

## 1 Policy overview

- 1.1 For the purpose of this document “Michell” refers to Michell Wool Pty Ltd and its controlled entities.
- 1.2 Michell is committed to maintaining a high level of legal, ethical and moral behaviour in governance and operational standards.
- 1.3 Michell encourages individuals to disclose suspected misconduct, without fear of detriment, where concerns about serious instances of misconduct are supported by reasonable grounds.
- 1.4 Michell is required to observe (and this policy complies with) the requirements of any applicable legislation regarding the protection of whistleblowers, including those of the Corporations Act 2001 (Cth) and the Taxation Administration Act 1953 (Cth).
- 1.5 This policy and any revisions to it are available to officers and employees via the Michell Wool intranet (New Policy Tree). A copy of, or link to this policy, will be given to all new staff commencing at Michell on and from the date this policy is adopted.

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## 2 What is a protected disclosure?

- 2.1 A protected disclosure is when an eligible whistleblower makes a disclosure of information relating to a disclosable matter directly to an eligible recipient.
- 2.2 A person who makes a protected disclosure will be subject to the protections under the Corporations Act 2001 and as outlined in this policy.
- 2.3 It is important to understand, not all disclosures will constitute a protected disclosure. Before making a disclosure, an individual should consider whether they wish to seek independent legal advice to assist them to determine whether it will be a protected disclosure (and therefore provide them with the whistleblower protections under this policy and the law).
- 2.4 Where a protected disclosure is made, the protections under the Corporations Act 2001 only apply to the eligible whistleblower (and not to other individuals who may be affected by or referred to within the protected disclosure).
- 2.5 Persons wishing to make a disclosure can obtain additional information about the process and protections relating to whistleblowing before making a disclosure by contacting the Chairman or Directors via [whistleblower@michell.com.au](mailto:whistleblower@michell.com.au) or (08) 8209 4500.

## 3 Who is an eligible whistleblower under this policy?

- 3.1 This policy only applies to disclosures made by individuals who are, or have been:
  - a) officers, employees and contractors of Michell,
  - b) an individual who supplies services or goods to Michell (whether paid or unpaid) or an employee of a supplier,
  - c) an individual who is an associate of Michell,
  - d) a relative or dependent of any of the persons listed above and
  - e) when making a protected disclosure, each of these is a whistleblower.

## 4 What is a disclosable matter?

- 4.1 A disclosure of information concerns a disclosable matter where a person has objectively reasonable grounds to suspect that the information indicates:
  - failure to comply with a legal duty,
  - gross mismanagement or waste,
  - dishonest or unethical behaviour by an individual;
  - fraud or other type of criminal behaviour;
  - fraudulent activity including money laundering or misappropriation of funds;
  - serious, unlawful or corrupt use of Michell funds or other resources;
  - improper accounting or financial reporting practices;
  - offering or accepting a bribe;
  - engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have, or to be planning to make, a protected disclosure;
  - systemic practices that pose a serious risk to the health and safety of a person on Michell premises; and
  - any deliberate concealment relating to the above.

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- 4.2 Integrity matters relating to Michell, may or may not be a disclosable matter depending on the particular circumstances. Individuals considering disclosing information under this policy should seek independent legal advice to determine whether the conduct that is intended to be disclosed constitutes a disclosable matter.

## 5 What is not a disclosable matter

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- 5.1 This policy is intended for disclosures of information that have significant implications for Michell, rather than for personal matters.
- 5.2 Such grievances will generally not be disclosable matters and will therefore generally not qualify for protection under this policy or the Corporations Act 2001. Examples of personal work-related grievances include interpersonal conflicts between the discloser and another employee, decisions about the terms of employment, transfer, promotion, suspension or termination of the discloser, or a decision to suspend or terminate the engagement of, or otherwise discipline, the discloser.
- 5.3 Personal work-related grievances may qualify for protection in certain circumstances, such as:
- where the disclosure also includes information that is a disclosable matter (i.e. a mixed report);
  - where the disclosure reasonably indicates a breach of employment or other Commonwealth laws punishable by imprisonment for a period of 12 months or more
  - where a discloser seeks legal advice or representation about the operation of the whistleblower protections under the Corporations Act 2001 - that communication with lawyers is protected; or
- 5.4 For personal work-related grievances that are not disclosable matters, an employee should refer to the process outlined in *hr-pr-001-group grievance procedure* which is available in the New Policy Tree.

## 6 False reporting

- 6.1 This policy applies to disclosures where the discloser has objectively reasonable grounds to suspect wrongdoing, or of an improper state of affairs or circumstances in relation to Michell or its operations. A disclosure may still qualify for protection even if it turns out to be inaccurate. However, where it is shown that a person purporting to be a whistleblower has knowingly or recklessly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action, which may include dismissal.

