

# Whistleblower Policy

## 1 Purpose, objectives and responsibility

- (a) Bendigo Stadium Limited (BSL) is committed to the highest standards of conduct and ethical behaviour in all of its business activities and a culture of good commercial practice, highly ethical behavior, corporate compliance and good corporate governance.
- (b) The objectives of this policy are to:
- i. encourage reporting of unethical, illegal, fraudulent or undesirable conduct involving the organisation, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.
  - ii. provide protection for every whistleblower who makes a protected disclosure about any reportable conduct.
  - iii. indicate when protected disclosures will be investigated.
- (c) The Bendigo Stadium Limited Board of Directors is responsible for adopting the Whistleblower Policy, and for nominating the Whistleblower Protection Officer (WPO).
- (d) The current WPO is Company Secretary, Lachlan Edwards.
- (e) The WPO is responsible for:
- i. co-ordinating an investigation into any report received from a whistleblower, and
  - ii. documenting and handling all matters in relation to the report and investigation, and
  - iii. finalising all investigations.
- (f) The CEO of Bendigo Stadium Limited is responsible for the implementation of the Whistleblower Policy.
- (g) All staff and directors are responsible for reporting breaches of general law, organisational policy, or generally recognised principles of ethics to a person authorised to take action on such breaches.

## 2 Application and definitions

- (a) This policy applies to all current and former employees, directors, volunteers and suppliers of Bendigo Stadium Limited. Other persons (such as third-party contractors, customers, relatives, dependants or dependants of spouses of any employee) may use the procedures in this policy.
- (b) In this policy:

**Whistleblower** means an individual that is or has been any of the following in relation to Bendigo Stadium Limited (BSL):

- a director or officer;
- an employee;
- a contractor or individual who supplies goods or services or their employee;
- a member, customer, volunteer, student or athlete;

- a relative or dependant of the above, or of their spouse who, whether anonymously or not, makes, attempts to make or wishes to make a protected disclosure in connection with reportable conduct to an eligible recipient.

**Eligible recipient** means a protected disclosure can be made to:

- the Whistleblower Protection Officer (**WPO**);
- a member of the BSL Board of Directors;
- an auditor or member of an audit team conducting an audit of BSL;
- ASIC or other government authority prescribed by the regulations of the *Corporations Act 2001* (Cth);
- a legal practitioner if the protected disclosure is made for the purposes of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the *Corporations Act 2001* (Cth); or
- in certain circumstances, a journalist or a member of the Commonwealth, State or Territory Parliament if the protected disclosure is a public interest or emergency disclosure made in accordance with the *Corporations Act 2001* (Cth).

**Protected disclosure means** one made by a whistleblower to an eligible recipient in circumstances where the whistleblower has reasonable grounds to suspect reportable conduct including misconduct or an improper state of affairs or circumstances in relation to BSL, including information that indicates that BSL or an officer or an employee of BSL has engaged in reportable conduct.

## 4 Policy

### 4.1 Whistleblower protection

(a) This policy is designed to give guidance so that honesty and integrity are maintained at all times at BSL.

(b) To the maximum extent practicable, a **Whistleblower** will be protected from any adverse action (such as dismissal, demotion, suspension, harassment, or other forms of discrimination) because they have raised such allegations. Subject to this policy, a Whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated (although a person who maliciously or vexatiously makes disclosures or makes false disclosures may be subject to disciplinary action).

(c) Employees who participate, or assist in, an investigation involving reportable conduct will also be protected. Every effort will be made to protect the anonymity of the Whistleblower, however, there may be situations where anonymity cannot be guaranteed. In such situations, the Whistleblower will be informed.

### 4.2 Reportable conduct

(a) Reportable conduct that can be the subject of a protected Whistleblower report is anything the Whistleblower has reasonable grounds to suspect concerns misconduct or an improper state of affair or circumstances.

(b) Examples of things that may be considered misconduct or an improper state of affair or circumstances include:

- (i) dishonesty;
- (ii) fraud;

- (iii) corruption;
- (iv) illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against Bendigo Stadium Limited assets/property);
- (v) discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
- (vi) acts or omissions in breach of commonwealth or state legislation or local authority by-laws;
- (vii) unethical behaviour;
- (viii) other serious improper conduct (including gross mismanagement, serious and substantial waste of Bendigo Stadium Limited resources, or repeated breaches of administrative procedures);
- (ix) unsafe work-practices;
- (x) any other conduct which may cause financial or non-financial loss to Bendigo Stadium Limited or be otherwise detrimental to the interests or reputation of Bendigo Stadium Limited, or any of its employees; or
- (xi) the deliberate concealment of information tending to show any of the matters listed above.

