



PORT WARATAH
COAL SERVICES

POLICY AND PROCEDURE

Document Title: Corporate Fraud and Improper Conduct (Whistleblower) Policy

Revision Number: 5

Department: Human Resources

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I. CONTEXT

Port Waratah is committed to maintaining the highest standards of honesty, integrity and ethical conduct. Prevention and detection of any instances of misconduct or an improper state of affairs or circumstances are achieved through the involvement of employees and other Disclosers in good corporate governance, adoption of best practice, vigilance, cooperation, honesty and commitment.

This policy has been put in place to ensure employees and other Disclosers can raise concerns regarding misconduct or any improper state of affairs or circumstances (including fraud, unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

2. PURPOSE

This Policy aims to:

- encourage Disclosers to report an issue if they reasonably believe someone has engaged in serious wrongdoing;
- outline how Port Waratah will deal with whistleblowing reports; and
- set out the avenues available to Disclosers to report serious wrongdoing to Port Waratah.

3. SCOPE

This policy applies to “Disclosers”, which means anyone who is, or has been, any of the following:

- employees;
- directors;
- officers;
- contractors (including employees of contractors);
- suppliers (including employees of suppliers);
- associates;
- consultants; and
- relatives, dependants and dependants of a spouse of any of the above.

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4. DEFINITIONS

Term	Definition
Chairperson	Chairperson of the Port Waratah Board of Directors or a person appointed by the Chairperson to act on their behalf.
Contractor	Includes companies, vendors, suppliers, consultants or individuals that have a business relationship with Port Waratah to supply services on either a regular or occasional basis.
Employee	Includes all permanent, fixed term, part-time or casual persons employed by Port Waratah.
FairCall	Is an independently monitored, anonymous and dedicated service which employees can contact to make a protected disclosure. FairCall is externally operated by KPMG Forensic.
Port Waratah	Port Waratah Coal Services Limited.
Protected disclosure	Is any communication based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence misconduct or an improper state of affairs or circumstances relating to Port Waratah.

5. POLICY

Employees and contractors are required to perform all their duties and obligations diligently and effectively, with integrity and honesty, in the best interests of Port Waratah and in accordance with:

- their contractual obligations;
- their role or position description;
- relevant legislation, regulations, awards and agreements; and
- Port Waratah policies and procedures.

Port Waratah will not tolerate any incident of misconduct. Employees must comply with the Code of Business Conduct at all times.

Any employee or contractor having reasonable suspicions of misconduct or an improper state of affairs or circumstances or becoming aware of information that suggests that misconduct or an improper state of affairs has occurred, should make a disclosure in accordance with this policy. A Discloser will not suffer in any way as a result of reporting reasonable suspicions. Disclosures must not be used as a means of airing grievances.

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5.1 MATTERS THAT SHOULD BE REPORTED

Any matter that a Discloser has reasonable grounds to believe is misconduct or an improper state of affairs or circumstances should be reported in accordance with this Policy.

Reportable matters may include any conduct that involves:

- dishonest behaviour;
- fraudulent activity;
- unlawful, corrupt or irregular use of company funds or practices;
- illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- unethical behaviour, including anything that would breach Port Waratah's Code of Business Conduct Policy;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to Port Waratah's operations or activities;
- behaviour that is oppressive, discriminatory or grossly negligent;
- an unsafe work-practice;
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment; or
- any other conduct which may cause loss to Port Waratah or be otherwise detrimental to the interests of Port Waratah.

5.2 PERSONAL WORK-RELATED GRIEVANCES

Personal work-related grievances are not covered under this Policy and should be reported to your leader or the Human Resources (HR) team, in accordance with the Fair Treatment Systems Policy. "Personal work-related grievances" means a grievance about any matter in relation to the Discloser's employment, or former employment, having (or tending to have) implications for the discloser personally. This may include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the remuneration, engagement, transfer or promotion of the Discloser;
- a decision relating to the terms and conditions of engagement of the Discloser; and
- a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

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However, it does not include:

- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for Port Waratah.

5.3 MAKING A REPORT

5.3.1 Internal Reporting for Employees

A protected disclosure may be made by employees regarding any reasonable suspicions of misconduct or an improper state of affairs or circumstances to a Manager or the Manager Human Resources.

