

## WHISTLEBLOWER POLICY

### **OVERVIEW**

At Nuffield Australia we are guided by our company values. These values are the foundation of how we conduct ourselves and interact with each other, our scholars, investors, and other stakeholders. Nuffield Australia is committed to ensuring corporate compliance and promoting ethical corporate culture by observing the highest standards of fair dealing, honesty, and integrity in our business activities.

### **PURPOSE**

The policy has been put in place to ensure any concerns raised regarding any misconduct or an improper state of affairs or circumstances concerning Nuffield Australia's business are dealt with effectively, securely, appropriately, and in accordance with the Corporations Act 2001 (Cth) ("the Act").

### **The aims of this Policy are to:**

- a) encourage people within Nuffield Australia who are aware of wrongdoing to speak up and make a disclosure (report) of the wrongdoing;
- b) ensure individuals who disclose wrongdoing can do so safely, securely, and with confidence that they will be protected and supported;
- c) ensure disclosures are dealt with appropriately and on a timely basis;
- d) form part of Nuffield Australia's risk management system and corporate governance framework;
- e) provide transparency regarding Nuffield Australia's processes for receiving, handling, and investigating internal disclosures;
- f) help deter wrongdoing;
- g) support Nuffield Australia's Values and Statement of Strategic Outcome; and
- h) meet Nuffield Australia's legal requirements.

Nuffield Australia may unilaterally introduce, vary, remove, or replace this policy at any time.

## **DEFINITIONS**

Volunteers: Includes Scholars, hosts and alumni

Workplace: Includes Nuffield associated settings.

## **WHO THIS POLICY APPLIES TO**

This policy applies to any person who is, or has been, any of the following with respect to Nuffield Australia:

- a) Employees
- b) Officers
- c) Directors
- d) Scholars and alumni
- e) Contractors including sub-contractors and employees of contractors
- f) Suppliers including employees of suppliers
- g) Consultants
- h) Auditors
- i) Volunteers
- j) Relatives, dependents, spouse, or dependents of a spouse of any of the above.

## **DISCLOSURES COVERED BY THIS POLICY**

This policy applies to disclosures or reports which qualify for protection as a whistleblower under the Act.

A person who makes a disclosure under this policy will qualify for protection as a whistleblower under the Act if their disclosure relates to a Disclosable Matter (defined below) and;

- a) the disclosure has been made to an Eligible Recipient (see paragraph 6.1(a)) or to ASIC, the Australian Prudential Regulation Authority (APRA) (if relevant), or another prescribed Commonwealth body;
- b) they made the disclosure to their lawyer for the purpose of obtaining legal advice or representation about whistleblowing; or
- c) they have made a Public Interest Disclosure (see paragraph 6.4) or an Emergency Disclosure (see paragraph 6.5).

## **MATTERS THIS POLICY APPLIES TO**

### **Disclosable Matters**

Disclosable Matters involve information about Nuffield Australia that the discloser has reasonable grounds to suspect concerns:

- a) misconduct (including fraud, negligence, default, breach of trust, and breach of duty);
- b) an improper state of affairs or circumstances; or
- c) an offence or contravention under the:
  - i. Corporations Act 2001;
  - ii. Australian Securities and Investments Commission Act 2001;
  - iii. Banking Act 1959;
  - iv. Financial Sector (Collection of Data) Act 2001;
  - v. Insurance Act 1973;
  - vi. Life Insurance Act 1995;
  - vii. National Consumer Credit Protection Act 2009; or
  - viii. Superannuation Industry (Supervision) Act 1993.
- d) an offence punishable against any other law of the Commonwealth that is punishable by imprisonment for 12 months or more;
- e) a danger to public safety or confidence in the financial system whether or not it involves a breach of the law;
- f) dishonest or unethical behaviour and practices; or
- g) conduct that may cause harm or is prohibited by Nuffield Australia's policies and procedures.

### **Incorrect Disclosures**

A discloser can still qualify for protection under the Act even if their disclosure turns out to be incorrect.

