



POLICY DOCUMENT

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| Title | Report (Whistle-blowers) Procedures for Queen Victoria Market Pty Ltd. | | |
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1. Introduction

1.1. Statement of support to whistleblower reports

The Queen Victoria Market Pty Ltd (QVM) does not tolerate improper conduct by its employees, officers or members, nor the taking of reprisals against those who come forward to disclose such conduct.

QVM recognises the value of transparency and accountability in its administrative and management practices and supports the making of reports that reveal corrupt conduct, conduct involving a substantial mismanagement of public resources, or conduct involving a substantial risk to public health and safety or the environment.

QVM will take all reasonable steps to protect people who make such reports from any detrimental action in reprisal for making the report.

1.2. Purpose of these procedures

These procedures establish a system for reporting incidents of improper conduct or detrimental action by QVM or its employees.

1.3. What is reportable conduct

A discloser (see section 2.2) may make a report under this policy if there is reasonable grounds to suspect that a QVM director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with QVM Pty Ltd has engaged in 'reportable conduct' that applies to this policy (**Reportable Conduct**).

Only reports of Reportable Conduct will qualify for protection under the whistleblower laws and any reports that do not relate to Reportable Conduct are not covered by this policy and will not qualify for protection under the whistleblower laws.

Reportable Conduct is conduct which:

- a. Is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the QVMs' Code of Conduct Policy;
- b. Indicates that QVM, or any of its officers or employees, has engaged in conduct that:
 - i. breaches the *Corporations Act 2001 (Cth)*, *Australian Securities and Investments Commission Act 2001 (Cth)*, *Banking Act 1959 (Cth)*, *Financial Sector (Collection of Data) Act 2001 (Cth)*, *Insurance Act 1973 (Cth)*, *Life Insurance Act 1995 (Cth)*, *National Consumer Credit Protection Act 2009 (Cth)* or *Superannuation Industry (Supervision) Act 1993 (Cth)* (or regulations made under those laws);
 - ii. constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
 - iii. represents a danger to the public or the financial system; or
 - iv. is otherwise prescribed by regulation;



- c. Is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property, dealing in or use of illicit drugs);
- d. Is unethical or in breach of QVM's policies (such as dishonestly altering company records or data, willfully breaching QVMs' Code of Conduct or other policies or procedures, fraud, money laundering or misappropriation of funds, or offering or accepting a bribe);
- e. Is potentially damaging to QVM, a QVM employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of QVMs' property or resources;
- f. Amounts to an abuse of authority or an undeclared conflict of interest;
- g. May cause financial loss to QVM or damage its reputation or be otherwise detrimental to QVMs' interests;
- h. Involves engaging in, or threatening to engage in, detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure under this policy;
- i. Involves harassment, discrimination, victimisation or bullying, other than 'personal work-related grievances' as defined in the Corporations Act and described below; or
- j. Involves any other kind of misconduct or an improper state of affairs or circumstances.

Reportable Conduct generally does not include personal work-related grievances. These are grievances which relate to a current or former employee's employment or engagement that have implications for only that person and do not have broader implications for QVM

Examples of personal work-related grievances include:

- A conflict between you and another employee;
- A decision relating to your promotion or transfer;
- A decision that does not involve a breach of workplace laws;
- A decision relating to the termination of your employment.

Such matters should be raised directly with your manager or through your Human Resources Grievance and Complaints Policy. In limited circumstances, a personal work-related grievance may amount to Disclosable Conduct under this policy, such as where the grievance relates to conduct that has been taken against a person because they made a report under this policy.

QVM expects that reports made under this policy are made honestly, ethically and on reasonable grounds.



2. The reporting system

2.1. What is a report?

A report can relate to conduct or action that:

- May have already taken place
- May be occurring now
- May happen in the future

Someone can still make a report even if they can't identify the person or the organisation to which the report relates.

