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Prepared by	External Consultant
Approved by	Board
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Responsibility	CEO
Next date of review	Annually or when the Chair of Audit and Risk is not an independent Director

Purpose

Sheep Producers Australia (SPA) are committed to maintaining a high standard of corporate governance through a culture of strong ethical behaviour and corporate compliance. Employees and contractors must fulfil their roles and responsibilities with honesty and integrity.

Policy

The objectives of this Policy are:

- to encourage directors, employees, suppliers, contractors or any person who has business dealings with SPA, to raise any concerns and report any instances of misconduct, illegal, fraudulent or other unethical conduct where there are reasonable grounds to suspect such conduct has occurred;
- to provide an appropriate procedure for individuals to report such conduct in the knowledge they can act without fear of intimidation, disadvantage, or reprisal; and
- to ensure that any person who makes a report in accordance with this Policy (a Whistleblower) is appropriately protected from any Detrimental Action (as defined in this Policy).

Interaction between this Policy and legislative whistleblower protections

In Australia, the various pieces of legislation that protect whistleblowers from negative treatment include the *Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth) (**Whistleblower Protection Laws**). Other jurisdictions have their own whistleblowing regimes which need to be complied with to the extent they apply.

Where relevant, this Policy distinguishes between disclosures made under this Policy and protected disclosures made under Whistleblower Protection Laws, for example in the case of disclosures made to regulators, and disclosures made by persons external to SPA.

One of the aims of this Policy is to comply with our legislative obligation to provide information about the protections available to whistleblowers, including the protections under the Whistleblower Protection Laws.

Who does this Policy apply to?

This Policy applies to all SPA Personnel including.

- its officers and employees.
- its consultants, secondees and volunteers.
- its contractors, suppliers, and their employees; and

- all SPA operations, including its related bodies corporate.

A copy of this Policy is available on our shared drive or can be requested from our CEO.

SPA's employees and officers are required to comply with any lawful directions made by SPA in respect of this Policy. This Policy is not intended to be contractually binding and does not form part of any employment contract with SPA. SPA may amend this Policy at any time in its sole discretion.

WHAT IS REPORTABLE CONDUCT

In this Policy, **Reportable Conduct** means conduct on the part of a SPA director, officer, employee, contractor, or any person who has business dealings with SPA (in the context of those dealings with SPA), whether actual or suspected, which an individual suspect on reasonable grounds:

- is dishonest, fraudulent, or corrupt, or involves bribery or corruption, or an improper situation or otherwise amounts to an abuse of authority;
- is illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property;
- is in breach of Commonwealth or state legislation or local authority by-laws;
- is unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
- breaches SPA's Code of Conduct or other SPA policies;
- is potentially damaging to SPA, a SPA employee or a third party, or the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an improper situation or circumstances, in relation to the tax affairs of SPA, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
- may cause financial or non-financial loss to SPA, damage its reputation or be otherwise detrimental to SPA's interests; or
- is an attempt to conceal or delay disclosure of any of the above conduct.

Reportable Conduct does not include conduct that is dealt with, and therefore more appropriately raised, under an alternative policy. This Policy should not be used for complaints relating to personal workplace grievances or concerns which relate to individual working arrangements. Concerns of that nature should be raised:

- by Employees and Officers – with the CEO; or
- Otherwise - concerns should be raised with your Line Manager.

This Policy is not designed to replace normal communication channels between management and employees to address questions, concerns, suggestions, or complaints. If employees have any concerns about what is proper conduct for themselves or others, it is expected they will raise their concern. In most instances, the employee's immediate supervisor is in the best position to address an area of concern. Serious matters or matters not satisfactorily resolved should be escalated through appropriate management channels in the normal course of business.

INDIVIDUALS REPORTING CONDUCT

SPA supports measures enabling disclosure of Reportable Conduct based on honesty, integrity, and ethical behaviour. A Whistleblower who has not him or herself engaged in serious misconduct or illegal conduct may be provided with immunity from disciplinary proceedings.

SPA cannot provide immunity from civil penalties or criminal prosecution.

Before conduct is reported, the Whistleblower must have reasonable grounds to suspect that Reportable Conduct has occurred. Individuals must not make baseless reports or knowingly provide false or misleading information regarding Reportable Conduct or Detrimental Action. Doing so may result in disciplinary action up to and including termination of employment.

MAKING A REPORT

Process for making a report internally

Reportable Conduct can be reported to **the CEO** Whistleblower Protection Officer (WPO) or to the Chair of Audit and Risk if the reportable conduct involves the CEO.

Phone: 02 6269 5610

Email: scrisp@sheepproducers.com.au

Reports that require further investigation will be reported to the Whistleblower Investigations Officer (**WIO**) which may be the Chair of Audit and Risk where that Director has been appointed as an independent Director.

If the Whistleblower wishes to remain anonymous, he or she may do so.

WHISTLEBLOWER PROTECTION

Victimisation is prohibited

A Whistleblower who:

- suspects on reasonable grounds that a SPA officer, employee, or contractor has engaged, or plans to engage, in Reportable Conduct; and
- reports that matter in accordance with making a report section of this Policy,

must not be subjected to Detrimental Action for reporting the Reportable Conduct.

In this Policy, **Detrimental Action** includes the following (even if done unintentionally):

- action causing injury, harm, loss, or damage (including psychological harm);
- damaging a person's property, reputation, business, or financial position or causing any other damage to a person.
- intimidation, bullying or harassment;
- discrimination or other adverse treatment in relation to the Whistleblower's employment, career, profession, trade, or business, including dismissal, demotion or the taking of other disciplinary action;
- current or future bias;
- action that constitutes the making of a threat to cause any such Detrimental Action to another person; or
- any conduct which incites others to subject the Whistleblower to any of the above conduct.

Confidentiality of disclosures

All information provided by a Whistleblower will be treated as confidential and maintained securely. Any breach of confidentiality will be treated as a serious disciplinary matter.

The identity of a Whistleblower (or information that is likely to lead to them being identified as a Whistleblower) will be kept confidential, unless any of the following apply: