

Port of Melbourne



## **Whistleblower Policy**

**Classification: Commercial-In-Confidence**

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## 1 Objective and purpose of this policy

At the Port of Melbourne (**PoM**), our passion for growing trade creates an enduring city port, driving the economy and enriching lives. We are committed to working together with our customers and the community, delivering innovative and suitable port solutions creating the future and building on our proud history.

As a part of our vision and mission, PoM is committed to fostering a culture where our staff, community and stakeholders feel safe to speak up on matters that involve wrong doing. Our Code of Conduct and other Internal Documents (see section 11, **Internal Documents**) emphasises the importance of speaking up and taking reasonable steps to address behaviour that is inconsistent with PoM's organisational values.

The objectives of this Whistleblower Policy are to:

- a provide a clear framework for you to understand how PoM will support you under this policy and the guidelines in reporting of Reportable Conduct (see section 2 for the definition of **Reportable Conduct**);
- b ensure that any reports of Reportable Conduct are dealt with appropriately, and that you have access to internal Whistleblower Protection Officers, as well as an independent External Whistleblower Service (see section 4, Making a Report);
- c provide you with a clear understanding of PoM's procedures for receiving, handling and investigating allegations of Reportable Conduct so that you will feel safe in expressing your concerns;
- d create and maintain a working environment that encourages and provides reasonable protections to Whistleblowers (see section 11 for the definition of **Whistleblower**) who report a concern under this policy so that they are not subject to Detrimental Conduct (see section 11 for the definition of **Detrimental Conduct**);
- e provide you with an understanding regarding your rights to have your identity and any report confidential to the extent possible, subject to legal and regulatory requirements; and
- f provide details as to how feedback will be provided regarding the progress and/or outcome of any investigations.

## 2 Matters the policy applies to and scope

This policy applies where an eligible Whistleblower makes a disclosure of Reportable Conduct to a Whistleblower Protection Officer or our independent External Whistleblower Service in accordance with section 4 of this policy. Whistleblowers will include any current or former employees of PoM, as well as our current or former customers, suppliers and the port community (see section 11 for the definition of **Eligible Person**).

**Reportable Conduct** means any conduct in relation to PoM that is illegal, unacceptable or undesirable, or the concealment of such conduct, which includes but is not limited to conduct that:

- a is against the law or results in a failure by PoM to comply with any legal obligation;
- b is unethical or breaches PoM's policies, protocols or Code of Conduct;
- c is dishonest, fraudulent or corrupt;
- d amounts to coercion, harassment, victimisation or discrimination;
- e amounts to money laundering or terrorism financing;
- f is misleading or deceptive conduct of any kind (including under competition laws, and conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, PoM);
- g is potentially damaging to PoM or an Eligible Person, including unsafe work practices, environmental damage, health risks, risks to public safety or substantial wasting of corporate resources;

- h may cause financial loss to PoM or damage its reputation or be otherwise detrimental to PoM or its interests;
- i involves financial reporting or transactions that amounts to tax evasion;
- j involves a perceived or actual instance of Modern Slavery; or
- k involves any other serious impropriety.

Reportable Conduct may not involve a breach of a particular law but will still be subject to this policy, where for example, the misconduct may cause harm or is prohibited by PoM's Code of Conduct or other Internal Documents, or indicates a significant risk to public safety.

This Whistleblower Policy replaces all previous versions of the policy, and will be available on our intranet and PoM's website.

### 3 Matters not covered by this policy

Personal Work Related Grievances are not Reportable Conduct and are not covered under this policy. They should be reported to your manager or People & Culture in accordance with relevant Internal Documents.

Personal Work Related Grievances means a grievance about any matter in relation to a staff members current or former employment (or that of their relative or dependant who is a staff member) that have implications for that person personally and that do not have broader implications for PoM. For example:

- a an interpersonal conflict between the discloser and another staff member;
- b a decision relating to the engagement, transfer or promotion of a staff member;
- c a decision to suspend or terminate the engagement of a staff member, or otherwise to discipline a staff member; and
- d a decision relating to disciplinary action of a staff member.

