



# **IGO GROUP GOVERNANCE STANDARD 5 – WHISTLEBLOWER PROTECTION**

**INDEPENDENCE GROUP NL**





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**Approved:** 23 January 2015

**Last review:** 26 June 2018

**Last amendment:** 26 June 2018

## 1. PURPOSE & SCOPE

Independence Group NL (“IGO” or “the Company”) is committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.

The Whistleblower Standard applies to directors, permanent employees, part time and casual employees, suppliers, contractors, employees of contractors, tenderers or any other person who has business dealings with IGO.

The purpose of the Whistleblower Standard is to encourage persons to whom the Standard applies, to raise any concerns and report instances of any potential breach of law or potential violation of IGO’s principals or values or any other legal or ethical concern without the fear of reprisal or intimidation. IGO is committed to ensuring that Whistleblowers will not suffer detriment for reporting Unacceptable Conduct in good faith, where the reporting procedure has been followed.

## 2. UNACCEPTABLE CONDUCT

Any breach of law or any violation of IGO’s principals or values or any other legal or ethical concern is referred to in this Standard as Unacceptable Conduct. For the avoidance of doubt, a potential breach or potential violation is not a breach or violation until such time as the matter is fully investigated and the allegation is substantiated.

Unacceptable Conduct covered by this Standard includes any conduct that:

- is dishonest, fraudulent or corrupt;
- involves the giving or receiving of bribes;
- is illegal, such as theft, drug distribution, sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- is unethical or in breach of IGO’s policies and standards such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching IGO’ Code of Conduct, Corporate Governance or Human Resources policies and standards;
- is potentially damaging to IGO, an IGO employee or a third party such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an abuse of authority;
- may cause financial loss to IGO or damage its reputation or be otherwise detrimental to IGO’ interests;
- involves a conflict of interest;
- any action taken against, or harm suffered by a person as a result of making a report under this Standard, provided he or she has not been involved in the Unacceptable Conduct reported;
- involves any other kind of serious impropriety including misuse of Company assets;
- is in breach of laws in overseas jurisdictions in which the Company operates or any Australian law which applies to Australians whilst overseas; or

- involves harassment, discrimination, victimisation or bullying.

### 3. HOW TO MAKE A REPORT

There are various reporting channels for making a report if a Whistleblower becomes aware of any issue or behaviour which he or she considers to be Unacceptable Conduct including:

- if the Whistleblower is an employee or an individual contractor working within an IGO team, he or she can raise the matter with their immediate supervisor or manager. Supervisors or managers to whom Unacceptable Conduct is reported, are expected to take the matter to a Protected Disclosure Officer in a timely manner;
- report the matter to a Protected Disclosure Officer, being:
  - the Company Secretary, who is currently Joanne McDonald and can be contacted by phone (08) 9238 8307 or by email [joanne.mcdonald@igo.com.au](mailto:joanne.mcdonald@igo.com.au);
  - the Head of People and Culture, who is currently Sam Retallack and can be contacted by phone (08) 9238 8339 or by email [sam.retallack@igo.com.au](mailto:sam.retallack@igo.com.au); or
  - the Legal Counsel, who is currently Kate Barker and can be contacted by phone (08) 9238 8331 or by email [kate.barker@igo.com.au](mailto:kate.barker@igo.com.au).
- if the Whistleblower wishes to remain anonymous, he or she can make an anonymous disclosure to the IGO Whistleblower Service, which is operated as an independent external service on behalf of IGO by BDO. Disclosures can be made in one of the following ways:
  - by making a telephone call to the BDO Secure Reporting Line on 1300408955
  - by sending an email to the IGO Whistleblower Service at [securewa@bdo.com.au](mailto:securewa@bdo.com.au) ; and
  - by sending a written statement by mail directly to the IGO Whistleblower Service at PO Box 2147, Subiaco, WA, 6904.

Upon receipt of a disclosure, a report will be uploaded to a secure online electronic repository, to which only the relevant staff of the IGO Whistleblower Service and the Protected Disclosure Officer at IGO have access, in order to ensure that disclosures are kept confidential.

When reporting Unacceptable Conduct, Whistleblowers should provide the following:

- The date(s) the alleged Unacceptable Conduct occurred;
- Identity of person(s) engaged in the alleged Unacceptable Conduct;
- Whether the alleged Unacceptable Conduct has been reported in any other form by the Whistleblower or, to the Whistleblower's knowledge, any other person;
- Location of alleged Unacceptable Conduct;
- A description, in as much detail as possible, of the facts, circumstances and events of the alleged Unacceptable Conduct, noting that any anonymous report must contain sufficient information to form a reasonable basis for investigation; and
- Any evidence of alleged Unacceptable Conduct.

