

# Whistleblower Policy

## 1. Overview

At Infrastructure Sustainability Council (“the Company”) we are guided by our company values. These values are the foundation of how we conduct ourselves and interact with each other, our directors, members, clients, suppliers, and other stakeholders. The Company is committed to ensuring corporate compliance and promoting ethical organisational culture by observing the highest standards of fair dealing, honesty and integrity in our business activities.

## 2. Purpose

This policy has been put in place to ensure any concerns raised regarding any misconduct or improper state of affairs or circumstances in relation to the Company’s business are dealt with effectively, securely, appropriately, and in accordance with the *Corporations Act 2001* (Cth) (the Act) and the *Taxation Administration Act 1953* (Cth).

The Company encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving the Company’s business and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.

This policy is available internally and can be accessed via the [Company’s website](#) to persons outside the organisation.

The Company may invite officers, senior management and employees to attend training sessions to ensure ongoing education regarding the application of the policy.

## 3. Scope

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

- Director
- Officer
- Employee
- Contractor (including sub-contractors and employees of contractors)
- Supplier (including employees of suppliers)
- Consultant
- Auditor
- Associate; and
- Relative, dependant, spouse, or dependant of a spouse of any of the above.

This policy is intended to apply to the above persons in all countries in which the Company operates a business.

## 4. Reportable Conduct

With respect to business dealings with the Company, a person (whistleblower) may make a report or disclosure under this policy if they have reasonable grounds to believe that a Company director, officer, employee, contractor, supplier, consultant or other person who has business dealings with the Company has engaged in conduct or wrongdoing (Reportable Conduct) which is:

- Breaches of any legislation, regulations or laws including by-laws;

- An offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- Breaches of ISC's Policies, Codes and Procedures;
- Dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe, gifts, facilitation payments or other such benefits;
- Fraudulent or serious impropriety;
- Illegal activity including theft, drug use, violence or threatened violence and property damage;
- Impeding internal or external audit processes;
- Improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
- An activity that poses a risk to the environment or engages health and safety;
- A conflict of interest including disclosure of confidential information;
- Harassment, discrimination or bullying;
- Conduct that perverts the course of justice or cancels improper or unethical conduct;
- A substantial mismanagement of ISC's resources; and
- Conduct that is detrimental to ISC's financial position or reputation.

Any disclosures that do not fall within the definition of Reportable Conduct, will not qualify for protection under the Act. It will be at the Company's discretion whether it considers there is a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under the Act.

For the avoidance of doubt, Reportable Conduct does not include personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to a employee's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for the Company. Examples of personal work-related grievances are as follows:

- An interpersonal conflict between the employee and another employee
- A decision relating to the engagement, transfer or promotion of the employee
- A decision relating to the terms and conditions of engagement of the employee
- A decision to suspend or terminate the engagement of the employee, or otherwise to discipline the employee

Personal work-related grievances should be reported to direct line managers or in accordance with the Company's Grievance Policy.

## 5. Making a Disclosure

The Company relies on its employees maintaining a culture of honest and ethical behaviour. Accordingly, if a person becomes aware of any Reportable Conduct, it is expected that they will make a disclosure under this policy.

A whistleblower may disclose any Reportable Conduct to the Whistleblower Protection Officers listed below:

General Manager: People and Finance  
 Liesel Wightwick  
[Liesel.Wightwick@iscouncil.org](mailto:Liesel.Wightwick@iscouncil.org), phone +61 2 9252 9733

Chief Delivery Officer  
 Patrick Hastings  
[Patrick.Hastings@iscouncil.org](mailto:Patrick.Hastings@iscouncil.org), phone +61 2 9252 9733

Deputy Chair  
 Sarah Marshall  
[Deputychair@iscouncil.org](mailto:Deputychair@iscouncil.org)

A whistleblower can make a disclosure outside of business hours by contacting the above Whistleblower Protection Officers via email.

Whistleblowers are also encouraged to contact the above Whistleblower Protection Officers to obtain any additional information they may require before making a disclosure or for any clarification regarding this policy.

The Whistleblower Protection Officer or eligible recipient will safeguard the whistleblower's interests and will ensure the integrity of the reporting mechanism to the extent of this policy.

## 6. Escalation

In most cases the recipient of the disclosure will be the Whistleblower Protection Officers.

Should the Whistleblower Protection Officers both be the subject of the disclosure then it will automatically be referred to the CEO. If the disclosure involves the CEO, or a Member of the Board, it will automatically be referred to the Board Chair.

