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	All employees, contractors, tenants, customers and stakeholders (Public)		
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1.0 Purpose

The Purpose of this Policy is to:

- > Encourage disclosure of wrongdoing;
- > Help deter wrongdoing, in line with NAPL's risk management and governance frameworks;
- > Ensure people who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- > Ensure disclosures are dealt with appropriately and on a timely basis;
- > Provide transparency around NAPL's framework for receiving, handling and investigating disclosures;
- > Support NAPL's Values and **HR POL NAPL Code of Conduct**;
- > Support NAPL's long-term sustainability and reputation; and
- > Meet NAPL's legal and regulatory obligations.

This Policy is an important tool to help NAPL identify wrongdoing that may not be uncovered unless there are safe and secure methods of disclosure.

This Policy is aligned with the guidance provided by the Australian Securities and Investments Commission (ASIC) in **Regulatory Guide 270: Whistleblower policies** (RG270).

2.0 Policy statement

NAPL is committed to fostering a "speak-up" culture in which honesty, integrity and ethics are a part of everyday behaviour.

NAPL encourages the reporting of any instances of possible wrongdoing or unethical behaviour and will ensure that individuals who make a report can do so confidentially and without fear of intimidation, detriment or reprisal.

If you are aware of possible wrongdoing we encourage you to disclose this information and we will support you in doing so.

3.0 Application and scope

All corporations, regardless of size, are required to manage whistleblowing in accordance with the *Corporations Act 2001* (Cth) (Corporations Act).

This Policy applies to all Eligible Whistleblowers (refer to Definitions section).

Any reference in this Policy to NAPL also applies to GNAPL.

4.0 Definitions

Word/Term	Definition
Discloser	Refers to anyone who makes a disclosure to an Eligible Recipient, and includes an Eligible Whistleblower and Protected Whistleblower.
Eligible Recipient	<p>These include:</p> <ul style="list-style-type: none"> > an officer of the company (including a Director or Company Secretary) or member of NAPL's Senior Leadership Team (CEO and Executive Managers); > NAPL's internal or external auditor (including any member of an audit team conducting any audit); > NAPL's employee assistance program (EAP) provider, NewPsych; or > Any nominated Protected Disclosure Officers authorised by NAPL to receive disclosures that may qualify for protection (see section 5.3.2).
Eligible Whistleblower	<p>An Eligible Whistleblower is a person who is, or has been:</p> <ul style="list-style-type: none"> > an officer or employee of NAPL or GNAPL (this includes current and former employees who are permanent, part-time, fixed-term or temporary, interns and Directors); > a supplier of goods or services to NAPL or GNAPL or an employee of a person who supplies goods or services to NAPL or GNAPL (whether paid or unpaid) (this includes current and former volunteers, contractors, consultants, service providers and business partners); > an associate of NAPL or GNAPL, for example, a Director or Company Secretary of NAPL or GNAPL a related body corporate; or > a relative, dependent or dependent of the spouse of any person referred to in this definition of Eligible Whistleblower.
Protected Whistleblower	<p>You are a Protected Whistleblower if:</p> <ul style="list-style-type: none"> > you are an Eligible Whistleblower; and > you have disclosed (or intend to disclose) a Reportable Matter to an Eligible Recipient or to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or another entity prescribed under the Corporations Act.
Reportable Matter	<p>A disclosure will concern a Reportable Matter if an Eligible Whistleblower has <i>reasonable grounds to suspect</i> that the information being disclosed is about:</p> <ul style="list-style-type: none"> > Misconduct, including fraud, negligence, default, breach of trust and breach of duty (among others); > dishonest, illegal, corrupt or unethical behaviour; > an improper state of affairs or circumstances; > behaviour that represents a danger to the public or the financial system; > a breach of the Corporations Act; or > a breach of the Taxation Administration Act or improper conduct in relation to the tax affairs of NAPL or GNAPL or a related body corporate

5.0 Standards

5.1 Who is a Protected Whistleblower?

You are a Protected Whistleblower if:

- > you are an Eligible Whistleblower; and
- > you have disclosed (or intend to disclose) a Reportable Matter to an Eligible Recipient or to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or another entity prescribed under the Corporations Act.

