

G8 Education Limited

ABN 95 123 828 553

Whistleblower Policy

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1. Introduction

This policy outlines G8 Education Limited's (**the Company**) process for the reporting of any suspected misconduct, or improper state of affairs or circumstances (such as fraudulent, unlawful or unethical behaviour) involving the Company or its business or practices and how the Company will ensure that any persons making a disclosure may do so in confidence and without retribution.

This policy is available on the Company's website and can be accessed by all officers and employees of the Company and any other person who is eligible to make a protected disclosure.

The Company expects all directors, senior leaders and employees to always act in the best interest of G8 and, to support our Purpose to nurture the greatness in every child to grow, thrive and learn and to demonstrate our Values of:

- **Safety, First and Always**
- **Owning the Outcome**
- **Thriving Together**
- **Being the Difference**
- **Building Bright Futures**

2. Why do we have a Whistleblower Policy?

The Company is committed to conducting its business in accordance with the law and good business practice. The Company recognises that its reputation is an essential element of its success.

The Company encourages the notification of any Reportable Conduct (defined in section 5 below) in strict confidence and anonymity and without retribution.

The benefits to the Company in having a Whistleblower Policy include:

- promoting a culture of openness, honesty and transparency;
- ensuring Eligible Disclosers (defined in section 4 below) can recognise Reportable Conduct;
- ensuring Eligible Disclosers understand and have confidence in the framework and process for notifying of Reportable Conduct (i.e. how and to whom notification should be made); and

- advising Eligible Disclosers about how the Company will investigate protected disclosures.

3. Who Qualifies for Whistleblower Protections?

A person may qualify for whistleblower protections under the Corporations Act 2001 (Cth) (**Corporations Act**) (or in NSW, under the Children (Education and Care Services) National Law (NSW)) if they:

- a) are an Eligible Discloser (see section 4 below);
- b) make a disclosure pertaining to Reportable Conduct (see section 5 below); and
- c) make a disclosure to an Eligible Recipient or another person or body mentioned in section 6 ('Who must a report be made to?') below.

An Eligible Discloser that makes a report of Reportable Conduct under this Policy is referred to as either an “Eligible Discloser” or a “Whistleblower”.

4. Who is an Eligible Discloser?

“**Eligible Disclosers**” include:

- Any **current** officers, employees, paid or unpaid suppliers or their employees, or other external associates of the Company;
- Any **former** officers, employees, paid or unpaid suppliers or their employees, or other external associates of the Company; and
- Any family members or dependants of any of the above or a dependant of any such individual’s spouse.

Eligible Disclosers may choose to remain anonymous.

5. What is Reportable Conduct?

5.1 “Reportable Conduct”

Reportable Conduct includes any conduct where an Eligible Discloser has reasonable grounds to suspect that there is misconduct or an improper state of affairs or circumstances in relation to the Company (“**Reportable Conduct**”).

Reportable Conduct includes, but is not limited to:

- dishonest, negligent, fraudulent or corrupt activity;

- bribery;
- money laundering;
- terrorist financing;
- illegal, unlawful or corrupt activity such as theft or misuse of the Company’s funds or property;
- unethical behaviour or wilful breach of the Company’s Code of Conduct or other policies and procedures;
- unsafe work practices, environmental damage or activity that constitutes a serious risk to public health or safety;
- subjecting employees to a workplace that is hostile on grounds of harassment, discrimination, victimisation or bullying (please note that personal work-related grievances are not Reportable Conduct – please see below);
- any other serious improper conduct that may cause material financial or reputational loss or damage to the Company;
- sexual offences (including against, with or in the presence of a child);
- sexual misconduct (including against, with or in the presence of a child);
- physical violence (including against, with or in the presence of a child);
- behaviour that causes significant emotional or psychological harm; and/or
- significant neglect.

5.2 “Personal work-related grievances”

Personal work-related grievances are complaints about an Eligible Discloser’s employment or former employment which has implications for the discloser personally.