If you do not want to provide your identity or if you want to report the matter externally, contact FairCall by any of the methods detailed below.

5.3.2 External Reporting

A Discloser may make a report to Port Waratah's external independent whistleblowing service, FairCall. FairCall is an independently monitored, external, anonymous and dedicated service for Disclosers to contact when making their protected disclosure. FairCall allows a protected disclosure to be made in any of the following ways:

Method	Details
Telephone	A free independently monitored, external, anonymous call hotline operating 8am – 8pm business days. Ph: 1800 500 965.
Website	The FairCall website can be used to anonymously enter details in the report form via a 'drop-box' facility. http://faircall.kpmg.com.au/

Callers to FairCall are provided with an option to remain anonymous. The caller's identity will be protected unless they consent to their identity being disclosed. All callers to FairCall are issued a call reference number to identify their disclosure. This number can be used to request feedback or updates on actions from FairCall regarding their disclosure.

Protected disclosures made to FairCall are logged into a secure database. A report detailing the nature of each disclosure is generated and forwarded to the Manager Human Resources within 24 hours of the disclosure receipt, unless the disclosure implicates the Manager Human Resources. In this instance the report will be forwarded directly to the Chief Executive

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Officer. Caller identity is not provided to Port Waratah unless the Discloser consents to their identity being disclosed.

5.3.3 Reporting to Eligible Recipients

Disclosures can also be made to an “eligible recipient”. Eligible recipients in relation to Port Waratah include Managers and the Manager Human Resources.

5.4 SUPPORT AND PROTECTIONS AVAILABLE TO DISCLOSERS

Port Waratah is committed to the welfare and protection of Disclosers against action taken in reprisal for the making of a protected disclosure.

5.4.1 Protecting you from Detriment

A Discloser will not be subject to any civil, criminal or disciplinary action for making a report that is covered by this Policy, or for participating in any subsequent investigation. All reasonable steps will be taken to ensure that a Discloser will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, because they have made a report. Port Waratah employees and contractors must refrain from any activity that is, or could be perceived to be, any such behaviour to a person who makes a protected disclosure. Port Waratah employees aware of any investigations will take all reasonable steps to maintain the confidentiality of a person known or suspected to have made protected disclosure.

Making a protected disclosure will not shield a person from the reasonable consequences flowing from any involvement in misconduct or an improper state of affairs or circumstances. A person’s liability for their conduct is not affected by the person’s disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

Making a protected disclosure is not a means of airing grievances. A person who has made a disclosure which is determined to have been knowingly false or deliberately misleading, will be subject to disciplinary action in accordance with the Managing Work Performance Policy.

5.4.2 Protecting your Identity

The Discloser’s identity (and any information that Port Waratah has because of the disclosure that someone could likely use to work out the Discloser’s identity) will only be disclosed if:

- the Discloser consents to the disclosure of that information; or
- the disclosure is allowed or required by law (for example, the disclosure by Port Waratah to a lawyer in order to get legal advice); or
- in the case of information likely to identify the Discloser, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.

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5.4.3 Anonymous Reporting

A report can be made anonymously. However, it may be difficult for Port Waratah to properly investigate or take other action to address the matters disclosed in anonymous reports. If you do not provide your name, Port Waratah will assess the content and merit of your disclosure in the same way as if you had revealed your identity, and any investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity. You will still be entitled to protections under the law.

5.4.4 Other Protections Available

Support available for Disclosers includes:

- connecting the Discloser with access to the Employee Assistance Program (EAP);
- relocating individuals (which may include the people alleged to have been involved in potential misconduct) to a different division, group or office;
- offering a leave of absence or flexible workplace arrangements while a matter is investigated;
- appointing an independent support person from the HR Team to deal with any ongoing concerns they may have; or
- connecting the Discloser with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

5.5 INVESTIGATION

Investigations into alleged misconduct or improper state of affairs or circumstances shall, to the extent appropriate in the circumstances, be undertaken in accordance with the Whistleblower Response Plan. A flowchart illustrating this Plan is attached in the Appendix.