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

Also, in more specific and limited circumstances where a matter is of public interest or there is an emergency, a report may be protected if it's made to a journalist or a Member of Parliament (see section 5.3.3). It's important that you understand the criteria for making a public interest or an emergency disclosure to be covered by the whistleblower protections. NAPL recommends that you contact an independent legal adviser before making a public interest or an emergency disclosure.

5.2 Types of matters to which this Policy applies

This section sets out what is a Reportable Matter that will qualify for legal protection under the Corporations Act (or the Taxation Administration Act, where relevant). Disclosures that aren't about a Reportable Matter will not be protected under the legislation nor this Policy.

5.2.1 Reportable Matters

A disclosure will concern a Reportable Matter if an Eligible Whistleblower has *reasonable grounds to suspect* that the information being disclosed is about:

- > Misconduct, including fraud, negligence, default, breach of trust and breach of duty;
- > dishonest, illegal, corrupt or unethical behaviour;
- > an improper state of affairs or circumstances;
- > behaviour that represents a danger to the public or the financial system;
- > a breach of the Corporations Act; or
- > a breach of the Taxation Administration Act or improper conduct in relation to the tax affairs of NAPL or GNAPL or a related body corporate.

Examples of conduct that may amount to a breach of the Corporations Act include:

- > Insolvent trading;
- > Fraud;
- > Failure to comply with statutory accounting and reporting requirements;
- > Falsification of accounts;
- > Bribery;
- > Money laundering;
- > Offences involving terrorism financing;
- > Failure of a Director or other officer to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the company; and
- > Failure of a Director to give notice of any material personal interest in a matter relating to the affairs of the company.

5.2.2 Personal work-related grievances

Personal work-related grievances that don't involve a detriment caused to you as a Protected Whistleblower (or a threat of detriment) aren't a Reportable Matter and aren't protected under the Corporations Act or Taxation Administration Act.

A personal work-related grievance is one that relates to your current (or former) employment that has implications for you personally but does not have significant implications for NAPL.

Examples of work-related grievances that are not protected by law could include:

- > An interpersonal conflict between a Discloser and another employee;
- > A decision relating to the Discloser's employment that doesn't breach workplace law; or
- > A decision to discipline, suspend or terminate the employment of the Discloser.

In these instances, employees and volunteers should refer to **HR PRO Grievance Resolution Procedure**.

However, a work-related grievance may still qualify for protection under the Corporations Act or Tax Administration Act if (for example):

- > it is a mixed report that includes information about a Reportable Matter (as well as a work-related grievance);
- > NAPL has breached employment or other laws which are punishable by imprisonment for 12 months or more;
- > NAPL has engaged in conduct that represents a danger to the public; or
- > the discloser suffers from or is threatened with detriment for making a disclosure.

Action will be taken if a Discloser makes a disclosure that is later found out to be untrue and the Discloser knew that it was untrue at the time of making the disclosure.

5.3 How do I make a report?

5.3.1 Making a disclosure

Reports can be made in person or by telephone, post or email. Reports can be made at any time.

If you are not sure about making a Protected Disclosure, you can get independent legal advice (at your own expense). Any discussions you have with a lawyer will be protected under this Policy and under the law.

5.3.2 Eligible Recipients

A disclosure **MUST** be made directly to an Eligible Recipient to qualify for protection.

A Protected Disclosure of a Reportable Matter can be made to any of the following Eligible Recipients:

- > an officer of the company (including a Director or Company Secretary) or member of NAPL's Senior Leadership Team (CEO and Executive Managers);
- > NAPL's internal or external auditor (including any member of an audit team conducting any audit);
- > NAPL's EAP provider, NewPsych (02 4926 5005; reception@newpsych.com.au); or
- > The following Protected Disclosure Officers authorised by NAPL to receive disclosures that may qualify for protection:

Name	Title	Phone number	Email
Louise Hicks	Company Secretary	0419 919 078	lhicks@newcastleairport.com.au
Merran Magill	Governance Manager	0431 380 494	mmagill@newcastleairport.com.au
Khali Hoogwerf	Human Resources and Organisational Development Manager	0437 893 395	khoogwerf@newcastleairport.com.au

Disclosures may also be made by post to Private Bag 2001, Raymond Terrace NSW 2324, marked to the attention of an Eligible Recipient.

