

## SPEAK UP POLICY

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<b>Policy:</b>	Speak Up Policy
<b>Date:</b>	Board approved November 2021 Next review date November 2023

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### 1. Purpose of this Policy

- 1.1. The Australian Institute of Company Directors (**AICD**) is committed to conducting business honestly, with integrity, and in accordance with its values. AICD expects all officers, employees and contractors to maintain high standards in accordance with AICD's Code of Conduct and other AICD policies. In this context, AICD encourages a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.
- 1.2. The purpose of this Policy is to:
  - encourage and enable people to Speak Up if they become aware of Potential Misconduct on a confidential and, if desired, anonymous basis;
  - explain how to Speak Up and what protections a person making a disclosure will receive where they Speak Up under this Policy; and
  - outline the processes at AICD for responding to Speak Up disclosures including how reports are received and investigated, where appropriate.
- 1.3. A failure to Speak Up exposes AICD to additional risks and undermines our culture and values. All officers, employees and contractors of AICD must comply with this policy.

### 2. Who is protected under this Policy?

- 2.1. You will be protected under this Policy if:
  - (i) you Speak Up about Potential Misconduct as set out in section 3;
  - (ii) you are a person who can Speak Up under this Policy as set out in section 4; and
  - (iii) you Speak Up to a Recipient as set out in section 5.
- 2.2. AICD will not tolerate anyone being discouraged from Speaking Up or treated detrimentally because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be a potential outcome for any person who has discouraged or treated a person detrimentally on this basis.
- 2.3. *The Corporations Act 2001* (Cth), provides certain people legal rights and protections as whistleblowers and requires AICD to have a whistleblowing policy that addresses the protections under that Act. Further information regarding these protections is set out in **Attachment 1** in this Policy.

### 3. What is Speaking Up?

- 3.1. **Speaking Up** means telling an appropriate person (examples of these people, called **Recipients**, are provided in section 5 below) if you have reasonable grounds to suspect that Potential Misconduct has occurred or is occurring in relation to AICD.

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- 3.2. **Potential Misconduct** means any suspected or actual misconduct or improper state of affairs or circumstances in relation to AICD.
- 3.3. Examples of **Potential Misconduct** may include but are not limited to:
- breach of laws or regulations
  - serious and/or systemic breach of AICD's Code of Conduct or other AICD policies, standards or codes
  - information that indicates a danger to the public or to the financial system
  - criminal activity
  - bribery or corruption
  - conduct endangering health and safety or causing damage to the environment
  - dishonest, unethical or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation, payments or other such benefits
  - undisclosed conflicts of interest
  - anti-competitive behaviour
  - financial fraud or mismanagement
  - unauthorised use or disclosure of AICD confidential information or intellectual property
  - detrimental conduct against a person because they have made a disclosure under this Policy
  - conduct likely to seriously damage the financial position or reputation of AICD
  - deliberate concealment of any of the above
- 3.4. You are encouraged to Speak Up even if you are unsure if something is Potential Misconduct. For example, if you only have some information leading to a suspicion, but not all the details, you will be protected under this Policy even if your concern turns out to be incorrect. However, you must not make a disclosure that you know, or ought to know, is false or has no substance. Where it is found that an employee has knowingly made a false disclosure, this will be considered a serious matter and may result in disciplinary action.
- 3.5. If you are an employee of the AICD it is important to understand that Potential Misconduct does not generally include personal work-related grievances. Personal work-related grievances are grievances about any matter in relation to your employment or former employment that has, or tends to have, implications for you personally. Examples of a personal work-related grievance include (but are not limited to):
- (a) an interpersonal conflict between you and another employee;
  - (b) a decision about your engagement, a transfer or a promotion;
  - (c) a decision about your terms and conditions of employment. For example, being unhappy about a pay review; or
  - (d) a decision to suspend or terminate your employment, or otherwise discipline you where appropriate.
- 3.6. If you are a current or former supplier to the AICD it is also important to understand that Potential Misconduct does not include grievances about a decision by the AICD to either not renew or to terminate a supplier contract for poor performance.

