


BOARD POLICY

	<h2>WHISTLEBLOWER</h2> <h3>Section 25</h3>	
	Version No.: 6	Approved By: Board of Directors
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Responsible Officer: Head of Legal and Compliance	Review Schedule: 3-Yearly	Next Review: May 2022

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Version Control & History of Amendments

Version No.	Approval Date	Resolution No.	Reviewed By:	Approved By:	Summary of Change/s	Next Review Due
NA	NA	NA	Co Sec	Group CEO	Administrative only – update logos and references from “Queensland Country Credit Union Limited” to “Queensland Country Bank Limited.”	2022
6	19/12/2019	7116	Head of Legal and Compliance	Board of Directors	The policy has been reviewed prior to its scheduled review to take into consideration RG270 Whistleblower Policies.	2022
5	25/07/2019	7039	Head of Legal and Compliance	Board of Directors	Amend the Whistleblower Policy to incorporate enhanced whistleblower protection as detailed in the amendments to the Corporations Act	2022
4	21/09/2017	6755	General Counsel/ Company Secretary	Board of Directors	Minor amendments throughout to reflect changes to role/position titles, remove the reference to the former Private Health Insurance Administration Council, include the third party contractors or suppliers within the scope of the policy as per APS520, Corporations Act and Banking Act.	2020
3	18/09/2014	6334	GM Legal & Compliance	Board of Directors	Scheduled Review Minor amendments made only to clause numbers and grammar	2017
2	15/04/2011	5870	GM Legal & Compliance	Board of Directors	Requirement for Policy to be reviewed at least every three years (last updated 1/2/08) Update to new policy format, include references to current legislation and other minor amendments to wording	2014
1	18/01/2008	5438	GM Legal & Compliance	Board of Directors	Requirement of the APRA prudential standard 510 New policy	

The Company Secretary is responsible for the Master Copy of this Policy and as such any alterations to the electronic document must be provided to the Company Secretary for Board approval. All alterations must be “marked up”.

25.1. Administration of Policy

25.1.1. Purpose and Definition

Queensland Country is committed to best practice in corporate governance, compliance and honest and ethical behaviour generally. We are committed to fostering a culture where you feel safe to speak up on matters that concern you. You are encouraged to speak up if you observe or suspect conduct that concerns you. We will support you throughout raising a concern and do not tolerate any form of retaliation or victimisation as a result of you speaking out in accordance with this Policy. This Policy provides a framework which encourages high ethical standards, discourages the incidence of fraud and misconduct, and outlines the rights and responsibilities of Eligible Whistleblowers who report incidences of improper conduct.

The Policy forms part of Queensland Country's Staff Manual and can be accessed by the intranet and Queensland Country's Website (www.queenslandcountry.bank/).

25.1.2. Authority

This Policy has been adopted by resolution of the Board of Directors.

25.1.3. Review

The Policy will be reviewed as necessary but at least every three years by the Head of Legal and Compliance. Recommendations for amendment or change will be put to the Board of Directors for approval.

25.1.4. Scope

This Policy applies to Eligible Whistle Blowers.

25.1.5. Other Policies

The principles of this Policy must be read in conjunction with the whistleblower provisions in Queensland Country Bank's Fit and Proper Policy which deals specifically with requirements of APRA's Prudential Standard APS 520 Fit and Proper. The protections in this policy will apply to persons making disclosures in accordance with the whistleblower provisions of the Fit and Proper Policy and the *Corporations Act 2001 (cth)*, and/or any other relevant legislation.

25.2. Definitions

Improper Conduct means any behavior that indicates that Queensland Country, or an officer or employee of Queensland Country has engaged in conduct that constitutes an offence under: *the Corporations Act*; *the ASIC Act*; *the Banking Act 1959*; *the Financial Sector (Collection of Data) Act 2001*; *the Insurance Act 1973*; *the National Consumer Credit Protection Act 2009* or which constitutes an offence against any other law of the

Commonwealth that is punishable by imprisonment for a period of 12 months or more. Such behavior includes, but is not limited to behavior that is:

- dishonest;
- fraudulent;
- corrupt;
- illegal;
- unethical;
- in breach of internal policy;
- misconduct or an improper state of affairs in relation to Queensland Country; or
- a danger, or represents a danger, to the public or financial system.