Reportable Conduct does not include conduct to the extent that it concerns a personal work-related grievance, unless:

- a) the personal work-related grievance is about detriment suffered by or threatened against the Eligible Discloser for making a disclosure under this policy (protection from detriment is discussed in section 8); or
- b) the personal work-related grievance reveals misconduct or an improper state of affairs in relation to the company.

Examples of **personal work-related grievances** which are not within the scope of protected disclosures include, but are not limited to:

- an interpersonal conflict between the discloser and another Team Member (including a manager);
- a decision not to promote or transfer the discloser;
- a decision not to alter the terms of the discloser’s employment (such as by granting the discloser an increase in remuneration); and
- a decision to suspend or terminate the discloser’s employment or to otherwise take disciplinary action with respect to the discloser (such as by issuing a formal warning).

All personal work-related grievances can however be raised in accordance with the [Managing Team Member Grievances and Disputes Procedure](#).

5.3 “Reasonable Grounds”

If any Eligible Discloser has reasonable grounds to suspect there has been any kind of Reportable Conduct, they are encouraged to report such conduct to an Eligible Recipient (defined in section 6 below).

An Eligible Discloser will have ‘reasonable grounds’ to suspect that something constitutes (or potentially constitutes) Reportable Conduct if they have some personal knowledge or other factual basis for their suspicion which, in light of the circumstances and context, provides reasonable grounds for that suspicion. The onus is not on the Eligible Discloser to show that the suspected conduct has occurred or is occurring and the Eligible Discloser's motive is not relevant to determining whether a disclosure is eligible for protection.

6. Making a Report

6.1 Who must a report be made to?

To qualify for whistleblower protections under the Corporations Act, an Eligible Discloser must make a disclosure directly to:

- an Eligible Recipient;
- a lawyer for the purposes of obtaining legal advice or representation on the operation of the whistleblower regime; or
- ASIC, APRA or another Commonwealth body that is prescribed by the regulations made under the Corporations Act.

An Eligible Discloser may qualify for protection regardless of which of the above channels they choose to report through.

Whistleblower protections under the Corporations Act are also available for public interest or emergency disclosures. These disclosures are discussed further below in this section.

6.2 Who is an Eligible Recipient?

To qualify for protected disclosure, reports of Reportable Conduct may be made to an Eligible Recipient.

An **Eligible Recipient** is any of the following:

- **In NSW:** a Manager of the Company, being an individual responsible for controlling or administering the Company or the staff of the Company. At G8, this will be:
 - **Support Office:** a Senior Leader or Executive Leader; or
 - **Centres:** a Centre Manager, Area Manager or Regional Manager.
- the officers of the Company, including the Directors and Company Secretary;
- any member of the Executive Leadership Team of the Company;
- the Chief Legal, Quality and Risk Officer or Deputy General Counsel of the Company;
- the auditors or actuaries of the Company; or
- the Chair of the People and Culture Committee of the Company.

6.3 How to make a report to an Eligible Recipient

In order to report Reportable Conduct to an Eligible Recipient, Eligible Disclosers can select one of the following reporting methods, or another method:

- Email: whistleblower@g8education.edu.au
- Telephone the Whistleblower Protection Officer:
 - Deputy General Counsel on 0423 078 782; or
 - Chief Legal, Quality and Risk Officer on 0401 332 863.
- Email the Whistleblower Protection Officer:
 - Deputy General Counsel on carla.alviano@g8education.edu.au; or
 - Chief Legal, Quality and Risk Officer on josie.king@g8education.edu.au;
- Telephone or email any other Executive Leadership Team member; or
- **In NSW:** email, telephone or speak with a Manager of the Company (see section 6.2 above).
- Post a letter to:

Attention: Whistleblower Protection Officer
G8 Whistleblower

159 Varsity Parade
Varsity Lakes QLD 4227

Reports regarding the Whistleblower Protection Officer, Executive Leadership Team, Director or (in NSW) Managers:

If the Reportable Conduct concerns the Whistleblower Protection Officer, any member of the Executive Leadership Team, a Director of the Company, or a Manager, Eligible Disclosers are encouraged to report by email to the Chair of the People, Culture & Education Committee: Julie.cogin@g8education.edu.au.