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- 3.7. However, if a personal work-related grievance or supplier grievance concerns a matter that is Potential Misconduct (as set out in the section above), would have significant implications for AICD, or relates to a person suffering from, or being threatened with detriment for making a disclosure under this Policy, it should still be reported under this Policy.
- 3.8. If you are a current or former employee of the AICD and wish to raise an issue that is not Potential Misconduct, you should refer to AICD's Grievance and Dispute Resolution Policy which can be accessed via the AICD's intranet site, Unily.

### 4. Who can Speak Up

- 4.1. Anyone with information about Potential Misconduct is encouraged to Speak Up.
- 4.2. You can raise such a concern under this Policy and the terms of this Policy will apply to you, if you are a current or former:
- AICD employee (including a full time, part time, casual or fixed term employee);
  - AICD officer (including a director or secretary);
  - person who supplies services or goods to AICD, whether paid or unpaid (for example, a contractor, consultant, service provider, supplier or business partner), including employees of such suppliers; or
  - a spouse or dependent (or a dependant of the spouse), or relative (including a parent, child or sibling), of any of the people listed above.
- 4.3. Even if you do not fall into one of the above categories, you are still encouraged to raise any concern you have through the channels outlined in this Policy. AICD will still assess the concern raised and take appropriate steps. While AICD may not be able to apply all of the protections set out in this Policy to you in this circumstance, it will look for ways to support all people who raise a concern.
- 4.4. No individual should be discouraged from Speaking Up and to do so will itself breach this Policy. If any person is told not to raise or pursue a concern, even by their Manager or a person in authority, they are encouraged to make a further disclosure to a Recipient. More information about how to disclose is set out at 5.1 and 5.2 below.

### 5. Who can you tell

- 5.1. AICD encourages you to Speak Up under this Policy to one of the following **Recipients**:

Recipient Name	Contact Details
YourCall (this is an external provider engaged by AICD to receive Disclosures)	<b>Telephone Hotline</b> 1300 790 228 9am – 12am Monday to Friday on AEST recognised business days <b>Online</b> 24/7, <a href="http://www.yourcall.com.au/report">www.yourcall.com.au/report</a> When making a report with YourCall, you can use AICD's

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Recipient Name	Contact Details
	organisation ID: <b>AICD2016</b> .
Helen Wild, Chief Financial Officer, Company Secretary and General Manager, Corporate Services	<b>+61 2 8248 8451</b> hwild@aicd.com.au
Thuy Wong, Head of Risk and Compliance	<b>+61 2 8248 2760</b> twong@aicd.com.au

- 5.2. Where a disclosure to YourCall relates to the Recipients set out above, a person making a disclosure may request that the disclosure is directed to the Chair of the Risk and Compliance Committee.
- 5.3. The role of Recipients is to receive reports that qualify for protection under this Policy and ensure that the information is heard by AICD and proper follow-up occurs. Subject to the confidentiality requirements outlined further below in this Policy, a Recipient may be required to refer the disclosure to appropriate personnel to oversee AICD's response. The response and investigation process is set out at sections 8 and 9 below.
- 5.4. Further persons who are eligible to receive disclosures are described in **Attachment 1** to this Policy.
- 5.5. If you would like further information before making a disclosure, please contact YourCall on 1300 790 228.

### 6. What information should be provided

- 6.1. If you make a disclosure, you should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and any evidence (including documents or other witnesses) that may exist.
- 6.2. The Recipient (or other person eligible to receive your disclosure) will seek your consent to disclose your report as required in order to take appropriate action. You are encouraged to feel supported in providing information, and where you decide to disclose your identity, AICD will take steps to protect your identity. Consent to the limited sharing within AICD of your identity will assist AICD to protect and support you in relation to your disclosure and facilitate AICD in investigating, reporting and taking action arising as a result of your disclosure.
- 6.3. Please be aware that if you do not consent to the limited sharing within AICD of information provided by you and/or any identifying details as needed, this may limit AICD's ability to progress your disclosure and take any action in respect of your disclosure.

### 7. Making an anonymous disclosure

- 7.1. While you are encouraged to provide your name because it will make it easier for AICD to address your disclosure (for example, the context in which you may have observed the Potential Misconduct is likely to be useful information) you are not required to do so.
- 7.2. If you do not provide your name, AICD will assess the content and merit of your disclosure in the same way as if you had revealed your identity, and any investigation will be conducted as best as

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possible in the circumstances. At any given time, you can identify yourself, but this is your choice and at no point do you need to do this or will you be forced to provide your identity. If you decide to disclose your identity, AICD will take steps to protect your identity and to protect you from detriment.