### **Reasonable grounds to suspect**

- a) The discloser does not need to prove their allegation, but they must have some information to reasonably support their allegation.
- b) Deliberate false disclosures involving information the discloser knew to be untrue are not protected and must not be made. Deliberate false reporting can damage Nuffield Australia's reputation and the reputation of individuals

who are mentioned in false reports and would amount to a breach of this policy, Nuffield Australia Values, and Statement of Strategic Outcomes.

## **Examples of Disclosures**

Disclosures may, for example, relate to:

- a) illegal conduct such as theft, dealing in illicit drugs, violence or threatened violence, or criminal damage to property;
- b) fraud, money laundering, or misappropriation of funds;
- c) offering or accepting a bribe; and
- d) 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.

## ***DISCLOSURES NOT COVERED BY THIS POLICY***

- a) Disclosures that relate solely to personal work-related grievances, and not to detriment or threat of detriment to a discloser do not qualify for protection.
- b) Personal work-related grievances relate to the discloser's current or former employment with Nuffield Australia and tend to have implications for the discloser personally but do not:
  - i. have any other significant implications for Nuffield Australia; or
  - ii. relate to any conduct or alleged conduct about a Disclosable Matter.
- c) Examples of personal work-related grievances include:
  - i. interpersonal conflict between the discloser and another employee;
  - ii. decisions not involving breaches of workplace laws about engagement, transfer, promotion, suspension, discipline, or termination of the disclosure.
- d) Where a personal work-related grievance is also a Disclosable Matter the disclosure will be protected.
- e) Personal work-related grievances not covered by this policy should be managed by reference to our Discrimination, Bullying, and Harassment Policy or other complaint mechanisms.
- f) Some disclosures about matters relating to Nuffield Australia's obligations

under Australian taxation laws may qualify for protection as a tax whistleblower. For more information on what would qualify for protection as a tax whistleblower or how to make a tip-off to the Australian Tax Office go to [www.ato.gov.au/general/gen/whistleblowers/](http://www.ato.gov.au/general/gen/whistleblowers/)

## **WHO CAN PROVIDE ADVICE ON, OR RECEIVE, A DISCLOSURE?**

### **Internal**

- a) Internal Eligible Recipients of disclosures under this policy are:
  - i. one of Nuffield Australia's officers or senior managers;
  - ii. Nuffield Australia's Whistleblower Protection Officer; and
  - iii. an internal or external auditor.
- b) Any Eligible Recipient who receives a disclosure should notify the Whistleblower Protection Officer, subject to the discloser's consent, to ensure Nuffield Australia's mechanisms for protecting and safeguarding disclosers can commence as soon as practicable.
- c) In the event that the discloser considers that all of Nuffield Australia's Eligible Recipients are conflicted; the disclosure should be made externally (see 6.3 below).

### **Legal Practitioners**

Disclosures to legal practitioners to obtain advice about the whistleblower provisions of the Act are protected even if the advice provided is that the disclosure is not a Disclosable Matter.

### **External**

Reports about Disclosable Matters made to any of the following external bodies will also qualify for protection:

- a) Australian Securities and Investments Commission (ASIC) see <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/> ; and
- b) Australian Prudential Regulation Authority (APRA) <https://www.apra.gov.au/become-a-whistleblower-or-make-a-public->

interest-disclosure (if applicable).

## **Public Interest Disclosure**

A disclosure will qualify for protection where it is made to a journalist or parliamentarian as a public interest disclosure where:

- a) at least 90 days has passed since the disclosure was made to ASIC, APRA, or another prescribed Commonwealth body;
- b) the discloser does not have reasonable grounds to believe that action is being taken or has been taken in relation to their disclosure;
- c) the discloser has reasonable grounds to believe that making further disclosure of the information is in the public interest; and
- d) before making the public interest disclosure the discloser has written to the body to which the previous disclosure was made and given written notice that;
  - i. includes sufficient information to identify the previous disclosure; and
  - ii. states that the discloser intends to make a public interest disclosure.