The Company will provide a confidential environment, free from retribution, for any Eligible Discloser who wishes to raise Reportable Conduct to an Eligible Recipient. Reports of Reportable Conduct to an Eligible Recipient may be made anonymously where a person wishes to not disclose their personal details. All information provided by a Whistleblower, and **the identity of the Whistleblower must be treated strictly confidentially by the Eligible Recipient.**

The protections set out in section 8 below exist for Whistleblowers making reports of Reportable Conduct.

6.4 Public interest disclosures

Whistleblower protections are also available for a Whistleblower whose concerns relate to matters in the public interest.

A disclosure of information qualifies as a public interest disclosure where a Whistleblower:

- has previously made a report to an Eligible Recipient or another person or body mentioned in section 6 ('Who must a report be made to?') above and at least 90 days have passed since the previous report was made;
- does not have reasonable grounds to believe that action to address their concerns is being or has been taken;
- has reasonable grounds to believe that reporting their concerns to a journalist or parliamentarian would be in the public interest; and
- after the end of the 90 day period referred to above, has provided the person or body to which the previous disclosure was made written notification that includes sufficient information to identify the previous report and states the Whistleblower's intention to make a public interest disclosure,

then, the Whistleblower may report their concerns about the Reportable Conduct to a person who works in a professional capacity as a journalist or a parliamentarian. The extent of the information disclosed should be no greater than is necessary to inform the recipient of the concerns.

Where a person discloses concerns to the public in another way, the whistleblower protections do not apply.

6.5 Emergency disclosures

Whistleblower protections are also available for a Whistleblower whose concerns relate to a matter of an emergency.

A disclosure of information qualifies as an emergency disclosure where a Whistleblower:

- has previously made a report to a report to an Eligible Recipient or another person or body mentioned in section 6 ('Who must a report be made to?') above;
- 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; and
- has provided the relevant person or body to which the previous disclosure was made written notification that includes sufficient information to identify the previous report and states the Whistleblower's intention to make an emergency disclosure,

then, the Whistleblower may report their concerns to a person who works in a professional capacity as a journalist or a parliamentarian. The extent of the information disclosed should be no greater than is necessary to inform the recipient of the substantial and imminent danger.

7. Investigating a Report

The “**Whistleblower Protection Officer**” is the Deputy General Counsel or Chief Legal, Risk and Quality Officer of the Company. The Chair of the People and Culture Committee will assume this role for issues that concern the Deputy General Counsel or Chief Legal, Risk and Quality Officer, or any direct report of the Deputy General Counsel or Chief Legal, Risk and Quality Officer, or where there is any real or perceived conflict of interest.

The “**Whistleblower Investigation Officer**” is the Head of Risk and Investigation. The Whistleblower Investigation Officer is responsible for all investigations. This role is separate and independent of the Whistleblower Protections Officer. The Whistleblower Protection Officer will assume this role for issues that concern the Head of Risk and Investigation, or any direct report of the Head of Risk and Investigation or where there is any real or perceived conflict of interest.

Any Eligible Recipient who receives a report of Reportable Conduct must, subject to the Eligible Disclosers consent, notify the Whistleblower Protection Officer of that report as soon as practicable following receipt.

The Whistleblower Protection Officer will then engage the Whistleblower Investigation Officer to investigate the report received.

The Whistleblower Investigations Officer will investigate (themselves or with the assistance of a select investigation team) all Eligible Disclosures of which it is notified as soon as reasonably practicable in a fair and objective manner applying the principles of procedural fairness and in accordance with the G8 Education Investigations Policy.

The Whistleblower Investigations Officer will ensure that any employee who is the subject of a disclosure made under this Policy is treated fairly during the course of the investigation of Reportable Conduct. An employee will have the opportunity to be informed of, and respond to, any report of Reportable Conduct made against them during the investigation.

The investigation process will be undertaken in a manner which maintains the confidentiality of the Whistleblower's identity. The details of the Reportable Conduct will only be accessed by those with a legitimate business reason to do so as part of the investigation process.