Employees must ensure that reports are factually correct, complete (and without material omission), from first hand knowledge and presented in an unbiased fashion.

Upon the receipt of a report, the Protected Disclosure Officer(s) will determine whether the conduct is Unacceptable Conduct under this Whistleblower Standard or whether the matter is a general grievance matter. If a determination is made that the conduct is a general grievance matter and not Unacceptable Conduct under this Whistleblower Standard, the matter shall be referred to the person who has had the report made against them, their Line Manager and Human Resources. Such matters will be dealt with in accordance with IGO's Disciplinary Procedure or Grievance Procedure.

#### **4. INVESTIGATING UNACCEPTABLE CONDUCT**

Unacceptable Conduct will be treated seriously and be the subject of a thorough investigation. IGO will investigate all cases of Unacceptable Conduct made under this Standard as soon as possible after the matter has been reported.

The investigation will be conducted in a timely, thorough, confidential, objective and fair manner and as is reasonable and appropriate having regard to the nature of the Unacceptable Conduct and all of the circumstances.

Subject to the Company's obligations under the Privacy Act and all other relevant legislation, IGO will endeavour to do the following:

- keep the Whistleblower informed on the progress of the investigation; and
- provide the Whistleblower with a brief summary of the outcomes of the investigation.

All Whistleblowers must maintain confidentiality and not disclose any details of the investigation, its progress or outcome.

The Protected Disclosure Officer(s) will appoint an Investigation Officer on a case by case basis. The Investigation Officer likely to be asked to carry out the investigation will be:

- a manager or senior executive;
- an external independent resource; or
- another suitably qualified person depending on the matter to be investigated.

The person who has had the claims made against them, will be informed of the claims and will be given the opportunity to answer the claims. Their defence will also be fairly set out in any report that arises from the investigation.

IGO will keep the person who has had the claims made against them informed of the progress of the investigation and outcomes, as reasonable, and having regard to the nature of the Unacceptable Conduct and all of the circumstances including any legal considerations.

At the end of the investigation, the Investigation Officer will report their findings to the Protected Disclosure Officer, who, in conjunction with the Managing Director, will determine the appropriate response.

Should the investigation substantiate the claims made by the Whistleblower, this will be regarded as a serious disciplinary matter and will be dealt with in accordance with IGO' disciplinary procedures.

Should the investigation refute the claims made by the Whistleblower, then the person who has had the claims made against them, will be advised accordingly and will be entitled to continue in their role as if the allegations were not made.

Where an employee of a contractor makes a report of Unacceptable Conduct to IGO, the Company may decline to investigate the matter if it considers that it would be more appropriate for the matter to be dealt with by the contractor. In such circumstances, IGO will monitor the progress of the matter to the extent that IGO considers it is appropriate to do so. Examples of this are where complaints are made in regard to another employee of the contractor. IGO may also advise the contractor of the complaint, unless the employee has requested that the matter not be advised to the contractor.

## 5. REPORTING PROCEDURES

IGO is committed to creating and maintaining an open working environment in which persons to whom the Standard applies are able to raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The IGO Board recognises that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a mechanism whereby persons to whom this Standard applies can report their concerns freely and without fear of reprisal or intimidation. This Standard provides such a mechanism, and encourages the reporting of such conduct.

Protected Disclosure Officers will report to the IGO Board on Whistleblower incidents quarterly. These Whistleblower reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Standard. In general, these reports will:

- provide a summary of Unacceptable Conduct incident reports made on a 'no names' basis, their status and action being taken;
- identify any patterns of Unacceptable Conduct; and
- make recommendations, as appropriate, such as recommending the allocation of resources or areas requiring further attention.

The Audit Committee will receive a copy of a quarterly Whistleblower Report from Protected Disclosure Officers at each quarterly scheduled Audit Committee meeting.

Where a report of suspected Unacceptable Conduct relates to a serious material matter, then the matter will be immediately referred to the Chairman of the Audit Committee. A report will also be referred directly to the Chairman of the Audit Committee if the Unacceptable Conduct is about a Protected Disclosure Officer or the Managing Director.

## 6. PROTECTION OF WHISTLEBLOWERS

If a Whistleblower makes a report of Unacceptable Conduct under this Standard, the Whistleblower's identity will be limited to the Protected Disclosure Officer, the Investigations Officer and any other persons required for the purpose of conducting the investigation. The Whistleblower's identity will be protected from further disclosure unless the Whistleblower consents to the disclosure or disclosure is required by the law.

All files and records created from an investigation will be retained under strict security. The unauthorised release of the Whistleblower's identity without the Whistleblower's consent, to any person not involved in the investigation is a breach of this Standard. Such unauthorised release of

the Whistleblower's identity will be regarded as a serious disciplinary matter and will be dealt with in accordance with IGO's Disciplinary Procedures.