## **Emergency Disclosure**

A disclosure will qualify for protection where it is made to a journalist or parliamentarian as an emergency disclosure where:

- a) the discloser has previously disclosed the information to ASIC, APRA, or another prescribed Commonwealth body;
- 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 the natural environment;
- c) before making the emergency disclosure the discloser has written to the body to which the previous disclosure was made and given written notice that;
  - includes sufficient information to identify the previous disclosure; and
  - states that the discloser intends to make a public interest disclosure; and
- d) 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.

## **Advice regarding public interest or emergency disclosures**

Individuals contemplating making a public interest or emergency disclosure should consider obtaining advice from Nuffield Australia's Whistleblower Protection Officer or obtaining independent legal advice before making the disclosure to ensure compliance and protection.

## **ROLES AND RESPONSIBILITIES**

### **Whistleblower Protection Officers**

- a) Whistleblower Protection Officers are an integral part of the whistleblower disclosure process and are available to individuals who would like to understand/discuss a whistleblower disclosure, seek the resolution of a whistleblower disclosure, or respond to a whistleblower disclosure being raised about them. Their role is to:
  - i. listen to the person (not act as a support person or as an advocate);
  - ii. explain and provide information about this policy what may qualify as a protected disclosure; and
  - iii. provide information about the options and processes available to address with the person's concerns.

### **All employees and disclosers**

All employees and people who make disclosures are responsible for:

- a) their own behaviour;
- b) complying with this policy;
- c) not directly or indirectly engaging in, or aiding, abetting, or encouraging behaviour in breach of this policy;
- d) not making disclosures or providing information during an investigation into a disclosure that is: not in good faith, vexatious, false, frivolous, or without reasonable grounds; and
- e) identifying any training or support required to improve the disclosure and investigation process.

## **HOW TO MAKE AN INTERNAL DISCLOSURE**

Individuals are encouraged to make a disclosure to the Whistleblower Protection Officer in the first instance.

To qualify for protection, disclosures must be made to an Eligible Recipient, as set out above (see Schedule 1 for contact details including telephone numbers and

email addresses).

## **ANONYMOUS DISCLOSURES**

- a) Disclosures can be made anonymously and qualify for protection as a whistleblower under the Act.
- b) Disclosers can choose to remain anonymous while the disclosure is investigated and after the investigation is finalised.
- c) Disclosers can refuse to answer questions that they feel could reveal their identity during follow up conversations.
- d) A discloser can use a pseudonym (not their real name) for their disclosure but should indicate that they are doing so to protect their identity.
- e) The discloser can identify some people they want to know their identity such as their supervisor or the Whistleblower Protection Officer but advise that they do not want their identity disclosed to others.
- f) Where the disclosure comes from an email address that does not identify the discloser's identity and the discloser does not identify themselves in the disclosure, they will be treated as anonymous.
- g) Disclosers who want to remain anonymous will need to advise how they would like to be communicated with so that follow-up questions can be asked, and information provided.

## **CONFIDENTIALITY**

### **General Rule**

Eligible whistleblowers who make a disclosure about a Disclosable Matter to an Eligible Recipient will qualify for protection under the Corporations Act (Qualifying Disclosure). This means that, subject to the Exceptions below, the identity of the discloser or information that is likely to identify the discloser cannot be disclosed.

### **Exceptions**

Failure to comply with the General Rule is unlawful unless the exceptions below apply.

- a) The identity of the discloser can be disclosed:
  - i. to ASIC, APRA, or a member of the Australian Federal Police;
  - ii. to a legal practitioner to obtain legal advice about the Whistleblower protections in the Act;
  - iii. as authorised by law; or
  - iv. with the discloser's consent.
- b) The information contained in the disclosure can be disclosed without the



disclosure's consent if;

- i. the information does not include the discloser's identity;
- ii. Nuffield Australia has taken all reasonable steps to reduce the risk that the discloser will be identified from the information; and
- iii. it is reasonably necessary to investigate the issues raised in the disclosure.

## **Complaints about Confidentiality**

Complaints about breaches of confidentiality can be made:

- a) internally to an Eligible Recipient set out in paragraph 6.1(a) and Schedule 1; or
- b) externally to ASIC or APRA.