2.2. Who can make a report?

Persons who are, or have been, any of the following can make a report under this policy:

- (a) 'officers' of QVM (including a director or secretary);
- (b) employees of QVM (including permanent, part time, fixed-term or temporary, interns, secondees, managers and directors);
- (c) suppliers of services or goods to QVM (whether paid or unpaid) including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- (d) associates of the QVM (for example a person whom QVM acts in concert); or
- (e) a relative, dependant or spouse of any individual above.

Only a person listed above will qualify for protection as a whistleblower under the whistleblower laws. A person who makes a report, but does not qualify as a discloser, will not qualify for protection as a whistleblower under the whistleblower laws.

Reports can be made by individuals or a group of people. A company or business cannot make a report - but its officers or employees can.

2.3. How can a report be made?

A person may make a report verbally or in writing. The report may also be anonymously made and still be protected under the Corporations Act

Private verbal report

Reports can be made in person, by phone or by leaving a voice mail message. Disclosers may contact QVM on 03 9320 5822.

Verbal reports must be made in private. This means the person making the report must reasonably believe that only the following people (other than themselves) are present or able to listen to the conversation:

- a lawyer representing the person making the report (if any)
- one or more people to whom a report can be made against. This does not preclude a group of individuals from making a joint report.

If the report is made verbally, the person receiving the report should make notes at the time. This person can also record the conversation but should give prior warning that the conversation will be recorded. The conversation should not be recorded if the discloser objects.



Written report

A written report can be provided to QVM by:

- Delivering it in person to the office of QVM
Level 10\501 Swanston Street, Melbourne VIC 3000
- Mailing it to the office of the QVM
PO Box 12415 A'Beckett Steet, Melbourne VIC 3000
- Emailing to the email address of the office of QVM at governnance@qvm.com.au , or to the official email address of a person nominated to receive a report
- A report cannot be made by fax.

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Anonymous report

A discloser need not identify themselves to make a report.

An anonymous report can be made by using unverifiable email addresses, through anonymous phone calls or in a face-to-face conversation or meeting where the person refuses to identify themselves (provided that meeting or conversation takes place 'in private').

If the report comes from an email address where the identity of the person making the report cannot be determined, the report should be treated as an anonymous report.

QVM will conduct the investigation based on the information provided to it QVM will investigate matters reported under this policy as soon as practicable after the matter has been reported.

2.4. Who can receive reports

Reports of Reportable Conduct may be made to the following:

- Chief Executive Officer
- CFO\Company Secretary
- Chair of the QVM Board
- Chair of the Audit, Risk and Finance Committee
- QVM's auditor (or Member of an audit team conducting an audit of QVM).

The CEO or CFO\Company Secretary will be the main contact point within QVM.

Further details of who reports can be made to are specified in section 7 below.



3. What standard needs to be applied

The report needs to be assessed to decide if it is about improper conduct or detrimental action. There are two standards that should be considered.

Table 1 – Standards to be applied when deciding if improper conduct or detrimental action

| Shows or tends to show improper conduct or detrimental action | Reasonable belief that improper conduct or detrimental action has occurred |
|--|---|
| Does the information provided show or tend to show there is improper conduct or detrimental action? | Does the discloser believe on reasonable grounds that improper conduct or detrimental action has occurred? |
| Reliability of the information | Reasonable belief |
| <p>In assessing if there is improper conduct or detrimental action, look at all the information provided about the alleged conduct and about the discloser:</p> <ul style="list-style-type: none"> • What is the discloser’s connection to the alleged conduct? Are they a victim, a witness, or a participant? • How did they come to know about the conduct? Were they directly involved in it? Did they observe it happening to another person? Did someone else tell them about it? • How detailed is the information provided? Is there sufficient information to enable a disclosure to consider whether there is improper conduct or detrimental action? • How reliable is the information? Is it supported by other information? | <p>A person making a report must reasonably believe that improper conduct or detrimental action has occurred or is going to occur.</p> <p>This requires more than a suspicion. The belief must have supporting facts and circumstances. For example, it would not be sufficient for a person’s report to consist simply of a one sentence statement like ‘I know XYZ is corrupt’.</p> <p>The test is whether a reasonable person, possessed of the same information, could believe that the improper conduct had occurred.</p> <p>Other matters that can be considered to determine if there are reasonable grounds for the discloser’s belief is the reliability of the information they have provided, even if it is second or third hand. Consider how the person would have obtained the information and the amount of detail that has been provided.</p> <p>Consider the credibility of the discloser or the people who provided the discloser with information.</p> |