- 7.3. If you would like to make an anonymous disclosure, it is recommended that you do so through YourCall. We also suggest you maintain ongoing two-way communication with us, so we may ask follow-up questions or provide feedback. You may refuse to answer questions that you feel may reveal your identity at any time.
- 7.4. AICD will make every endeavour to investigate your disclosure where possible and appropriate, but in some cases, there are limitations of what can be achieved if you decide to remain anonymous (for example, if AICD is not able to contact you to obtain sufficient information).
- 7.5. Details about how your identity will be protected if you do provide your name are described in section 10 below.

### **8. How will AICD respond?**

- 8.1. Disclosures made under this Policy will be received and treated seriously and with respect and sensitivity. They will be acknowledged promptly and dealt with objectively. AICD will apply the protections described at section 10 below when responding to or investigating disclosures.
- 8.2. While Speaking Up does not guarantee that the disclosure will be formally investigated, all disclosures will be assessed and considered by AICD and a decision made as to whether they should (and can) be investigated. AICD's response to a disclosure may vary depending on the nature of the disclosure (including the amount of information provided).
- 8.3. Recipients will keep in contact with persons making a disclosure until the matter is resolved by AICD. If appropriate, they will be advised how AICD has decided to respond to their disclosure, including whether an investigation will be conducted. However, it may not always be appropriate to provide persons making a disclosure with this information and may not be possible unless contact details are provided when Speaking Up.
- 8.4. The timeframe for an investigation will vary depending on the nature of the report. AICD endeavours to complete investigations within 90 days of receipt of the disclosure, however this time period may be exceeded depending on the circumstances and complexity of the matter.
- 8.5. The investigator will be impartial from any persons to whom the disclosure relates. Investigations will generally be overseen by the Chief Financial Officer/Head of Risk & Compliance or Chair of the Risk and Compliance Committee as appropriate. Other people, including external advisers, external investigators or staff, may also be asked to assist or conduct the investigation, as appropriate, subject to the confidentiality protections set out further below.
- 8.6. All officers, employees and contractors are expected to cooperate fully with any investigations.
- 8.7. AICD will provide periodic updates to a person who has made a disclosure on the progress of the investigation (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of these updates may vary depending on the nature of the disclosure. These updates may include the following:
  - (a) confirming receipt of a disclosure;
  - (b) advising that an investigative process has begun (where an investigation is appropriate);
  - (c) providing updates on investigation status (even if there has been no progress);

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(d) advising when an investigation has been closed.

8.8. Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time and will be given a chance to respond to the allegations made against them.

### 9. What happens after an investigation?

9.1. The method for documenting and reporting the findings of an investigation will depend on the nature of the disclosure. Any report prepared in relation to an investigation will be provided to a decision-maker in relation to the matter and remains the property of AICD. The outcome of any investigation may be reported to the Board in accordance with section 11 below.

9.2. While AICD may communicate the findings of any investigation to persons who Speak Up, in its absolute discretion, it may be inappropriate to provide details of the outcome having regard to confidentiality and privacy considerations. If appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. However, any report that records the results of an investigation will not be provided to a person making a disclosure or any other person subject to investigation.

9.3. Where an investigation identifies a breach of AICD's Code of Conduct or internal policies or procedures, disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person(s) involved in any misconduct, or other measures, as may be appropriate in AICD's discretion.

### 10. What protections exist for disclosers?

#### Protecting your identity

10.1. AICD is committed to protecting the rights of a person who decides to Speak Up under this Policy. This section outlines how AICD will protect those who Speak Up. The law also contains protections for disclosers in certain circumstances, which are summarised in **Attachment 1**.

10.2. The priority at AICD is to protect people who Speak Up. If you Speak Up, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed if:

- you consent to disclosure of that information;
- the disclosure is allowed or required by law (for example, the disclosure by AICD to a lawyer in order to get legal advice on the whistleblower protections at law); and/or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but your actual identity is not disclosed, and all reasonable steps are taken to prevent someone from identifying you.