## 7. Anonymity

When making a disclosure, a whistleblower may do so anonymously. It may be difficult for the Company to properly investigate the matters disclosed if a report is submitted anonymously and therefore the Company encourages whistleblowers to share their identity when making a disclosure, however there is no requirement to do so.

## 8. Reporting to Regulators

A whistleblower may also make a disclosure to the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) in relation to a Reportable Conduct. Whistleblowers will be covered by the protections outlined in this policy if they have reported their concerns to ASIC or APRA.

## 9. Public Interest and Emergency Disclosure

In certain situations, the Reportable Conduct may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary. A public interest and emergency disclosure can only be made to:

- A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service; or
- A Member of the Parliament of the Commonwealth or of a State or Territory parliament.

A whistleblower may only make a public interest and emergency disclosure if they have:

- Previously disclosed the information to ASIC or APRA
- Allowed at least 90 days to pass since the previous disclosure was made
- Reasonable grounds to believe that action is not being taken to address the matters which they have disclosed
- Reasonable grounds to believe that making a further disclosure to a journalist or member of parliament would be in the public interest
- Given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that they intend on making a public interest disclosure
- Ensured the extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs

A whistleblower will be qualified for protection where they have made a public interest disclosure if they have:

- Previously disclosed the information to ASIC or APRA
- 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
- Given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that they intend on making a public interest disclosure
- Ensured no more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger

## 10. Investigation

The Company will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The Whistleblower Protection Officer will investigate the matter and where necessary, appoint an external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation.

If the report is not anonymous, the Whistleblower Protection Officer or external investigator will contact the whistleblower, by their preferred method of communication to discuss the investigation process and any other matters that are relevant to the investigation.

Where a whistleblower has chosen to remain anonymous, their identity will not be disclosed to the investigator or to any other person and the Company will conduct the investigation based on the information provided to it.

Where possible, the Whistleblower Protection Officer will provide a whistleblower with feedback on the progress and expected timeframes of the investigation. The person against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable bases for not doing so).

To the extent permitted by law, the Whistleblower Protection Officer may inform a whistleblower and/or a person against whom allegations have been made of the findings. The Company will document the findings in a report however any report will remain the property of the Company and will only be shared with a whistleblower or any person against whom the allegations have been made if the Company deems it appropriate.

## 11. Protection of Whistleblowers

The Company is committed to taking all reasonable steps to ensuring that any person who makes a disclosure is treated fairly and does not suffer detriment and that confidentiality is preserved in respect of all matters raised under this policy.

### Protection from Legal Action

A whistleblower will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this policy or participating in any investigation.

Any information they provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

### Protection against Detrimental Conduct

The Company will not engage in 'Detrimental Conduct' against a whistleblower if they have made a disclosure under this policy. Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):

- Termination of employment
- Injury to employment including demotion, disciplinary action; Alternation of position or duties;
- Discrimination

- Harassment, bullying or intimidation; Victimisation
- Harm or injury including psychological harm; Damage to a person's property
- Damage to a person's reputation
- Damage to a person's business or financial position; or Any other damage to a person

The Company also strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the policy in response to their involvement in that investigation. A whistleblower may also seek remedies including compensation, civil penalties or reinstatement through the courts if:

- They suffer loss, damage or injury because of a disclosure
- The Company failed to take reasonable precautions and exercise due diligence to prevent any Detrimental Conduct

## Protection of Confidentiality

Subject to complying with other legal requirements, the Company will take all reasonable steps to maintain full confidentiality with respect to a whistleblower's identity and will not disclose any information that is likely to lead to the identification of a whistleblower without their prior consent. Improper disclosure of a whistleblower's identity is illegal and may carry criminal charges.

If a whistleblower is concerned that their identity has been disclosed in relation to a disclosure, and without consent, they should inform a Whistleblower Protections Officer or eligible recipient immediately.

## Protection Cessation

These protections may not apply in instances where:

- The Whistleblower has acted with willful misconduct
- The disclosure solely consists of a personal work-related grievance

## 12. Related policies and processes

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

- Code of Conduct
  - Grievance and Dispute Resolution Procedure (clause 10)

## Document Control

Version	Significant Changes	Date	Approved	Review Date
1.0	New Policy	19 January 2021	Ainsley Simpson 14 Apr 2022	14 April 2024