#### **4.3 Conduct that is not reportable**

This policy does not apply to:

- (a) personal work-related grievances;
- (b) health and safety hazards; or
- (c) general employment grievances and complaints by a person about their own employment or situation.
- (d) Customer complaints which include but are not limited to:
  - (i) a complaint about customer service such as about food quality
  - (ii) a complaint about a staff member customer service

#### **5 How to speak up about reportable conduct**

(a) Where a whistleblower believes in good faith on reasonable grounds that a BSL employee, director, officer, volunteer, contractor, supplier, tenderer or other person who has dealings with BSL has engaged in reportable conduct, breached any provision of the general law or the organisation's constitution, policies or code of conduct that whistleblower must report their concerns to:

- i. their Manager; or, if they feel that this person may be complicit in the breach,
- ii. the CEO; or, if they feel that the CEO may be complicit in the breach,
- iii. a director; or
- iv. the organisation's Whistleblower Protection Officer (WPO) by email (l.edwards@ofrm.com.au or telephone 03 5445 1000); or
- v. the organisation's appointed independent external contact, being Dylan Murray of RSD Audit (telephone 03 4435 3550)
- vi. the duly constituted authorities responsible for the enforcement of the law in the relevant area.

(b) For a disclosure to receive protection it must be:

- i. a protected disclosure
- ii. reported by a whistleblower
- iii. to an eligible recipient

(c) Disclosures may be made anonymously, and this anonymity shall, as far as possible, be preserved by the organisation. In this regard, unless an exception exists, BSL will endeavour not to disclose the whistleblower's identity or any information that is likely to lead to identification. Exceptions to this include where:

- i. the whistleblower gives consent;
- ii. BSL is required or authorised by law to disclose; and
- iii. It is reasonably necessary for the purpose of investigating the protected disclosure.

(d) A report should be made in writing, where possible, and should contain, as appropriate, details of:

- i. the nature of the alleged reportable conduct;
- ii. the person or persons involved in the reportable conduct;
- iii. the facts on which the reportee's belief that reportable conduct has occurred, and has been committed by the person or persons named, are based;
- iv. the nature and whereabouts of any further evidence that would substantiate the reportee's allegations, if known.

(e) Evidence to support the reportee's concerns should be produced at the time of reporting if it exists. The absence of such evidence will be taken into account in subsequent consideration of whether to open an investigation into the matter. However, absence of such evidence is not an absolute bar to the activation of the organisation's investigation procedures. The existence of the reportee's concern is sufficient to trigger reporting responsibilities.

(f) Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation are protected in relation to the operation of the whistleblower provisions of the Corporations Act, even in the event that the legal practitioner concludes that a disclosure does not relate to a reportable matter.

(g) Any whistleblower making a disclosure who informs commercial media or utilises social media or any other means of communication to raise their concern, will not be protected under this policy, unless it is not feasible for whistleblowers to report internally or existing reporting channels have failed to deal with the issues effectively.

(h) Making a disclosure of reportable conduct does not necessarily absolve the reportee of any involvement on their own part in the reportable conduct.

## **6 Confidentiality and anonymity**

(a) Bendigo Stadium Limited recognises that maintaining appropriate confidentiality is crucial in ensuring that potential Whistleblowers come forward and make disclosures in an open and timely manner and without fear of reprisals being made against them.

(b) Bendigo Stadium Limited will take all reasonable steps to protect the identity of the Whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. In appropriate cases, disclosure of the identity of the Whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings result from a disclosure pursuant to this policy or there is a threat to life or property or if the company has an obligation to do so.

(c) BSL will ensure that a whistleblower does not face actual or threatened detrimental conduct because of the protected disclosure. Detrimental conduct may include:

- dismissal;
- injury in the whistleblower’s employment;
- disadvantageous alteration to the whistleblower’s position or duties;
- discrimination against the whistleblower;
- harassment or intimidation against the whistleblower;
- harm or injury to the whistleblower, including mental harm; and/or
- damage to the whistleblower’s property, reputation, business or financial position.

(d) All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without the consent of the whistleblower will be a breach of this policy.

(e) Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under the organisation’s disciplinary procedures.