All disclosures will be assessed and considered by Port Waratah and a decision made as to whether they should be formally investigated or internally resolved. Port Waratah's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

Recipients will keep in contact with disclosers until the matter is resolved by Port Waratah. If appropriate, Disclosers may be advised how Port Waratah has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide Disclosers with this information and may not be possible unless contact details are provided when a disclosure is made.

Any investigations commenced will be conducted in a timely manner (as appropriate in the circumstances) and will be independent from any persons to whom the disclosure relates. Investigations

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will generally be overseen by the Manager Human Resources. Other people, including employees or external advisers, may also be asked to assist or run the investigation.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time and will be given a chance to respond to the allegations made against them.

1. The Chief Executive Officer should be advised of any incidents of serious misconduct or improper state of affairs or circumstances.
2. It may be necessary to refer serious allegations of misconduct or an improper state of affairs or circumstances to the Police.

All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation. To avoid jeopardising an investigation, a Discloser who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

5.6 SUPPORT FOR PERSONS IMPLICATED

No action will be taken against employees who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. During investigations, a member of the Whistleblower Response Team, or a nominated Leader shall carry out interviews and collect information necessary to form conclusions about the matter. An employee under investigation may choose to have a support person present at interviews. The Leader may also have a Port Waratah observer present at interviews.

Employees may be stood down on full pay during the investigation process. If investigations reveal that an employee has a case to answer, then disciplinary proceedings may commence in accordance with Port Waratah's Managing Work Performance Policy.

Any disclosures that implicate an employee or officer must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to the Employee Assistance Program (EAP);
- appointing an independent support person from the HR team to deal with any ongoing concerns they may have; or
- connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

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5.7 CORPORATE GOVERNANCE

A summary of protected disclosures received by the HR Team will be provided to the Audit and Risk Committee.

5.8 CONFIDENTIALITY

Confidentiality of information must be maintained by all employees and contractors who become aware of misconduct or an improper state of affairs or circumstances. In addition, confidentiality of information must be maintained by all employees involved in the Whistleblower Response Plan. Confidentiality of a protected disclosure is assured, subject to legal obligations.

Breaches of confidentiality concerning suspected misconduct or an improper state of affairs or circumstances has the potential to cause significant reputational and legal damage to Port Waratah and any involved party. Any employee who breaches confidentiality may be subject to disciplinary action.

5.9 CONSEQUENCES

Failure to comply with this Port Waratah policy by employees may result in disciplinary action (up to and including dismissal) being taken against the employee(s) in accordance with the Managing Work Performance Policy.

5.10 POLICY ACCESS

This Policy will be made available to employees and officers by making it accessible from the Governance Document Centre (GDC) on the Port Waratah intranet home page, The Channel and Port Waratah's website.

6. ISSUE

Number	Issue
Issue Number 4	This policy has been reviewed and updated to reflect internal department and role title changes and other minor formatting and wording changes.
Issue Number 5	This policy has been reviewed and updated to reflect new Whistleblower legislation which came into effect on July 1, 2019. Role title changes have also been made to reflect the current organisational structure.

7. REFERENCES

Title
Code of Business Conduct Policy

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[Managing Work Performance Policy](#)

[Fair Treatment System Policy](#)

8. ACCOUNTABILITIES

Role	Accountabilities
Chief Executive Officer	Authorises this policy and variations. Sets an appropriate standard of behaviour.
Manager Human Resources	Policy audit. Recommend membership to Whistleblower Response Team. Ensure compliance with this Policy. Set an appropriate standard of behaviour.
Managers	Ensure compliance with this Policy. Set an appropriate standard of behaviour. Be familiar with the types of improprieties that might occur within their areas of accountability and be alert for any indication of misconduct or improper state of affairs or circumstances.
HR team	Provide assistance in policy application. Ensure compliance with this Policy. Assess allegations and report to Manager Human Resources. Set an appropriate standard of behaviour.
Leaders	Ensure compliance with this Policy. Set an appropriate standard of behaviour. Be familiar with the types of improprieties that might occur within their areas of accountability and be alert for any indication of misconduct or improper state of affairs or circumstances.
Employees, Contractors, Suppliers and Consultants	Ensure compliance with this Policy. Set an appropriate standard of behaviour.