10.3. To maintain the confidentiality of a report, AICD takes a number of steps including:

- limiting access to information relating to your disclosure;
- carefully reviewing and potentially de-identifying certain aspects of your disclosure as appropriate; and
- using tools and platforms (such as YourCall) that allow disclosures to be made anonymously.

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### Protecting you from detriment

- 10.4. AICD is committed to protecting disclosers and other staff from any detriment or threats of detriment because of a disclosure raised under this Policy, or because of a belief or suspicion that such a disclosure is proposed to be made. These protections are an essential element of creating an environment in which disclosers feel safe to raise concerns about Potential Misconduct. AICD prohibits a person experiencing any detrimental conduct on the basis of a disclosure, including:
- (a) termination of employment or engagement;
  - (b) injury of an employee in their employment or alteration of their duties to their disadvantage;
  - (c) harassment or intimidation;
  - (d) harm or injury;
  - (e) damage to property, reputation, business, financial position or any other damage;
  - (f) discrimination; and
  - (g) any other action that can be perceived as retaliation for making a disclosure.
- 10.5. You should tell a Recipient listed in section 5 above (preferably the Recipient to which you made your initial disclosure) if you are concerned that you may be, are, or have been victimised in any way. AICD will treat this seriously. If a person making a disclosure feels their report of victimisation was not resolved adequately, they can escalate this case in writing to the Head of Human Resources and they will investigate the matter and process for how the alleged victimisation was dealt with.
- 10.6. Any person involved in victimising conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment.
- 10.7. AICD will at all times be able to raise and address with a person who makes a disclosure, or another person matters that arise in the ordinary course of their employment or engagement with AICD (for example, any separate performance or misconduct concerns). AICD may also take steps that are reasonably necessary to protect a person making a disclosure or another person from detriment.

### Other protections

- 10.8. AICD is committed to making sure that you do not suffer detriment because you Speak Up. The protections offered will be determined by AICD and depend on things such as the Potential Misconduct and people involved. Protections may include the following, in AICD's discretion:
- conducting a risk assessment of any potential detriment;
  - monitoring and managing the behaviour of other employees;
  - relocating individuals (which may include the people alleged to have been involved in the Potential Misconduct) to a different business unit or office location;
  - offering you a leave of absence or flexible workplace arrangements while a matter is investigated; and/or
  - rectifying any detriment that you have suffered.

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- 10.9. A person making a disclosure who is a current or former employee may access AICD's Employee Assistance Program and may also request additional support from AICD (such as counselling or other support services).
- 10.10. AICD will look for ways to support all people who Speak Up but may not be able to provide non-employees with the same level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because AICD cannot itself offer flexible workplace arrangements to a supplier), AICD will still seek to offer support that is appropriate in the circumstances.

### **Whistleblower Protections Officer**

- 10.11. The AICD has appointed a Whistleblower Protection Officer (**WPO**).
- 10.12. The Head of Human Resources is the WPO. The WPO is responsible for protecting persons making a disclosure from detrimental conduct as a result of Speaking Up. This includes assisting with the implementation of the protections set out above in section 10.8 as appropriate. The WPO will only be advised of the nature and content of the disclosure if the discloser consents to this.
- 10.13. The ability of the WPO to protect a person making a disclosure may be limited where they have chosen to remain anonymous, cannot be contacted or where they are not an employee of the AICD.

### **11. Reporting or auditing**

- 11.1. The Board will receive a summary of disclosures made under this Policy on a periodic basis, including metrics on disclosures made which are de-identified as required.
- 11.2. It is important that disclosures are reported to the Board, so that there is appropriate oversight of potential financial and non-financial risks in the organisation. A Board paper may include statistics on the number of disclosures, investigations commenced and substantiated disclosures, which are de-identified as required. It may also include metrics on the type of remedial action taken and the business areas and geographic locations most frequently the subject of disclosures. Investigation reports or investigations carrying an undue amount of risk may be reported to the Board outside of the usual updates. The Board at any time can ask about the state of AICD's whistleblowing program.

### **12. Availability of this Policy and training**

- 12.1. AICD will seek to ensure that employees (including new employees) are informed about and understand this Policy. Key employees, including Recipients, will receive periodic training, including in relation to how to respond to disclosures.
- 12.2. A copy of this Policy will be made available:
- (a) on AICD's website and on AICD's intranet; and
  - (b) to all officers and employees at induction.
- 12.3. This Policy is non-contractual and does not form part of any terms of employment or engagement and AICD may change, replace or revoke this Policy in its absolute discretion. This Policy does not bind AICD and does not create any obligation on the part of AICD toward an employee.
- 12.4. Any questions about this Policy can be referred to AICD's Chief Financial Officer.