4. Handling reports

4.1. Receiving a report

When QVM receives a complaint, report or allegation of improper conduct or detrimental action, the first step will be to determine the allegations around the report via the assessment process.

4.2. Notifying the outcome of the assessment

Where appropriate, QVM will provide feedback to the discloser regarding progress of the investigation and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

4.3. Conducting an assessment

Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, an investigator will contact the discloser to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation. It is intended that investigations will be conducted over a six week period, however the timing of any investigation process may vary depending on the nature of the disclosure.

All reasonable efforts will be made to preserve the confidentiality of the investigation and the identity of the parties involved, including the anonymity of the discloser where this has been requested. However, the Company may not be able to undertake an investigation (or an investigation may be limited) if it is not able to contact the discloser or if the report is made anonymously.

4.4. Persons the subject of a claim

QVM recognises that individuals against whom an allegation is made must also be supported during the investigation process. Accordingly, QVM and the relevant investigator will take all reasonable steps to treat any person who is the subject of a report of alleged Reportable Conduct fairly, including by:

- informing that person of the substance of the allegations that are the subject of the investigation;
- offering that person a right to submit a response to the claim; and
- informing that person about the substance of any adverse conclusion at the end of the investigation process.

4.5. Review of investigation findings

If the discloser is not satisfied with the outcome of an investigation, they may request to QVM that a review be conducted (or lodge a complaint with a regulator, such as ASIC or APRA). If QVM determines that a review should be conducted, it will be conducted by an investigator who was not involved in the handling and investigation of the original disclosure (and will otherwise be conducted in the same manner). However, QVM is not obliged to reopen an investigation and it can conclude a review if it finds that the original investigation was conducted properly, or new information is either not available or would not change the findings of the original investigation.



4.6. If urgent action is required while a report is being assessed

In some circumstances, the report may be about conduct that may pose an immediate threat to the health and safety of individuals, or the preservation of property, or may consist of serious criminal conduct.

In these cases, QVM will take immediate action while considering whether or not it is a report that must be notified.

It may be necessary to report criminal conduct to the Federal Police, Victoria Police or a regulator for immediate investigation or take management action against an employee to prevent future conduct.

5. Protections for persons making report

QVM is committed to protecting and respecting the rights of a discloser and will not tolerate any victimisation, detrimental treatment or retaliatory action against a discloser or a person who may make a claim under this policy (or against their colleagues, associates, or family). Any such treatment will be treated as serious misconduct by QVM and may result in disciplinary action.

How the discloser is protected is set out below:

- Cannot be fired, disciplined or bullied for making a report
- Is not subject to any civil or criminal liability for making a report
- Is not committing an offence against the *Constitution Act 1975* or any other Act that imposes obligations of confidentiality or any other restriction on the report of information
- Is not breaching any other obligation (made by oath, rule of law or practice) requiring him or her to maintain confidentiality or otherwise restrict confidentiality
- Cannot be held liable for defamation in relation to information included in the report.

5.1. Confidentiality – content and identity of a person making a report

Confidentiality is another way that disclosers and other people involved in a complaint and subsequent investigation are protected.

Further details regarding confidentiality are specified in section 9 below.

There are two main restrictions on disclosing information. Breaching either of these restrictions is an offence.