## 7 Who is an eligible recipient of a disclosure?

- 7.1 In order to qualify for protection, the disclosure must be made directly to an eligible recipient. Michell offers several reporting options for making a disclosure. Protections apply to internal as well as external disclosures. The role of eligible recipients is to receive disclosures that qualify for protection.
- 7.2 Whistleblowers are encouraged firstly to make a disclosure to the Chairman Michell. The eligible recipients who have been principally nominated by the Michell to receive such reports are:
- Chairman
  - Directors
- 7.3 However, a disclosure made to any other officer or senior manager of Michell is also protected.
- 7.4 Where necessary, disclosures may also be made to ASIC, APRA, the Commissioner of Taxation or another Commonwealth body prescribed by regulation (the Regulator) by following the process prescribed on the Regulator's website. Disclosures made to the Regulator will be protected disclosures.
- 7.5 Any disclosure of information, including information that does not relate to a disclosable matter, made to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the discloser's rights at law will also be a protected disclosure.
- 7.6 Public interest disclosure; In certain circumstances, 90 days after an individual has made a disclosure in accordance with this policy to the Regulator, the discloser may give limited disclosure of the matter to a member of Parliament or a journalist, provided that:
- the discloser has reasonable grounds to believe that:
    - no action is being, or has been, taken to address the matters they raised in their report;
    - the making of a further disclosure would be in the public interest; and
  - before making the further disclosure, the discloser gives written notice to the same Regulator, identifying the previous disclosure and stating they intend to make a public interest disclosure.
- 7.7 Such a step is a serious matter and, to ensure the discloser is protected by law, the discloser should take independent legal advice or consult with Michell's Chairman before taking any such step.

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- 7.8 (Emergency disclosure) In certain circumstances an individual may give limited disclosure of the matter to a Member of Parliament or a journalist, provided the discloser has:
- a) made a disclosure to the Regulator in accordance with this policy;
  - b) 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
  - c) given notice to the same Regulator identifying the discloser's previous disclosure and stating their intention to make an emergency disclosure.
- 7.9 The information disclosed in an emergency disclosure must be no greater than is necessary to inform the journalist or Member of Parliament of the substantial and imminent danger.
- 7.10 Such a step is a serious matter and, to ensure the discloser is protected by law, the discloser should take independent legal advice or consult with Michell's Chairman before taking any such step.

## 8 Anonymity

- 8.1 A disclosure can be made anonymously to any of the eligible recipients listed in this policy and still be protected by this policy and the Corporations Act 2001. However, this may make it difficult to investigate the disclosed matter. Michell encourages disclosers to provide their full names. If a discloser wishes to disclose anonymously, the discloser should provide sufficient information to allow the matter to be properly investigated. Michell encourages the discloser to provide an anonymous email address or other adopted method as a confidential communication channel through which questions can be asked and information provided, which may also be done prior to a disclosure being made.
- 8.2 If a disclosure is made from an email address from which the discloser's identity cannot be determined, and the discloser does not identify themselves in the email, Michell will treat it as an anonymous disclosure.
- 8.3 Communication through the channels can be done within or outside of business hours. A discloser may choose to adopt a pseudonym for the purpose of the disclosure and can choose to remain anonymous throughout the entire process, including after the investigation has been finalised.

## 9 How will whistleblowers be protected?

Michell is committed to protecting those who make a disclosure in accordance with this policy.

- 9.1 To the extent consistent with our legal requirements, upon the making of a protected disclosure under this policy, Michell will not disclose any information that would suggest or reveal the identity of the whistleblower, without first obtaining their consent.
- 9.2 A whistleblower's identity may be disclosed without consent to ASIC, APRA, a member of the Australian Federal Police or to a lawyer for the purpose of obtaining legal advice or representation in connection with the operation of the whistleblower laws.
- 9.3 Subject to above, without the whistleblower's consent, it is illegal for a person to identify or disclose information that is likely to lead to the identification of the discloser. In circumstances where consent to disclose the whistleblower's identity has not been provided, Michell may disclose information that is not the identity of the whistleblower and is reasonably necessary for the investigation, where all reasonable steps have been taken to reduce the risk that the whistleblower will be identified as a result of the disclosure.

## 10 Protection of records

- 10.1 Michell will take reasonable precautions to securely store any records relating to a disclosure and only permit access to authorised persons who are directly involved in the managing of the disclosure and subsequent investigation.
- 10.2 Whistleblowers are assured that an unauthorised release of information in breach of this policy will be regarded as a serious matter.