The role of the Whistleblower Protection Officer will also be to support and assess the welfare and needs of the Whistleblower or to respond to any concerns or reports of victimisation or detriment made by the Whistleblower. For example, the Whistleblower Protection Officer will assess whether changes are required to the Whistleblower's working arrangements in the circumstances to prevent victimisation or detriment and whether the Whistleblower should also be provided with access to support services including counselling.

The Whistleblower Investigations Officer will provide feedback to the Whistleblower and the Whistleblower Protection Officer on the progress or outcome of an investigation within a reasonable period of time, having regard to the circumstances and the nature of the Eligible Disclosure. Should the Whistleblower have concerns about the progress of the investigation, this should be escalated to the Whistleblower Protection Officer.

At the end of the investigation, a report will be completed and provided to the Whistleblower Protection Officer who will communicate to the Board the process that has been undertaken, the determined outcome and recommendations for remediation or other action where required.

8. Protection of Whistleblowers

Where a Whistleblower qualifies for protection for disclosure of Reportable Conduct in accordance with this policy, the Corporations Act affords the Whistleblower the following legal protections:

8.1 Identity protection

The Whistleblower's identity and information likely to lead to the identification of the Whistleblower will be kept confidential. The Whistleblower may or may not wish to remain anonymous when making the report. There is no requirement for a Whistleblower to identify themselves in order for an Eligible Disclosure to qualify for protection under this policy or the Corporations Act.

The Whistleblower's identity may only be disclosed:

- if the Whistleblower consents;
- to report a matter to ASIC, APRA, or a member of the Australian Federal Police (as appropriate);
- to a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblowing provisions of the Corporations Act; or
- as otherwise required by law.

The unauthorised disclosure of the Whistleblower's identity, or information which may identify the Whistleblower, may in some circumstances be a criminal and civil offence under the Corporations Act.

8.2 Protection from detriment

The Whistleblower will be treated fairly and no differently for having made an Eligible Disclosure.

A person must not cause, or threaten to cause, detriment to a person because they have made, may make, proposes to make, or could make, an Eligible Disclosure.

Examples of detrimental conduct include dismissal, disciplinary action, injury, alteration of an employee's position to their disadvantage, discrimination, harassment, physical or psychological harm or injury, property damage, reputational damage, and business or financial damage.

A person who engages in behaviour causing detriment to the Whistleblower may be subject to criminal and civil liability under the Corporations Act, or (in NSW) under the Children (Education and Care Services National Law Application) Amendment Act.

8.3 Civil, criminal and administrative liability protection

The Whistleblower will not be subject to any of the following for making an Eligible Disclosure:

- any disciplinary, civil or criminal liability; or
- any contractual or other remedy.

In addition, if the disclosure qualifies for protection, the information disclosed by the Whistleblower will not be admissible in evidence against the Whistleblower in criminal proceeds or proceedings for the imposition of a penalty, other than proceedings which relate to the provision of false information.

Protected disclosers in NSW may also have a defence of absolute privilege under the *Defamation Act 2005* in proceedings for defamation.

8.4 Other remedies available under Australian law

In addition to the protections outlined above, the Whistleblower may also have the following protections available to them:

- compensation for loss, damage or injury suffered as a result of detrimental conduct arising from making a disclosure or where the Company failed to take precautions, or exercise due diligence to avoid the detrimental conduct (please note that this will apply to detrimental conduct occurred on or after 1 July 2019 in relation to pre-1 July 2019 disclosures);
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- immunity from cost orders relating to proceedings for serious detrimental action;
- an order requiring an apology for engaging in the detrimental conduct;
- reinstatement if the detrimental conduct consists, or consisted, of termination of an employee's position; or
- any other order the court thinks appropriate.

The Whistleblower is encouraged to seek independent legal advice in relation to these remedies.

9. Amendment of this Policy

This Policy may be amended only with the approval of the Board of the Company to ensure that it complies with legislative changes and that it meets current best practice standards.

This Policy will be reviewed by the Board every two years basis to ensure that it is effective and meets the needs of stakeholders.