5.1.1. Exceptions to confidentiality requirements

There are certain circumstances where the confidentiality requirements do not apply. These are:

- It is disclosed by an investigating entity for the purpose of the exercise of functions under the Act that authorises that investigating entity to investigate a complaint
- When a report is to the Federal or Victorian Police where an investigating entity has previously disclosed information to the Chief Commissioner of Police relating to actual or potential criminal conduct **and** the information is relevant to an investigation by Victoria Police of the criminal conduct



- The report is necessary for the discloser to obtain legal advice or representation, interpretive services, the advice of a parent or guardian (for disclosers under 18 years), the advice of an independent person (for disclosers who are illiterate or have mental or physical impairments)
- The report is for the purpose of assisting the discloser to seek advice or support from a registered health practitioner
- The report is to WorkCover for a workers compensation claim or to the Fair Work Commission for an application
- The report is necessary for taking lawful action in relation to the conduct that is the subject of the report.

5.1.2. Additional exceptions to confidentiality of the identity of a person making a report.

Confidentiality doesn't apply if the discloser gives written consent.



6. Offences

Taking disciplinary or other action against a person who has made a report creates the perception that it is being taken in reprisal for the report.

Where disciplinary or other action is being contemplated, the Chief Executive Officer or other responsible officer must be able to clearly demonstrate that:

- The fact that a person has made a report is not any part of the reason for taking action against the employee
- There are good and sufficient grounds that would fully justify action against any other person in the same circumstances
- There are good and sufficient grounds that justify exercising any discretion to institute disciplinary or other action.

QVM may obtain legal advice before taking any action against the person making a report.

Care will be taken to thoroughly document the process. This includes recording the reasons why the disciplinary or other action is being taken, and the reasons why the action is not in retribution for making the report.

7. The reporting system

7.1. Contact persons within the Queen Victoria Market Pty Ltd

Reports of improper conduct or detrimental action by QVM or its employees, may be made to the Chief Executive Officer or the CFO\Company Secretary.

All correspondence, phone calls and emails from internal or external persons making a report must be referred to the Chief Executive Officer or the CFO\Company Secretary.

Where a person is contemplating making a report and is concerned about approaching the Chief Executive Officer or the CFO\Company Secretary in the workplace, he or she can call the Chief Executive Officer or the CFO\Company Secretary and request a meeting in a discreet location away from the workplace.

7.2 Alternative contact persons

A report about improper conduct or detrimental action by QVM or its employees may also be made directly to the Chair of the Board or the Chair of the Audit, Risk and Finance Committee.



8. Roles and responsibilities

8.1. Employees

Employees are encouraged to report known or suspected incidences of improper conduct or detrimental action in accordance with these procedures.

All employees of QVM have an important role to play in supporting those who have made a legitimate report. They must refrain from any activity that is, or could be perceived to be, victimisation or harassment of a person who makes a report. Furthermore, they should protect and maintain the confidentiality of a person they know or suspect to have made a report.

These procedures are designed to complement normal communication channels between supervisors and employees. Employees are encouraged to continue to raise appropriate matters at any time with their supervisors. As an alternative, employees may make a report of improper conduct or detrimental action in accordance with these procedures.

8.2. Lodgment of Report

The Chief Executive Officer or the CFO\Company Secretary will be a contact point within QVM and will:

- Establish and manage a confidential filing system
- Receive all reports
- Receive phone calls, emails and letters from members of the public or QVM employees seeking to make a report
- Be a contact point for general advice about the operation and the procedure for any person wishing to make a report about improper conduct or detrimental action
- Make arrangements for a report to be made privately and discreetly and, if necessary, away from the workplace
- Receive any report made orally or in writing (from internal and external person)
- Commit to writing any report made orally
- Impartially assess the allegation and determine whether report the allegations have any merit
- Take all necessary steps to ensure the identity of the person making the report and the identity of the person who is the subject of the report are kept confidential
- Impartially assess each report
- Appoint a Welfare Manager to support the person making the report and to protect him or her from any reprisals
- Collate and provide statistics on reports made.