## 11 No criminal or civil liability

- 11.1 The fact that a person has made a protected disclosure will not give rise to any civil, criminal or administrative liability (including disciplinary action) on the part of the discloser, and the fact of making the disclosure and its content is not admissible against the whistleblower in criminal or civil proceedings.
- 11.2 However, the whistleblower can still be pursued for having made a false disclosure and is not granted immunity in connection with the discloser's own conduct that is revealed by the matters highlighted in the



disclosed information (i.e. the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure).

- 11.3 If indicated in the relevant Michell policy, a whistleblower may be eligible for reduced sanctions in response to their breach of applicable Michell policies, where they have made a protected disclosure under this policy.

## **12 No breach of contract or enforcement of other rights**

- 12.1 Michell will not take (and the law prohibits any other person from taking) any action under a contract to which a whistleblower is a party (including to terminate a contract on the basis that the disclosure is a breach of contract) or seek to enforce any other right against a discloser, on the basis of the protected disclosure.

## **13 Protection from detriment**

- 13.1 Michell will endeavour to protect whistleblowers from any detriment arising directly from their disclosure or proposed disclosure, whether or not such a disclosure has actually been made. Conduct by any person giving rise to detriment or the threat of detriment to an actual or intended whistleblower may be a criminal or civil offence at law in certain circumstances and will be regarded as a serious matter.

- 13.2 In certain circumstances, a whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- a) they suffer loss, damage or injury because of a disclosure; and
- b) Michell failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

- 13.3 Detrimental actions include, but are not limited to:

- a) dismissal of an employee;
- b) injury of an employee in his or her employment;
- c) alteration of an employee's position or duties to his or her disadvantage;
- d) discrimination between an employee and other employees of Michell;
- e) harassment or intimidation;
- f) physical or psychological harm;
- g) damage to a person's property;
- h) damage to a person's reputation;
- i) damage to a person's business or financial position;
- j) repeated failure to select an individual;
- k) a reduction in future contract value;
- l) removal of coaching and other financial and non-financial support; and
- m) any other damage to a person.

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- 13.4 Actions that are not detrimental conduct include administrative action that is reasonable for the purpose of protecting a discloser from detriment, and managing a discloser's unsatisfactory work performance, if the action is in line with Michell's performance management framework.

- 13.5 Michell will provide education and training for eligible recipients, persons undertaking investigations of disclosures and other officers and employees to help them understand their obligation to protect whistleblowers from detriment.

- 13.6 An actual or intended whistleblower of Michell who is subjected to detrimental treatment should inform an officer or senior manager immediately. If the matter is not remedied, it should be disclosed in line with this policy where it will be dealt with as a separate matter.

- 13.7 Whistleblowers are encouraged to take independent legal advice in relation to compensation and other remedies available under the Corporations Act 2001.

## **14 Investigation of the disclosure**

- 14.1 All disclosures covered by this policy will be taken seriously and handled sensitively and fairly. Michell will generally direct the matter to the Chairman who will attempt to ensure all protected disclosures are

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investigated as soon as reasonably practicable. Where appropriate the discloser will be kept informed as to the progress of the investigation.

- 14.2 Michell will investigate disclosures covered by this policy in an objective, fair and appropriate manner, which may necessitate different approaches depending on the circumstances of each disclosure. Michell reserves the right to use both internal and external resources to investigate a disclosure or part of it.

## 15 Assessment

- 15.1 As a first step in the investigation process, normally Michell will assess a disclosure to determine whether or not it falls within the scope of this policy. If it does, the following steps will normally apply to the investigation. If it does not, the matter will not be investigated, and the discloser will be advised of that fact. In that latter case, the discloser may be directed to another appropriate person or section within the organisation such as the discloser's direct supervisor or overall manager, the human resources department or the Chief Executive Officer.
- 15.2 For disclosures assessed to be within the scope of this policy, Michell will advise the whistleblower of the support available to the whistleblower and emphasise to the whistleblower the importance of confidentiality.
- 15.3 Michell will ask the whistleblower if the whistleblower consents to the disclosure of their identity for the purposes of the investigation. Michell will explain to the whistleblower the steps Michell has in place to take all reasonable steps to reduce the risk that the whistleblower will be identified as the result of the disclosure. If the whistleblower consents, Michell will keep a written record of that consent. If the whistleblower does not consent, Michell will also record that fact and advise the whistleblower that Michell will not disclose the identity of the whistleblower.
- 15.4 In circumstances where consent has not been provided, Michell will advise the whistleblower that it may disclose information that is not the identity of the whistleblower where it is reasonably necessary for the investigation and where all reasonable steps have been taken to reduce the risk the whistleblower will be identified as a result of the disclosure. Reasonable steps Michell may take include redacting personal information likely to lead to identification, storing records securely, and providing eligible recipients, persons undertaking investigations and others with appropriate regular education and training on their obligations. Whistleblowers who wish to remain anonymous can refuse to answer questions they feel could reveal their identity.