## **Measures to Ensure Confidentiality**

Nuffield Australia will take reasonable steps to ensure that;

- a) paper and electronic documents or materials relating to the disclosures are stored by Nuffield Australia securely;
- b) information relating to disclosures can only be accessed by those directly involved in managing and investigating the disclosure;
- c) only those people directly involved in handling and investigating a disclosure will be made aware of the discloser's identity or information that is likely to lead to the identification of the discloser;
- d) information relating to the disclosure is not sent to email addresses or printers that can be accessed by other staff not directly involved in the handling or investigation of the disclosure; and
- e) reminding those involved in handling and investigating the disclosure that they should keep the identity of the discloser and the disclosure confidential and to not do so is unlawful.

## **Practical Considerations**

Notwithstanding the steps that will be taken to maintain confidentiality, the discloser should consider that people may be able to guess their identity if:

- a) they have previously mentioned to others that they are considering making a disclosure;
- b) they are one of a very small number of people with access to information; or
- c) the disclosure relates to information they have previously been told privately or in confidence.

## **PROTECTION FROM DETRIMENTAL ACTS OR OMISSIONS**

### **General Rule**

- a) A person who has made a Qualifying Disclosure is protected from detriment in relation to the disclosure.
- b) This means that a person cannot engage in conduct that causes detriment to a discloser or another person in relation to the disclosure if:
  - i. the person believes or suspects that the discloser or another person made, may have made, propose to make, or could make a disclosure that qualifies for protection; and
  - ii. the belief or suspicion is the reason or part of the reason for the conduct.
- c) The protection from detriment includes threats to cause detriment (whether express, implied, conditional, or unconditional) to a discloser or another person in relation to a disclosure regardless of whether the discloser, or another person who has been threatened, actually fears that the threat will be carried out.

### **Detrimental Conduct Examples**

Detrimental acts taken for unlawful reasons (which breach the general rule above) may include:

- a) dismissal of an employee;
- b) refusal to provide training;
- c) harassment, discrimination, or intimidation; or
- d) damage to the person's property, reputation, or physical or psychological health.

### **Action that is not detrimental conduct**

- a) Administrative action that is reasonable to protect a discloser from detriment will not be considered detrimental conduct.
- b) Protecting a discloser from detriment would not, for example, prevent Nuffield Australia from managing the discloser's unsatisfactory work performance.
- c) Reasons for administrative or management action about a disclosure should be explained to the discloser.

## **Legal Advice and Compensation for Breaches**

Disclosers are entitled to seek legal advice and pursue action through the courts if they suffer loss, damage, or injury because of a disclosure and Nuffield Australia has failed to prevent a person from causing the detriment.

## **Protection**

A person who has made a Qualifying Disclosure is protected from any of the following, in relation to the disclosure made under this policy:

- a) civil liability (e.g., any legal action against the discloser for breach of an employment contract, duty of confidentiality, or another contractual obligation);
- b) criminal liability (e.g., attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure); and
- c) administrative liability (e.g., disciplinary action for making the disclosure).

Protections that apply to a discloser do not grant immunity for any misconduct a discloser has engaged in that is relevant to their disclosure.

## ***SUPPORT AND PRACTICAL PROTECTION FOR DISCLOSERS***

Nuffield Australia's Whistleblower Protection Officer will work with the discloser to, as far as is reasonably practicable, explore, assess, and implement measures to support the discloser and protect the discloser from detriment. This may include:

- a) assessing the risk of detriment;
- b) referral for legal advice;
- c) specific interim arrangements to reduce the risk of detriment such as reassignment of work duties, role or reporting lines, or relocating;
- d) preventing or restricting communication between relevant parties;
- e) explaining procedures for making complaints about detrimental action which would be investigated separately from the disclosure; and
- f) investigating and addressing detrimental conduct that has occurred.

## ***INVESTIGATING A DISCLOSURE***

### **Initial assessment**

- a) Nuffield Australia will, on receiving a disclosure, assess whether it falls within this policy and what level of investigation is required.