8.3. Receipt of reports by staff

QVM staff receiving telephone calls must not enquire into the circumstances of the report and must refer the caller to the Chief Executive Officer or the CFO\Company Secretary. If the report is received in the mail or in some other written form, the letter, email, or document must be immediately and personally delivered to the Chief Executive Officer or the CFO\Company Secretary without recording any details of thereport in QVM's electronic document management system.

The contents of report telephone calls or mail are confidential and a person divulging any matter relating to a report will be subject to disciplinary action.

8.4. Welfare Manager

The Welfare Manager is responsible for looking after the general welfare of the discloser. The Welfare Manager will:

- Examine the immediate welfare and protection needs of the discloser and seek to foster a supportive work environment
- Advise the discloser of the legislative and administrative protections available to him or her
- Listen and respond to any concerns of harassment, intimidation or victimisation in reprisal formaking report
- Ensure the expectations of the discloser are realistic.

The Welfare Manager may be a person from within QVM or a third party engaged for that purpose.

9. Confidentiality

9.1. Confidentially of reports

All reports made under this policy will be confidential. However, when a report is investigated, it may be necessary to disclose the details of the allegations to key personnel of QVM, external persons involved in the investigation process, to the relevant law enforcement agencies and/or as otherwise required or authorised by law. QVM will take all reasonable steps to protect the identity of the discloser. Maintaining confidentiality is crucial in ensuring reprisals are not made against a discloser.

9.2. Information Management

QVM will ensure all files, whether paper or electronic, are kept in a secure room and can only be accessed by the Chief Executive Officer or the CFO\Company Secretary or Welfare Manager (in relation to welfare matters). All printed material will be kept in files that are clearly marked as a confidential manner, and warn of the civil and criminal penalties that apply to any unauthorised divulging information concerning this matter.

All electronic files will be produced and stored on a stand-alone computer and be given password protection. Backup files will be kept on an encrypted memory stick. All materials relevant to an investigation, such as tapes from interviews, will also be stored securely with the report file(s).

QVM will not email documents relevant to a report matter to any computer where general staff have access and will ensure all phone calls and meetings are conducted in private.



10. Managing the welfare of the discloser

10.1. Commitment to protecting discloser

QVM is committed to the protection of genuine disclosers against detrimental action taken in reprisal for the making of reports. The Chief Executive Officer or the CFO\Company Secretary has the primary responsibility for ensuring the discloser is protected from direct and indirect detrimental action, and that the culture of the workplace is supportive of reports being made.

The Chief Executive Officer or the CFO\Company Secretary will appoint a Welfare Manager to all disclosers who have made a report if the identity of the discloser is known.

10.2. Compensation

Any discloser who is subjected to detrimental conduct may be entitled to compensation for loss, damage or injury suffered because of the conduct. It is the discloser's responsibility to bring any such action for compensation and QVM strongly encourages anyone seeking to do so to obtain independent legal advice. A discloser can seek compensation through a Court, or pursue other remedies (such as reinstating them to their original position or a comparable position, or an apology).

11. Review

These procedures will be reviewed regularly to ensure they meet the objectives and legal responsibilities for QVM Pty Ltd.

12. Further information

If there are any questions in relation to this policy, please don't hesitate to contact the CFO\Company Secretary on 0413 433 617 or debbie.dowling@qvm.com.au

13. Policy Review

QVM may make changes to this policy from time to time to improve the effectiveness of its operation. Any changes to the policy will be communicated appropriately.

Document Change History

| Date | Version | Updated By | Approved By | Change |
|-----------|---------|---|-----------------|--------------|
| 1\10\2021 | 1 | Debbie Dowling, CFO\Company Secretary | Leadership Team | New document |

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