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### 13. Definitions

Word/Term	Explanation (with examples if required)
<b>APRA</b>	Australian Prudential Regulation Authority
<b>ASIC</b>	Australian Securities and Investments Commission
<b>Corporations Act</b>	<i>Corporations Act</i> 2001 (Cth)
<b>Emergency Disclosure</b>	<p>A disclosure of information to a journalist or a parliamentarian, where:</p> <ul style="list-style-type: none"> <li>the whistleblower has previously made a disclosure of the information to a prescribed authority;</li> <li>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;</li> <li>before making the emergency disclosure, the whistleblower has given written notice to the prescribed authority that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make an emergency disclosure; and</li> </ul> <p>the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.</p>
<b>Personal Work-Related Grievance</b>	<p>Grievances about a whistleblower's employment, or former employment that have (or tend to have) implications for the whistleblower personally but do not:</p> <ul style="list-style-type: none"> <li>have significant implications for the AICD that do not relate to the whistleblower; or</li> <li>concern reportable conduct.</li> </ul> <p>Examples of personal work-related grievances include:</p> <ul style="list-style-type: none"> <li>an interpersonal conflict between the whistleblower and another employee; and</li> <li>a decision about the engagement, transfer, promotion, or termination of the employment of the whistleblower.</li> </ul>
<b>Prescribed Authority</b>	ASIC, APRA, or other prescribed Commonwealth authority.
<b>Public Interest Disclosure</b>	<p>A disclosure of information to a journalist or a parliamentarian, where:</p> <ul style="list-style-type: none"> <li>at least 90 days have passed since the whistleblower made the disclosure to a prescribed authority;</li> <li>the whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;</li> <li>the whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and</li> </ul>

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Word/Term	Explanation (with examples if required)
	before making the public interest disclosure, the whistleblower has given written notice to the prescribed authority that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make a public interest disclosure.
<b>Disclosure</b>	A report made by an employee, anonymously if preferred, on alleged misconduct at any level of the organisation.
<b>Relevant Person</b>	Any current or former employee, Director, Contractor, Consultant or Divisional Councillor of the AICD.
<b>Whistleblower</b>	An employee who makes a report of improper conduct.

### 14. Policy Information

<b>Policy Author:</b>	Helen Wild	<b>Policy Owner:</b>	CFO and Company Secretary
<b>Status:</b>	<input checked="" type="checkbox"/> Approved by Management <input checked="" type="checkbox"/> Approved by Board <input checked="" type="checkbox"/> Endorsed by Board	<b>Review Period:</b>	Biennial
<b>Version:</b>	1.5	<b>Next Review Date:</b>	30 November 2023
<b>Effective Date:</b>	30 November 2021	<b>Document Location:</b>	Unily / AICD Policies

### 15. Document History

Version	Date Approved	Author	Description of revision
1.0	September 2016	Tony Checchia	First release of Policy
1.1	11 April 2019	Tony Checchia	Changes related to Enhancing Whistleblower Protections Bill 2018
1.2	20 September 2019	Olivia Kuzniewski	Removed Senior Manager, Risk & Compliance and included "any improper conduct" with fraud
1.3	12 December 2019	Tony Checchia	Updated to reflect amendments to the Corporations Law effective 1 July 2019

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Version	Date Approved	Author	Description of revision
1.4	11 February 2020	Tony Checchia	Further updated to clarify the role of the Disclosure Officer, the WIO and the WPO and the role of the RACC Chair.
1.5	19 February 2020	Tony Checchia	Further updated to clarify protections available to whistleblowers.
1.6	1 April 2021	Helen Wild	Updated the Disclosure Officer to Helen Wild as the new CFO and Company Secretary from Tony Checchia as the former incumbent CFO. Given minor nature of edit, policy review cycle has not changed.
1.7	17 November 2021	Helen Wild	Whistleblower Policy substantially reviewed and updated; name change to Speak Up Policy.