Eligible Recipients must ensure that appropriate arrangements are in place in relation to access to their mail or email so that, in the event they receive a disclosure their confidentiality obligations can be maintained.

5.3.3 Other designated bodies that can receive disclosures

NAPL wishes to identify and address wrongdoing as early as possible. For this reason, NAPL encourages Disclosers to contact a Protected Disclosure Officer wherever possible. However, there are a number of other bodies that can receive disclosures.

Disclosures of a Reportable Matter may also be protected when made to legal practitioners, [ASIC](#), APRA, the Commissioner of Taxation or another Commonwealth authority prescribed by law.

A “public interest disclosure” can be made to a journalist or Member of Parliament but only where the following criteria are met:

- > The disclosure must have previously been made to ASIC, APRA or a prescribed body;
- > At least 90 days must have passed since the previous disclosure;
- > The Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- > The Discloser has reasonable ground to believe that making a further disclosure of the information is in the public interest;
- > Before making the public interest disclosure, the Discloser has provided written notice to the body to which the disclosure was made that includes sufficient information to identify the previous disclosure and states that the Discloser intends to make a public interest disclosure.

An “emergency disclosure” can be made to a journalist or Member of Parliament but only where the following criteria are met:

- > The disclosure must have previously been made to ASIC, APRA or a prescribed body;
- > The Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of at least one person or to the natural environment;
- > Before making the emergency disclosure, the Discloser has provided written notice to the body to which the disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure; and
- > The extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the recipient of the substantial and imminent danger.

A Discloser should seek independent legal advice before making a public interest disclosure or an emergency disclosure.

5.4 False reports

A Protected Whistleblower will still qualify for protection for a disclosure even if their disclosure turns out to be incorrect. However, an employee who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action in accordance with NAPL’s disciplinary procedures.

5.5 Anonymity when reporting

You may choose to remain anonymous when disclosing a Reportable Matter, over the course of the investigation and after the investigation is finalised. You can refuse to answer questions that they feel could reveal their identity at any time.

While you are encouraged to share your identity as it may make it easier for NAPL to address your disclosure of a Reportable Matter and for NAPL to communicate with you, you are not required to

share your identity. If you don't share your identity, NAPL will assess your disclosure in the same way as if you had revealed your identity. However, there may be some practical limitations in conducting the investigation if you don't share your identity.

If a Discloser chooses to remain anonymous they are encouraged to maintain two-way communication with NAPL so that NAPL can ask follow up questions or provide feedback. Examples may include anonymised email addresses.

A Discloser may adopt a pseudonym for the purpose of their disclosure, which may be appropriate where the Discloser's identity is known to the person handling their disclosure, but the Discloser prefers not to disclose their identity to others.

5.6 Maintaining confidentiality

Disclosures will be treated confidentially and sensitively. Once a report is received, the Eligible Recipient will make sure immediate steps are taken to protect the identity of the Discloser. This will include:

- > redacting the name and position of the Discloser from any written record of the report;
- > referring to the Discloser in a gender-neutral context;
- > implementing appropriate document security; and
- > ensuring access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.

5.7 Protections for Protected Whistleblowers

5.7.1 Identity

If you are a Protected Whistleblower, your identity and position (or any other information which would be likely to identify you) will only be shared if you consent to the information being shared or the disclosure is otherwise allowed or required by law (for example, disclosure to a lawyer of NAPL to receive legal advice relating to the law on whistleblowing).

Except in these circumstances, it's illegal for a person to identify Protected Whistleblowers or disclose information that is likely to lead to their identification.