For the avoidance of doubt, Improper Conduct does not include 'personal work-related grievances. These are generally grievances relating to a Staff Member's current or former employment or engagement (or that of their relative or dependent who is a staff member) that have implications for the person personally, and that do not have broad implications for Queensland Country. For example, interpersonal conflict between staff members, or a decision relating to employment or engagement, such as a transfer, promotion, or disciplinary action of a staff member.

Queensland Country means Queensland Country Bank Limited and/or Queensland Country Health Fund Ltd or its related entities.

Eligible Whistleblower means an individual who is, or has been, any of the following:

- a) an officer of Queensland Country;
- b) an employee of Queensland Country;
- c) an individual who supplies services or goods to Queensland Country (whether paid or unpaid);
- d) an employee of a person that supplies services or goods to Queensland Country (whether paid or unpaid);
- e) an individual who is an associate of Queensland Country;
- f) a relative of an individual referred to in any of paragraphs (a) to (e);
- g) a dependant of an individual referred to in any of paragraphs (a) to (e), or of such an individual's spouse; or any other individual as required by law.

Journalist means a person who is working in a professional capacity as a journalist for any of the following: a newspaper or magazine; a radio or television broadcasting service; 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*); and is similar to a newspaper, magazine, radio or television broadcast.

Whistleblower means an Eligible Whistleblower, who makes, or attempts to make, a Whistleblowing disclosure and is eligible for Whistleblower Protection.

Whistleblowing is defined as the disclosure of “Improper Conduct” by a person about actual, suspected or anticipated wrongdoing within, or by, Queensland Country or a Queensland Country person.

Whistleblower Protection means any disclosure made in accordance with Clause 25.3.

25.3. Protection of Whistleblower under this Policy

25.3.1. General Disclosure

A disclosure of information by an individual qualifies for Whistleblower Protection if:

- a) the discloser is an Eligible Whistleblower; and
- b) the disclosure is made to any of the following: a Director of Queensland Country; the Company Secretary of the Queensland Country; the CEO, an Executive Manager; the Australia Securities and Investment Commission (**ASIC**); the Australian Prudential Regulatory Authority (**APRA**);
 - I. a legal practitioner; or
 - II. a commonwealth authority; and
- c) the discloser has reasonable grounds to suspect Improper Conduct in relation to Queensland Country; and
- d) the discloser has reasonable grounds to suspect Improper Conduct.

25.3.2. Public Interest and Emergency Disclosure

A disclosure of information (the **public interest disclosure or emergency disclosure**) by an individual (the **discloser**) qualifies for Whistleblower Protection if:

1. the discloser has previously made a disclosure of information in accordance with clause 25.3.1 of this Policy, at least 90 days has passed since the disclosure was made, and:
 - a. the discloser does not have reasonable grounds to believe that making a further disclosure of the information in accordance with this clause 25.3.2 would be in the public interest (applicable to public interest disclosure only); or
 - b. the discloser 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 (applicable to emergency disclosure only); and

after the end of the 90-day period, the discloser gave the body to which the previous disclosure was made a written notification (which would enable them to identify the previous disclosure) and which states that the discloser intends to make a public interest or emergency disclosure.

The public interest/ emergency disclosure must be made to a member of the Parliament (Commonwealth or State, or legislature of a Territory); or a Journalist. The extent of the

information disclosed in the public interest/ emergency disclosure must be no greater than is necessary to inform the recipient of the Improper Conduct of Queensland Country.

25.3.3. Disclosure that qualifies for protection not actionable

If an Eligible Whistleblower makes a disclosure that qualifies for Whistleblower Protection Queensland Country will ensure, to the extent of Queensland Country's control:

- a) the disclosure is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- b) no contractual or other remedy may be enforced, and no contractual or other rights may be exercised against the person on the basis of the disclosure; and
- c) the information is not admissible against the person in the proceedings that Queensland Country is a party to.

The Eligible Whistleblower may be awarded compensation if Queensland Country engages in acts which causes or threatens to cause detriment, included but not limited to dismissal, alteration of positions, harassment, to the disclosure.