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### ATTACHMENT 1: PROVIDED BY AUSTRALIAN LAW

#### Overview

As set out in this Policy, AICD is committed to protecting disclosers who Speak Up in accordance with this Policy. Protections can also arise under the *Corporations Act 2001 (Cth)* ("**Corporations Act**"), which protects whistleblowers where they make a disclosure about a "disclosable matter" to a person specified under the Corporations Act as set out below. Protections can also arise under the *Taxation Administration Act 1953 (Cth)* ("**Taxation Administration Act**"). This Appendix sets out more information regarding these protections.

#### What types of matters are protected under Australian law?

A "disclosable matter" under the Corporations Act will arise where a whistleblower makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs in relation to AICD or its related bodies corporate, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any 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 otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a "qualifying disclosure" under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

If a whistleblower makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, their disclosure

will also be protected even if it does not relate to a "disclosable matter".

Disclosable matters specified in this Policy which do not amount to a "disclosable matter" under the Corporations Act (or a "qualifying disclosure" under the Taxation Administration Act) will not be protected under those Acts but will be protected in accordance with this Policy.

#### How will I be protected if I raise a concern?

Two key protections inform all aspects of AICD's whistleblower program.

*Confidentiality:* We protect the confidentiality of disclosers who raise concerns. We do this by limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law.

Under the Corporations Act, where a report is made about a "disclosable matter" by a whistleblower to the persons specified in this Policy and under the Corporations Act (as set out below), that whistleblower's identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**);
- the Australian Federal Police (**AFP**);
- the Australian Taxation Commissioner in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,

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or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by AICD to reduce the risk that they will be identified.

AICD encourages disclosures of Potential Misconduct to be made using YourCall or to a Recipient in accordance with the Policy in the first instance.

It is illegal for a person to identify a whistleblower or disclose information in a report about a “disclosable matter” made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

AICD also provides a Whistleblowing Protection Officer (**WPO**) to help support you and assist you with your report. Should you require any assistance, we encourage you to speak to the Head of Human Resources who is the WPO. Further details of how we protect whistleblowers is set out in the body of this Policy.

*Non-victimisation:* We protect disclosers from detriment caused because they raised a concern or plan to raise a concern. We do not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by AICD and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the Corporations Act or the Tax Administration Act (where a report relates to a breach of Australian tax law or tax-related misconduct). Under this legislation, a person cannot engage in conduct (or threaten to engage in conduct) that causes detriment to you (or another person) if:

- that person believes or suspects that you (or another person) made, may have made, propose to make, or could make a disclosure that qualifies for protection, and

- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where those provisions apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Information you disclose cannot be used in legal proceedings against you (except for proceedings in relation to giving false information). However, you will not be granted immunity from the consequences of any misconduct you have engaged in that is revealed by your report (including, but not limited to, any disciplinary action).

### When will I be protected?

AICD provides protections to disclosers who Speak Up pursuant to this Policy. AICD also provides these protections to any whistleblower who makes a disclosure regarding a disclosable matter that is protected under law to:

- a director, officer or senior manager of AICD;
- an auditor, or a member of the audit team conducting an audit of AICD;
- an actuary of AICD;
- an employee or officer of AICD with functions or duties that relate to the tax affairs of AICD, or a registered tax agent or BAS agent who provides tax agent or BAS services to AICD, in relation to tax-related disclosable matters;
- ASIC, APRA, or, in the case of tax-related misconduct, the Australian Taxation Commissioner where it may assist the Commissioner to perform their statutory functions and duties; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

A disclosure needs to be made directly to one of the above people in order to be able to qualify for protection as a whistleblower under the

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Corporations Act (or the Taxation Administration Act, where relevant).

In limited circumstances, certain "public interest" or "emergency" disclosures made to parliamentarians or journalists are also protected by law. It is important that you understand the criteria for making a "public interest" or "emergency disclosure" before doing so. For example, you must have previously made a disclosure to ASIC, APRA or another prescribed body before you can make a "public interest" or "emergency" disclosure and, in the case of a "public interest" disclosure, at least 90 days must have passed since the previous disclosure. Please contact the AICD's Chief Financial Officer if you would like more information about emergency and public interest disclosures.

### **What should I do if a protection is breached?**

AICD takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise a concern with the Head of Human Resources, who is the WPO, or a Recipient as set out in this Policy.

