item 7 of this Policy; or
  - to the extent that the whistleblower protections in the Corporations Act apply, report the alleged Reportable Conduct to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and cooperate with such entities so far as is lawfully required;
- not disclose information obtained directly or indirectly because of the Whistleblower Disclosure if it would identify the Eligible Whistleblower or any information that is likely to lead to the identification of the Eligible Whistleblower unless the disclosure is made:
  - with the Eligible Whistleblower's consent;
  - to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate);
  - to a legal practitioner for the purposes of obtaining legal advice or representation in relation to a Whistleblower Disclosure; or
  - to a person prescribed by law; and
- must not Victimise an Eligible Whistleblower as a consequence of a Whistleblower Disclosure.

# Whistleblower Complaints Procedures

## Investigations

### **2.1 Who investigates a report?**

As stated above, Eligible Recipients must ensure the disclosure is investigated (where appropriate) by a Whistleblower Investigation Officer. The Whistleblower Investigation Officer may undertake an investigation themselves or engage appropriately qualified and independent investigators to do so. It is at the Whistleblower Investigation Officer's discretion to determine whether the report is investigated and whether that investigation is conducted internally or externally.

If the Whistleblower Disclosure relates to the Whistleblower Investigation Officer, the Eligible Recipient must instead make the report to the Board, which will then act as Whistleblower Investigation Officer for that investigation.

### **2.2 What is the investigation process when an Eligible Whistleblower makes a report under this Policy?**

All Whistleblower Disclosures will be treated seriously and sensitively, and assessed and considered by Catherine House in determining whether the report should be investigated. The investigation process will vary depending on the nature of the report.

Any investigations commenced will be conducted in a timely manner. All employees and contractors must cooperate with any investigations.

### **2.3 Roles and responsibilities of the Whistleblower Investigation Officer**

The Whistleblower Investigation Officer will:

- provide assistance to the Eligible Whistleblower in relation to the process and this Policy;
- consider whether the conduct raised constitutes a Whistleblower Disclosure and where it does not, notify the discloser of any other processes outside of the whistleblower process that can be taken to address the allegations;
- enable the investigation into the Reportable Conduct; and
- maintain the Eligible Whistleblower's confidentiality, privacy and anonymity (as required).

### **2.4 Communication with the whistleblower**

If appropriate, the Eligible Whistleblower will be informed of the outcome of the investigation and may be provided with information relating to the outcome of the investigation. If this occurs, the Eligible Whistleblower must maintain confidentiality of such information and not disclose any information provided to them to any person.

### **2.5 What happens after an investigation?**

At the conclusion of the investigation, the Whistleblower Investigation Officer will report their findings to CH Inc.'s Chief Executive Officer (or the Board if the Whistleblower Disclosure relates to CH Inc.'s Chief Executive Officer) who will determine the appropriate response in accordance with this Policy and any applicable legislation.

The response will aim to rectify any Reportable Conduct and take the action necessary to prevent any future occurrences of the same or similar conduct.

Where issues of discipline arise, the response by Catherine House will be made in accordance with any relevant legislation.

# Whistleblower Complaints Procedures

## Confidentiality and Privacy

### 3.1 *Anonymity of the Eligible Whistleblower's identity*

An Eligible Whistleblower is able to anonymously make Whistleblower Disclosures. The person to whom the Eligible Whistleblower makes their report will not reveal the Eligible Whistleblower's identity, or any information that is likely to lead to their identification, unless:

- the Eligible Whistleblower consents to the disclosure of their identity;
- disclosure of the Eligible Whistleblower's identity is required or permitted under any applicable legislation; or
- if it is reasonably necessary to investigate the report of Reportable Conduct and the discloser takes all reasonable steps to reduce the risk of identifying the Eligible Whistleblower.

If it is reasonably necessary to disclose certain information about the report the Eligible Whistleblower has made, excluding the Eligible Whistleblower's identity, for the purposes of investigating the Reportable Conduct, Catherine House will take all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified through this process.

It is possible that someone might deduce the Eligible Whistleblower's identity without there having been a breach of confidentiality as a consequence of the nature of the investigatory process.

### 3.2 *Unauthorised disclosures*

Unauthorised disclosures of:

- the identity of a whistleblower who has made a report of Reportable Conduct; or
- information from which the identity of the whistleblower could be inferred,

will be regarded as a disciplinary matter and will be dealt with in the appropriate manner by Catherine House. Such unauthorised disclosures may also constitute an offence under the Corporations Act and other laws and may attract penalties.

### 3.3 *Privacy issues*

Personal information will be protected in accordance with Catherine House Inc.'s Privacy Policy and any applicable legislation.

### 3.4 *Not actionable*

To the extent that the statutory protections set out in the Corporations Act apply to a Whistleblower Disclosure, an Eligible Whistleblower will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure. No contractual or other remedy may be enforced, and no contractual or other right may be exercised, against them on the basis of the disclosure. In addition, an Eligible Whistleblower to whom the protections under the Corporations Act apply may be entitled to compensation or other legal remedy.

# Whistleblower Complaints Procedures

## Protection from Victimisation

Catherine House is committed to ensuring confidentiality in respect of all matters raised under this Policy. If an Eligible Whistleblower has reasonable grounds to suspect Reportable Conduct, even if those concerns are ultimately mistaken, Catherine House will support and protect the Eligible Whistleblower and anyone else assisting in the investigation.

### **4.1 Eligible Whistleblower will not be Victimised**

Catherine House and its employees, officers and directors must not Victimise an Eligible Whistleblower as a consequence of a Whistleblower Disclosure. Catherine House will promptly investigate allegations of Victimisation under this Policy.

### **4.2 Protections available**

Catherine House will take all reasonable steps to ensure that adequate and appropriate protection is being provided to those who make a report. The protection applies if the matter is proven or not and regardless of whether it is reported to an external authority. If an Eligible Whistleblower believes that they have suffered Victimisation as a result of raising a concern, they should inform the Whistleblower Investigation Officer.

The protections offered will vary depending on the nature of the misconduct reported and the people involved. Protections may include:

- monitoring and managing the behaviour of other employees;
- offering a leave of absence or flexible workplace arrangements while a matter is investigated; and/or
- access to and support from CH Inc.'s Chief Executive Officer.

## Treatment of Employees referred to in Reports

Catherine House will ensure that the investigation process will be thorough, objective, fair and independent of anyone who is the subject of the Whistleblower Disclosure.

### **5.1 Handling the identity of accused persons with confidentiality**

The identity of accused individuals will only be disclosed on a strict need to know basis and information containing the identity of the accused individual will only be available to individuals who are directly involved in an investigation, or those involved due to their role within Catherine House (for example, senior management).

### **5.2 Preserve a presumption of innocence during the investigation process**

Any investigations will only be initiated if there is reasonable grounds to suspect wrongdoing provided by the whistleblower. If there is reasonable grounds and an investigation ensues, the presumption of innocence applies to the accused.

# Whistleblower Complaints Procedures

## Contact Details

Contact Person	Telephone	Email
Whistleblower Investigation Officer: Director Organisational Services, Anne Nixon	08 8232 2282	annen@catherinehouse.org.au
CH Inc. Chief Executive Officer, Linda Matthews	08 8232 2282	LindaM@catherinehouse.org.au