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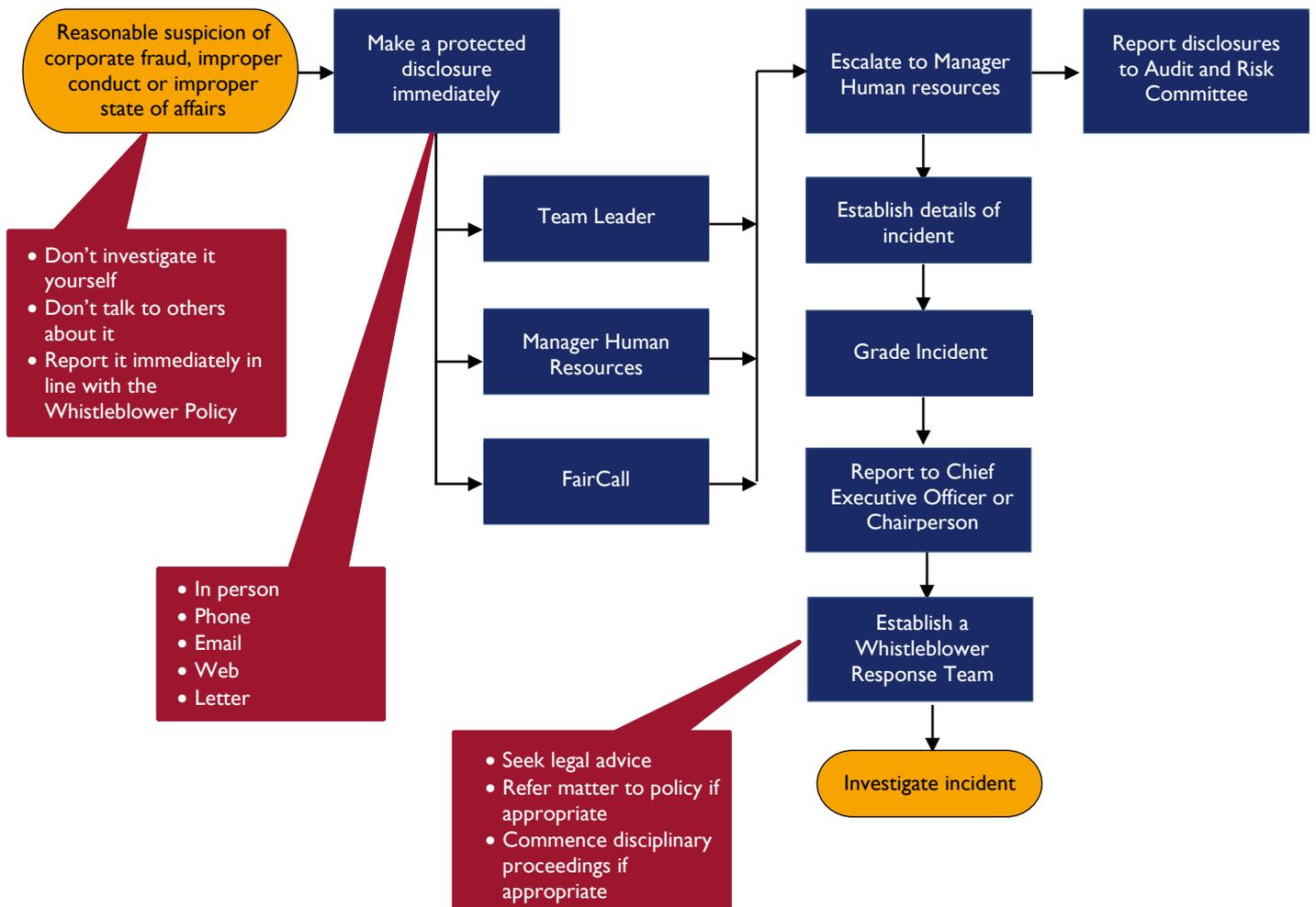
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9. APPENDIX

9.1 WHISTLEBLOWER RESPONSE PLAN



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