If your identity is released without your permission or in circumstances not covered by an exception, you may lodge a complaint with a regulator, such as ASIC, for investigation.

In addition, for information likely to identify an Eligible Whistleblower, this may be shared if it is reasonably necessary for the purposes of an investigation. In this circumstance all reasonable steps will be taken to reduce the risk that you will be identified.

Any release of information in breach of this Policy by an employee is a serious matter and will be dealt with under NAPL's disciplinary procedures.

5.7.2 Protection against detrimental treatment

NAPL understands that the decision to make a disclosure can be difficult to make. We are committed to ensuring any person feel safe in making a disclosure.

It's illegal for a person to engage in conduct that causes (or threatens) detrimental treatment to a Protected Whistleblower in the belief or suspicion that a person has made, may make or proposes to make a report of a Reportable Matter and where that belief or suspicion is a reason for the conduct.

Detrimental treatment could include dismissal, demotion, physical harm, intimidation, harassment, damage to your reputation, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a disclosure as a Protected Whistleblower.

Examples of treatment that does not constitute detrimental action include:

- > Reasonable administrative action taken to protect the Protected Whistleblower (eg moving to a different work area); or
- > Actions taken to manage unsatisfactory performance.

NAPL will seek to ensure that Protected Whistleblowers are not subjected to detrimental treatment as a result of making (or intending to make) a disclosure under this Policy. To protect Protected Whistleblowers from detrimental treatment, NAPL will:

- > make an assessment of the risk of detriment against a Protected Whistleblower as soon as possible after receiving a disclosure of a Reportable Matter;
- > make sure NAPL's Management is aware of their responsibilities to maintain the confidentiality of a Protected Whistleblower, address the risks of detriment and ensure fairness when managing the performance of, or taking other management action relating to, a Protected Whistleblower; and
- > take practical action, as necessary, to protect a Protected Whistleblower from the risk of detriment and intervene if detriment has already occurred.

If a Protected Whistleblower believes that they have been subject to detrimental treatment, they should inform an Eligible Recipient immediately. They may also seek independent legal advice or contact ASIC, APRA or the ATO if they believe they have suffered detriment.

5.7.3 Other protections

Protected Whistleblowers are protected from civil, criminal or administrative liability for disclosing Reportable Matters. Example include:

- > Civil liability – legal action against the Protected Whistleblower for breach of an employment contract or duty confidentiality;
- > Criminal liability – attempted prosecution of the Protected Whistleblower for unlawfully releasing information;
- > Administrative liability – disciplinary action for making the disclosure.

No contractual right (including under an employment contract) can be exercised against a Protected Whistleblower to stop them disclosing a Reportable Matter.

If you're a Protected Whistleblower and the disclosure is to an Eligible Recipient or other designated body as set out above or is a public interest disclosure or emergency disclosure, the information you disclose also can't be used against you in criminal proceedings or in proceedings for the imposition of a penalty (except if the proceedings are in respect of the falsity of the information).

Protected Whistleblowers may also be entitled to seek compensation and other remedies through the courts if NAPL fails to protect the Protected Whistleblower from detriment and the Protected Whistleblower suffers loss or damage.

The protections under the CA do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

5.8 What happens after a Reportable Matter has been disclosed?

Once a report of a Reportable Matter has been received from an Eligible Whistleblower, who has provided reasonable grounds for their belief that the Reportable Matter has occurred, each disclosure will be assessed to determine whether it qualifies for protections and, if so, whether a formal investigation is required.

If NAPL determines that the information disclosed doesn't amount to a Reportable Matter, the Eligible Whistleblower will be, if practicable, informed of that decision. In some instances, reports may not be able to be responded to, for example, because they are anonymous reports.

If the information disclosed is assessed to a Reportable Matter that qualifies for protection, it will be investigated.

5.8.1 Formal investigations

The investigator will ensure that disclosures will be handled and investigated by qualified staff. The investigation may be resourced internally or using external resources where appropriate and will follow best practice.

The investigator will provide information to the Eligible Whistleblower about the process that will be followed.