25.4. Making a Disclosure and Receiving Feedback

25.4.1. Who can make a disclosure

Any Eligible Whistleblower can make a Whistleblowing disclosure under this Policy.

25.4.2. What can be disclosed

Matters that can be disclosed under this Policy are limited to matters that constitute Improper Conduct.

Matters that do not fall within the definition of Improper Conduct should be reported in accordance with the relevant policy and/or procedure. For example, Queensland Country's Staff Manual provides details of the process for reporting any staff grievances.

25.4.3. How is a disclosure made

An Eligible Whistleblower may make a whistleblowing disclosure either verbally or in writing. If the disclosure is initially made verbally, it will then need to be recorded in writing to obtain further clarity of issues.

The written disclosure must be provided to the authorised person to whom the verbal disclosure was made, or to any of the following persons:

- a Director of Queensland Country;
- the CEO of Queensland Country;
- an Executive Manager of Queensland Country;

- the Company Secretary of Queensland Country;
- ASIC;
- APRA
- A legal practitioner;
- A commonwealth authority; or
- In limited circumstances (refer to clause 25.3.2) a Journalist or Parliament.

25.4.4. Duty of Confidentiality

Any Eligible Whistleblower who chooses to make a whistleblowing disclosure in accordance with this policy must not discuss any issues relating to their disclosure with any other Queensland Country person (other than the authorised person to whom the disclosure was made, so as not to raise the suspicion of the person against whom the allegation has been made. Care should also be taken not to make any remarks that may be considered defamatory in respect to the person against whom the disclosure has been made.

Further, any information or documentary evidence relating to the disclosure must be maintained in a confidential manner.

25.4.5. Feedback

Feedback will be provided to the person making the whistleblower disclosure in accordance with this policy if requested. Refer to clause 25.6.2 Outcome of Investigations – Keeping the Whistleblower informed.

25.4.6. Support available to you

If you are a current or former Employee (or an immediate family member thereof), you may access the Queensland Country's confidential counselling service (Employee Assistance Program) on 1300 361 008.

Queensland Country will endeavor to support you, but it will not be able to provide the same practical support to non-employees that it provides to current employees. Therefore, the processes in this policy will be adapted and applied to the extent reasonably possible.

Queensland Country will at all times be able to raise and address with you matters that arise in the ordinary course of your employment or contractual relationship (for example, any separate performance or misconduct concerns).

Queensland Country may, at its discretion, grant you immunity from internal **disciplinary** proceedings relating to matters that come to light as a result of your disclosure.

25.5. Assessing & Investigating Reports of Improper Conduct

25.5.1. Timeframe for initial action

If a whistleblowing disclosure has been received by the CEO, a Director, the Company Secretary or an Executive Manager of Queensland Country, an initial assessment of the disclosure will be completed within 10 business days of the receipt of the disclosure.

If further investigation is required in respect to the matters raised in the disclosure, the investigation will be actioned as a matter of priority.

25.5.2. Assessing a report

Once a report has been received by the CEO, a Director, the Company Secretary or an Executive Manager of Queensland Country that person must assess, or appoint a suitable person to assess, the disclosure.

The initial assessment must be completed within the timeframe documented in the paragraph titled 'Timeframe for initial action' above.

If the initial assessment concludes that no further action is required, feedback, if requested, will be provided to the Whistleblower in accordance with this policy. Refer to the section titled 'Keeping the Whistleblower informed' in clause 25.6.2 Outcome of Investigations.

If the initial assessment concludes that an investigation is required, the original recipient of the whistleblowing disclosure must determine who will investigate the matter.

25.5.3. Investigating a report

Investigations must be undertaken in an impartial and discreet manner. An employee must not be asked to investigate any matter that relates to their own department. Complete confidentiality must be maintained at all times.

25.5.4. How is an investigation carried out

The person appointed to investigate the report must:

- undertake a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matters raised;
- respect individual confidentiality (see clause **Error! Reference source not found.** for further information on confidentiality);
- collect all available data and verify the reported information;
- in order to observe the rules of procedural fairness, interview any relevant person to understand their perspective;
- investigate with due care and appropriate speed.