IGO is committed to protecting and ensuring that Whistleblowers who report Unacceptable Conduct in good faith under this Standard do not suffer any detrimental treatment.

Detrimental treatment includes dismissal, disciplinary action, threats or unfavourable treatment connected with making a report. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with IGO's disciplinary procedures. If a Whistleblower believes they have been a victim of detrimental treatment by reason of their status as a Whistleblower, they should immediately report the matter to a Protected Disclosure Officer.

If the Whistleblower has been involved in the Unacceptable Conduct, IGO may provide immunity or due consideration from IGO's Disciplinary Procedure, by agreement with IGO. IGO however has no power to provide immunity from criminal prosecution.

If the Whistleblower's identity can be inferred from the nature of the Unacceptable Conduct, then the Whistleblower can make a request for special protection measures. Requests will be considered taking into account both the Whistleblower's interest and those of the Company.

If an anonymous report is made, it must contain sufficient information to form a reasonable basis for investigation. If a Whistleblower anonymously reports Unacceptable Conduct relating to potential breaches of the Corporations Act, they will not be entitled to the statutory protection contained under the Act (see section Special Protection Under the Corporations Act below for further information).

## **7. DUTIES OF EMPLOYEES IN RELATION TO UNACCEPTABLE CONDUCT**

IGO relies on employees to help IGO achieve its commitment to foster a culture of corporate compliance, ethical behaviour and good corporate governance.

IGO will not tolerate Unacceptable Conduct and expects all employees who become aware of known or suspected Unacceptable Conduct to make a report. Failure by an employee to raise Unacceptable Conduct, which they are aware of, could result in disciplinary action being taken against the employee.

## **8. FALSE UNACCEPTABLE CONDUCT REPORTS**

IGO will not tolerate false reports made by employees of Unacceptable Conduct, except where employees are acting in good faith. Where it is established that an employee is not acting in good faith, or that he or she has knowingly made a false Unacceptable Conduct report, this will be regarded as a serious disciplinary matter and will be dealt with in accordance with IGO's Disciplinary Procedure.

Whilst not intending to discourage employees from reporting matters of genuine concern, employees must ensure that reports are factually correct, complete (without material omission), from first hand knowledge and presented in an unbiased fashion. Any possible perception of bias should be disclosed.

## **9. SPECIAL PROTECTION UNDER THE CORPORATIONS ACT**

Part 9.4AAA of the Corporations Act gives special protection to disclosures about Corporations Act breaches if:

- the Whistleblower is an officer, employee, a contractor, supplier of goods or services or an employee of a contractor or of a supplier of goods or services.
- the report is made to:
  - a Protected Disclosure Officer;
  - a director, officer or senior manager of IGO;
  - IGO's auditor or a member of the audit team; or
  - the Australian Securities and Investments Commission (ASIC).
- the disclosure is not made anonymously; and
- the report is made in good faith, and the Whistleblower has reasonable grounds to suspect that there has been a breach of the Corporations Act by IGO or by an officer or employee of IGO.

If the above conditions are met, in summary, the protections afforded by the Corporations Act include:

- the Whistleblower cannot be subject to legal liability for making the report;
- anyone who causes detriment or threatens to cause detriment is guilty of an offence and may be liable for damages;
- any person to whom Unacceptable Conduct has been disclosed to commit an offence if they disclose information in the report, the Whistleblower's identity or information that could lead to the identification of the Whistleblower, without the consent of the Whistleblower. Disclosure to ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority is considered authorised disclosure under the Act and therefore not an offence.

Where a report for Unacceptable Conduct is made relating to potential breaches of the Corporations Act, and where the Whistleblower is afforded protection under the Corporations Act, IGO will require the Whistleblower to consent to the information being released for the purposes of conducting the investigation.

## 10. STANDARD REVIEW

The Whistleblower Standard will be reviewed annually by the Board or its delegated corporate governance committee to ensure:

- it remains consistent with the Board's commitment to fostering a culture of corporate compliance, ethical behaviour and good corporate governance; and
- the Standard is updated as required.

The Board or its delegated corporate governance committee must approve any changes to the Standard.

The Company Secretary will use the reports provided under this Standard to monitor and review regularly the effectiveness of the protection program described in this Standard.



## 11. CONTACT DETAILS

If you are in any doubt regarding this Standard, you should contact the Company Secretary at:

Independence Group NL, PO Box 496, South Perth, WA 6151

Phone: 08 9238 8300

Email: [contact@igo.com.au](mailto:contact@igo.com.au), Attention: the Company Secretary