- b) Where necessary, legal advice about the application of the legal protections and this policy will be obtained.

## Process

- a) Nuffield Australia will need to determine;
  - i. the nature and scope of the investigation;
  - ii. people internally or externally who will conduct the investigation;
  - iii. any technical, financial, or legal advice that may be needed to support the investigation;
  - iv. any steps necessary to preserve evidence; and
  - v. the timeframe.
- b) The process for the investigation will vary depending on the nature of the disclosure.
- c) The objective of the investigation is to determine whether there is enough evidence to substantiate or refute the matter reported.
- d) After the investigation, Nuffield Australia will reasonably consider whether any further actions or outcomes need to be implemented in light of the findings.
- e) The ability to investigate may be limited if, for example, it is not able to contact the discloser to ask questions.
- f) It may be that to protect a discloser's identity, the investigation is conducted by way of a broad review or assessment of the subject matter or work area.
- g) Any investigation will be thorough, objective, fair, and independent, while preserving confidentiality.
- h) The investigation should be conducted by parties independent of the:
  - i. discloser; and
  - ii. individuals mentioned in the disclosure.
- i) People who are spoken to by the investigator may have an independent support person with them at meetings during this process providing that that person agrees to maintain confidentiality.
- j) All relevant parties should be provided reasonable estimates of timeframes and be kept reasonably informed of the progress. Extensions of time may be appropriate in complex matters where justified. If additional time beyond the initial estimate is reasonably required to address the disclosure, all relevant parties should be advised of the additional time required and, in a manner appropriate, the reasons for the delay.
- k) Relevant parties will be reasonably notified of the outcome of the investigation where relevant to them, and the proposed resolution action (if any) providing that doing so would not breach paragraph 10

(Confidentiality) and is not otherwise inappropriate to provide on legitimate legislative, privacy, confidentiality, or work health and safety grounds.

## **ACCESSING THIS POLICY**

This policy can be accessed internally via Nuffield Australia SharePoint, in hard copy in site offices, and at induction. This policy is also publicly available at [www.nuffield.com.au](http://www.nuffield.com.au)

## **MONITORING AND REPORTING**

Nuffield Australia is committed to monitoring the effectiveness of this policy.

The Whistleblower Protection Officer is responsible for implementing processes for monitoring employee understanding and gathering and analysing statistics for reporting on the effectiveness of this policy in addressing disclosures to the Board (without disclosing information that is likely to lead to the identification of the disclosers).

## **DISCIPLINARY ACTION**

Appropriate disciplinary action will be taken against a person who is found to have breached this policy. These measures will depend on the nature and circumstance of each breach and will be in accordance with the Discipline Policy.

## **SUPPORT AVAILABLE**

Any employee who makes a disclosure under this policy or is implicated because of a disclosure that is made may access third-party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636) for support.

## **OTHER POLICIES**

Employees are encouraged to read this policy in conjunction with other relevant Nuffield Australia policies, including:

- Code of Conduct Policy
- Discipline Policy
- Discrimination, Bullying and Harassment Policy

## SCHEDULE 1 – Eligible Recipient Contact Details

Position	Person	Phone number	Email address
Whistleblower Protection Officer	Guy Hebblewhite	0432 121 450	<a href="mailto:ed@nuffield.com.au">ed@nuffield.com.au</a>
Chair – Nuffield Australia Board	Jane Bennett	0418 567 480	<a href="mailto:bennett.janel@gmail.com">bennett.janel@gmail.com</a>
Thynne Macartney	Alex Ramsey	0422 583 332	<a href="mailto:aramsey@thymac.com.au">aramsey@thymac.com.au</a>

Mail Address: 38 Walker Drive, Worongary QLD 4213

Please mark 'Private and Confidential' and to the attention of one of the Eligible Recipients.

This policy was approved by the Board on:

Version	Reason	Date
1.0	Policy created and adopted	November 2023
2.0	Revised Policy adopted after PCCC & Board review	18 August 2025