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## 16 Investigation steps

- 16.1 As a general guide and subject to the particular circumstances applying to the disclosure, the steps in the investigation process will normally include the following:
- a) interview the whistleblower to obtain relevant information;
  - b) interview any alleged wrongdoer to obtain a response to the disclosure in so far as it relates to the alleged wrongdoer;
  - c) interview any relevant witnesses regarding relevant matters arising from the disclosure;
  - d) review any documents or other material relevant to the disclosure;
  - e) if necessary, conduct further interview/s with the whistleblower to obtain further information or a response to material arising from the investigation; and
  - f) if necessary, conduct further interview/s with any alleged wrongdoer regarding further material arising from the investigation.
- 16.2 Interviews need not be conducted face to face. All relevant material including interviews and documents obtained during the investigation is then considered and a report prepared.
- 16.3 The report will make findings of fact and determine whether a disclosure has been substantiated or not substantiated, in whole or part. The report may also include recommendations arising from any factual findings.

## 17 Timing

- 17.1 Michell aims, where practicable, to finalise investigations of disclosures within 90 days of the date the disclosure is first made. Where finalisation is not practicable, however, Michell will take all reasonable steps to ensure that significant progress is made in relation to a disclosure within 90 days of the date the disclosure is first made.
- 17.2 Michell will take reasonable steps to keep the whistleblower informed (including through confidential communication channels used) of the progress of an investigation of their disclosure. The frequency of updates and timeframe will vary according to the nature of the disclosure, however updates will usually be

made during the three key stages of the process: when the investigation has begun, when it is in progress and after it has been finalised.

- 17.3 At the conclusion of the investigation, the findings may be reported to the Chief Executive Officer. Where appropriate, the whistleblower will be informed of the outcome of the investigation.

## 18 Fair treatment

- 18.1 Michell will ensure fair treatment of employees mentioned or implicated in a protected disclosure within the meaning of this policy, or to whom such disclosure relates (Relevant Employee) by applying the following principles.
- 18.2 To the extent practicable, the identity of a Relevant Employee will be kept confidential during the investigation of a protected disclosure relating to that person.
- 18.3 An investigator appointed to investigate a protected disclosure will act impartially and without bias in conducting the investigation. An investigator must declare any material personal interest the investigator has in any matter relevant to the investigation for which the investigator has responsibility, immediately to Michell. The investigator must then take no further part in the investigation unless directed otherwise (other than to provide relevant material or information by way of a handover to a new investigator or to take any necessary incidental action for that purpose).

- 18.4 An investigation into a protected disclosure will follow a fair process including:

- informing a Relevant Employee of the substance of a protected disclosure, as far as it applies to the Relevant Employee;
- giving a Relevant Employee a reasonable opportunity to respond to any matter referred to above, before the investigation is finalised;
- informing a Relevant Employee of any adverse finding directly affecting the Relevant Employee arising out of the investigation; and
- giving a Relevant Employee a reasonable opportunity to respond to any such adverse finding before the report is finalised.

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- 18.5 Any potential disciplinary action against a Relevant Employee arising out of or as a result of an adverse finding in an investigation report under this policy will be dealt with consistently with Michell's usual practice, policy or procedure relating to a disciplinary action. Relevant policies include, but are not limited to, Michell *hr-pr-013-australia discipline procedure* and/or *a1-hr-gn-000-bPR-a-Bullying, Discrimination and Harassment Procedure*.

- 18.6 Relevant Employees will have reasonable access to support made available by Michell, such as contact with a nominated person and, where relevant, access to the Michell Employee Assistance Program (EAP) or similar counselling service. Michell will consider any request for other support for a Relevant Employee on a case by case basis.

## 19 Amendments to this policy

- 19.1 This policy may be amended, terminated or replaced at Michell's discretion.
- 19.2 The most recent version of this policy will be available at [www.michell.com.au/intranet](http://www.michell.com.au/intranet).
- Please refer to the "Change History" of this document

## 20 Change History

Trigger for change	Change(s)
1/12/21 Need identified	New document

## 21 Authorisations

Position Title	Name	Signature	Date
WHS/HR Officer(Author)	R McNeil		29-3-22
CEO	S Read		20/03/2022
CFO	M Monda		25/03/2022

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