Where a Whistleblower initiating the inquiry has identified themselves, the investigator would be likely to begin by interviewing that person. Their identity must not be made

known to other parties, including other persons interviewed without their specific consent.

25.6. Outcome of Investigations

25.6.1. What happens after an investigation

At the end of the investigation, the investigator will report their findings to the CEO (if he/she is not the subject of the allegation) or Board (if the CEO is the subject of the investigation) who will determine the appropriate response. The response will include rectifying any Improper Conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Where issues of discipline arise the response will also be in line with Queensland Country's procedures for disciplinary matters. Where allegations of Improper Conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

25.6.2. Keeping the Whistleblower informed

Once the investigation has been completed a verbal report will be made to the Whistleblower. This report will explain the findings and actions taken to the fullest extent possible within commercial, legal and confidentiality constraints. Where the Whistleblower initiating the matter chooses to remain anonymous, it will not be possible to keep the Whistleblower informed.

25.7. Protecting Confidentiality and Privacy

25.7.1. Anonymity / Confidentiality

Queensland Country will take all reasonable steps to protect the identity of a Whistleblower. Accordingly, Queensland Country will not disclose the Whistleblower's identity, or information that is likely to lead to the identification of the Whistleblower unless:

- the Whistleblower making the disclosure consents to the disclosure; or
- the disclosure is required or allowed by law (for example to ASIC, APRA, the Australian Federal Police, or a legal practitioner for the purpose of obtaining advice, or to a commonwealth authority).

Queensland Country will also ensure that any records relating to a disclosure of improper conduct are stored securely and are able to be accessed only by authorised persons.

Further, the non-identifying content of a disclosure may need to be shared in order to report a matter of significance to Queensland Country's governance bodies, such as Queensland Country Board and/or Board Audit Committee.

25.7.2. Detrimental Conduct prohibited:

Queensland Country strictly prohibits all forms of detrimental conduct against Eligible Whistleblowers.

Detrimental conduct means any actual or threatened conduct that could cause a detriment to you as a result of you making a Whistleblower disclosure, including:

- Termination of employment;
- Harassment, bullying or intimidation;
- Personal or financial disadvantage;
- Unlawful discrimination;
- Harm or injury, including psychological harm;
- Damage to reputation; or
- Any other conduct that constitutes retaliation.

Queensland Country will take all reasonable steps to protect you from detrimental conduct and will take action it considers appropriate where such conduct is identified.

Queensland Country also strictly prohibits all forms of detrimental conduct against people who are involved in a Whistleblower investigation.

25.7.3. Unauthorised disclosure of whistleblower Identity:

If an employee discloses:

- the identity of an Eligible Whistleblower who has made a report of Improper Conduct; or
- information from which the identity of the reporting person could be inferred,

this will be regarded as a disciplinary matter and will be dealt with in accordance with Queensland Country disciplinary procedures and may deem the whistleblower liable for compensation.

25.7.4. Privacy issues

To the extent that any of the information recorded by the CEO, a Director, the Company Secretary or an Executive Manager constitutes 'personal information' under the *Privacy Act 1988*, it should be noted that:

- the purpose of the collection of that information is to assist Queensland Country to respond to issues raised and to protect or enforce Queensland Country's legal rights or interests or to defend any claims; and

- personal information may be used for the primary purpose for which it was collected or for any related secondary purpose that could reasonably be expected; and
- personal information may be disclosed as described under clause **Error! Reference source not found.** “Confidentially” above.

Further information on privacy issues is available in Queensland Country’s Privacy Policy.

25.8. Reporting

25.8.1. Reports provided under this Policy

All results of investigations which have been undertaken under this Policy will be provided to the Board.

In the compilation of these reports the identity of any person who has made a disclosure under this Policy, or any information which may enable that person to be identified, will not be disclosed unless authorised under ‘Confidentiality’ in section **Error! Reference source not found.** of this Policy.

25.9. Breach of Policy

Breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for breach of relevant legislation.

Any alleged breach of this Policy will be taken seriously and, if appropriate, will be separately investigated. Potential or alleged breaches of this Policy must be escalated to Executive Management.