If you suffer detriment because a person believes or suspects that you or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, you can also seek compensation and other remedies through the courts if you suffer loss, damage or injury because of the disclosure, including if AICD fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You should seek legal advice if you are considering seeking such remedies.

### **Is anything not covered by AICD's whistleblower program?**

AICD's whistleblowing program and the protections under the Corporations Act or Tax Administration Act generally do not apply to personal work-related grievances. These are usually reports which relate to your employment.

Instead, these matters should be reported in accordance with AICD's Grievance and Dispute Resolution Policy.

However, this Policy will still apply in some circumstances, such as where your concern:

- relates to any detriment caused or threatened to you for raising a concern regarding a disclosable matter;
- relates to a "disclosable matter" (see above), including a breach of employment or other laws punishable by 12 months imprisonment or more;
- has significant implications for AICD; or
- relates to misconduct beyond your personal circumstances.

A personal work-related grievance may still qualify for protection where you have sought legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Where in doubt, you should make your report to an eligible recipient under this Policy. They will make sure your report is dealt with under the right policy.

## SPEAK UP POLICY

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### ATTACHMENT 2: CONSENT FORM TO BE SOUGHT BY RECIPIENT FROM A DISCLOSER

1. AICD is committed to conducting business honestly, with integrity, and in accordance with its values. As part of this, AICD's Speak Up Policy operates to provide safe and trusted means for staff and other eligible disclosers defined under the Policy to Speak Up about Potential Misconduct.
2. We apply protections to eligible disclosers, including to protect their confidentiality. We do this by limiting how both their identity and information that is likely to lead to their identification is shared.
3. Where you are an eligible discloser, your identity will be kept confidential to the fullest extent possible, and only shared as permitted by you, or as required or permitted by law. You can choose to remain anonymous where you make a disclosure, and you are not required to consent to the sharing of your identity or information in your disclosure which is likely to identify you. However, if you do not consent to the limited sharing of your identity and the information provided by you as needed, this may limit AICD's ability to take any action in relation to your disclosure and to effectively deal with the matters you have raised, including undertaking an investigation where appropriate.
4. By completing this consent form, you agree to disclose your identity and the information provided by you in your disclosure to AICD. You also consent to AICD using this information to take action in respect of your disclosure, including where this may result in a further disclosure of your identity and/or the other information provided by you, in accordance with the terms of this consent form.
5. Please return this signed consent form to Helen Wild, Chief Financial Officer, Company Secretary and General Manager, Corporate Services via [hwild@aicd.com.au](mailto:hwild@aicd.com.au) at your earliest convenience.
6. Please note that all disclosures of Potential Misconduct made under the Speak Up Policy will be assessed by AICD and a decision will be made by AICD in its discretion as to whether the disclosure should be investigated. AICD's response to a disclosure will vary depending on the nature of the disclosure, including the amount of information provided and whether it has any required consent.

#### My Consent

1. I have made a disclosure pursuant to AICD's Speak Up Policy (**Policy**).
2. I am seeking protection as a discloser pursuant to the Policy.
3. By signing below, I consent to the disclosure of the following Information, in connection with my disclosure of Potential Misconduct:
  - (a) my identity, or information likely to identify me;
  - (b) information provided by me in respect of my disclosure;
  - (c) information obtained in the course of any investigation into my disclosure; and
  - (d) any other information relating to the above.(collectively, the **Information**), for the purposes of investigating my disclosure, reporting to persons with responsibility for the oversight of Speak Up disclosures, or taking any other necessary or appropriate action to deal with my disclosure.
4. I understand a disclosure of Information as outlined above may include, for example, disclosing the Information to an internal or external lawyer, an internal or external investigator, the AICD

## **SPEAK UP POLICY**

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Board (including a board committee), other staff or third parties on a "need to know" basis (including, but not limited to, people who may be involved in any investigation into my disclosure or making any decision in relation to my disclosure), for audit purposes, or otherwise in accordance with any legal or regulatory obligations.

5. I also understand that it may be necessary to disclose my identity and any information provided in my disclosure to other parties and person/s against whom the disclosure is made, or who are involved in any investigation, as part of a disclosure of Information as outlined above.

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**Full Name**

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**Signature**

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**Date**