The objective of the investigation is to determine whether there is enough evidence to substantiate or refute the matters reported.

If an investigation is conducted, it will be:

- > fair, objective and independent;
- > conducted in as timely a manner as the circumstances allow; and
- > independent of the person(s) about whom an allegation has been made.

Investigations should focus on the substance of the disclosure, rather than the motive.

Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the people involved in the investigation. Timeframes will depend on the circumstances and the nature of the disclosure.

5.8.2 Communications with the Protected Whistleblower

NAPL will ensure that, provided the disclosure was not submitted anonymously, the Protected Whistleblower is kept informed of the outcomes of the investigation. This will be subject to the considerations of privacy of those against whom allegations are made and considerations of confidentiality affecting NAPL.

If the Protected Whistleblower is not an employee of NAPL, the Protected Whistleblower will be kept informed of the investigation outcomes (subject to privacy considerations as above), once the Protected Whistleblower has agreed in writing to maintain confidentiality in relation to any information provided to them regarding a disclosure made by them.

5.8.3 Obligations to the subject of a disclosure / allegation

NAPL recognises the importance of balancing the rights of the Protected Whistleblower and the rights of people against whom a disclosure is made in ensuring fairness.

Provided there are no restrictions or other reasonable bases for doing so, people against whom an allegation has been made will be informed of the allegation, or the subject matter of the disclosure, and will have an opportunity to respond to any allegation prior to any action being taken (including, for example, if the disclosure will be the subject of an investigation). NAPL will ensure fair treatment of any person who is the subject of the Reportable Matter as well as the Protected Whistleblower.

5.9 Additional matters

5.9.1 Seeking advice

If an Eligible Recipient is confronted by a particular situation, or does not fully understand an issue or its potential implications, and such situation or issue raises questions with respect to his / her compliance with this Policy, he / she should seek further advice.

5.9.2 Training

It is critical that Eligible Recipients are able to identify a disclosure that may qualify as a Reportable Matter that requires protection and NAPL will provide training in this regard. NAPL will also ensure that all employees and volunteers understand how to make a disclosure under this Policy.

5.9.3 EAP

Employees, volunteers and Directors are encouraged to utilise NAPL's EAP should they require counselling support in relation to any matter covered by this Policy, in accordance with the **HR PRO Employee Assistance Program Procedure**. NAPL's EAP provider is NewPsych, who can be contacted directly on (02) 4926 5005, or via reception@newpsych.com.au

5.9.4 Availability of Policy

This Policy is available via NAPL's:

- > Document Management System (ELO) under Controlled Documents;
- > Intranet;
- > Board Portal (Diligent); and
- > Website – www.newcastleairport.com.au/Policies.

5.9.5 Reporting and review

Statistics regarding disclosures covered by this Policy will be reported to the CEO and both Board sub-committees (People and Culture Committee and the Audit, Risk and Compliance Committee (ARCC)), if and when there is data to report. Any reporting of matters raised under this Policy will comply with the confidentiality obligations within this Policy.

This Policy will be regularly reviewed by the ARCC and approved by the NAPL Board.

6.0 Referenced documents

Hierarchy level	Document
Legislation and Standards	<i>Corporations Act 2001</i> (Cth)
	<i>Taxation Administration Act 1953</i> (Cth)
	ASIC Regulatory Guide 270 – Whistleblower Policies
Frameworks, Plans and Programs	
Policies	HR POL NAPL Code of Conduct
Guidelines, Procedures and Process Maps	HR PRO Employee Assistance Program Procedure
	HR PRO Grievance Resolution Procedure
Tools	

7.0 Revision history

Version number	Date	Amendments	Applied by
1.0	23.10.2018	Amend to reflect changes to Whistleblower laws	Executive Manager Corporate Performance
2.0	29.03.2019	Updates to align with proposed amendments to legislation	Executive Manager Corporate Performance
3.0	17.05.2021	Major review; combine previous Policy and Procedure. New Policy based on Justice Connect template. Reflects ASIC RG270.	Governance Manager