(f) The CEO will designate an officer of the organisation to be responsible for ensuring that whistleblowers who make a report in good faith on reasonable grounds suffer no employment-related disadvantage on account of their actions and to provide additional support for the reportee where necessary. Detrimental employment-related treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

## **7 How the company actions a Whistleblower report**

(a) BSL will investigate all matters reported under this policy as soon as possible after the matter has been reported.

(b) If the person to whom a report has been made believes that the behaviour complained of is unquestionably trivial or fanciful the allegation will be dismissed and the reportee advised in this regard in writing.

(c) If the reportee wishes to pursue the matter even after being advised that the behaviour complained of is unquestionably trivial or fanciful, then the reportee may refer the matter for final decision to:

- the organisation’s appointed independent external contact being Dylan Murray of RSD Audit (telephone 03 4435 3550)
- the duly constituted authorities responsible for the enforcement of the law in the relevant area.

The contact person from the above organisations will be advised of the earlier determination of the matter as unquestionably trivial or fanciful.

(d) If the behaviour reported is considered neither trivial nor fanciful, the person to whom a disclosure regarding reportable conduct is made shall notify the WPO, who shall be responsible for ensuring that an investigation of the charges is established and adequately resourced.

(e) The WPO must

(i) develop terms of reference for the investigation, in consultation with the CEO (or the Board if the reportable conduct relates to the CEO), to clarify the key issues to be investigated.

(ii) develop an investigation plan to ensure all relevant questions are addressed, the scale of the investigation is in proportion to the seriousness of the allegations and sufficient resources are allocated.

(iii) carry out the investigation:

A. in accordance with the rules of natural justice. All investigations will be conducted in an objective and fair manner and shall observe the rules of natural justice and the provisions of procedural fairness, having regard to the nature of the reportable conduct and the individual circumstances. Where an adverse comment about a person is likely to be included in a report, the person affected will be given the opportunity to comment beforehand and any comments will be considered before the report is finalized;

B. where all relevant witnesses will be interviewed and, where possible, interviews will be recorded. Contemporaneous notes of all discussions, including via telephone and other means of technology will be made and all relevant documentation will be examined.

C. ensure strict security is maintained during the investigative process and all information obtained will be properly secured to prevent unauthorised access.

(f) Where appropriate, Bendigo Stadium Limited will provide feedback to the whistleblower regarding the investigation's process and/or outcome (subject to considerations of privacy).

(e) Following the investigation, a final report will issue and appropriate action taken where applicable.

## **8 Support and protection of a Whistleblower following a report**

### **8.1 When the policy will operate**

This policy protects the Whistleblower against any reprisals, provided that the Whistleblower identifies themselves to BSL, and the disclosure is:

(a) reportable conduct under this policy;

(b) submitted in good faith and without any malice or intentionally false allegations;

(c) based on the Whistleblower's reasonable belief that the alleged conduct, or issue related to the alleged conduct constitutes, or may constitute, a material breach of a law or other standard of behaviour; and

(d) does not result in a personal gain or advantage for the Whistleblower.

## **8.2 No reprisals**

(a) BSL will not take any adverse action against a Whistleblower because they have made a disclosure, which meet the above-mentioned conditions, unless the Whistleblower is a participant in the prohibited activities with respect to which the complaint is made.

(b) If the Whistleblower was involved in the conduct, which was the subject of the protected disclosure, the fact that the Whistleblower has made the disclosure may be taken into account in determining the severity of the disciplinary measures, if any, that may eventually be taken against such Whistleblower.

(c) Any reprisals against a Whistleblower are a serious breach of this policy and may result in disciplinary action, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this policy.

(d) While it is the right of the Whistleblower to remain anonymous, if the Whistleblower does not identify themselves and requires complete anonymity, it will be hard for BSL to protect them.

## **9 Communications to the Whistleblower**

BSL will ensure that, provided the disclosure was not made anonymously, the Whistleblower is kept informed of the outcomes of the investigation of the allegations, subject to the considerations of privacy of those against whom allegations are made.

## **10 Further information and advice**

For further information, refer to other related policies or contact the People & Culture Manager on (03)5440 6215.

# GOVERNANCE

## DOCUMENT REVIEW

This policy will be reviewed every two years unless required by legislative, industry or community developments. Minor change such as titles will be actioned as required.

## RELATED DOCUMENTS

Employee Complaint and Grievance Policy  
Disciplinary Policy  
Code of Conduct

## DOCUMENT CONTROL TABLE

Version No:	Approved By	Date Approved	Date Applicable	Next Review Date	Document Owner
1.0	BSL Board		1 February 2023	February 2025	Anna Bennallack, People & Culture Manager