### 4 Making a report

#### a. General reporting process

PoM would like to identify and address any wrongdoing within the organisation as early as possible. We strongly encourage all Eligible Persons to report any Reportable Conduct or suspected Reportable Conduct using the reporting mechanisms set out in this section 4.

All internal Eligible Persons are encouraged to first report any matters of concern to PoM directly, in the instance to either your direct manager or People & Culture representative.

When you wish to report any Reportable Conduct under this policy, you will be expected to do your best to ensure that the report is:

- a factually accurate;
- b complete from first-hand knowledge; and
- c if possible or available, provide documentary evidence.

However, you may still be eligible for protection under this policy in the event that your disclosure is found to be inaccurate or incomplete.

#### b. Internal Reporting – Whistleblower Protection Officers

Where an internal Eligible Person does not feel comfortable raising the matter with their direct manager or People & Culture representative, or where an internal Eligible Person has made a report but no action has been taken within a reasonable time, a report can then be made to a Whistleblower Protection Officer in accordance with this section 4b (see section 11 for the definition of **Whistleblower Protection Officer**), or to the External Whistleblower Service in accordance with section 4c.

You can make contact with a Whistleblower Protection Officer in person, by telephone or by email. The Whistleblower Protection Officer is responsible for:

- a protecting Whistleblowers from being victimised as a result of reporting;
- b maintaining your confidentiality, where relevant, and as required by law;
- c reviewing and dealing with any complaints of Detrimental Conduct or any complaints you may have regarding how your disclosure was handled; and
- d escalating the matter to the Whistleblower Investigation Officer.

**c. External Reporting - External Whistleblower Service**

External and internal Eligible Persons can also make a report to PoM's External Whistleblower Service by any of the following methods:

- a Email to [whistleblower@deloitte.com.au](mailto:whistleblower@deloitte.com.au)
- b Phone to 1800 173 918
- c Mail to:  
The Whistleblower Service  
Reply Paid 12628  
A'Beckett Street  
Victoria 8006

The External Whistleblower Service is an independent external service that enables you to make reports anonymously. If you choose to make the report anonymously to the External Whistleblower Service, this may impact on PoM's ability to investigate the matters reported.

## 5 Legal protections available to Whistleblowers

**a. Anonymity and confidentiality**

If you wish to make a disclosure to either a Whistleblower Protection Officer or the External Whistleblower Service, you can do so anonymously so that only the relevant Whistleblower Protection Officer knows your identity. Whilst you are encouraged to share your identity when making a disclosure because it will make it easier for PoM to address your disclosure, you are not required to do so.

However, if you choose to report Reportable Conduct anonymously, whether through a Whistleblower Protection Officer or the External Whistleblower Service, there may be some practical limitations for PoM in conducting the investigation.

All information received from you will be treated as confidential and sensitively. We will not disclose any particulars of a report that would suggest or reveal your identity unless:

- a you give consent to share that information;
  - b the disclosure is required by law (noting disclosure can now be made directly to the Australian Securities and Investments Commission (**ASIC**), the Australian Federal Police (**AFP**) or in the case of tax issues, directly to the Australian Taxation Office (**ATO**));
  - c the disclosure of the confidential information is reasonably necessary for the purposes of investigating the conduct disclosed by the Whistleblower;
  - d the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
  - e the disclosure is made to a legal practitioner for the purposes of obtaining legal advice or legal representation;
- and in these cases, you will be advised prior to the disclosure.

**b. Protection of files and records**

All files and records created from an investigation under this policy will be retained under strict security and accessible only by authorised personnel.

Subject to law, the unauthorised release of information about Reportable Conduct to any person not involved in the investigation will be a breach of this policy and will be dealt with under PoM's disciplinary procedures.

**c. Protection against Detrimental Conduct**

PoM will not tolerate any of forms of Detrimental Conduct against you or any of the people who are involved in an investigation of a Whistleblower disclosure. We will take reasonable steps to protect you against such behaviour. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with our disciplinary procedures.

Any conduct listed above will be a contravention of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**TAA**) and the perpetrator may be liable to civil or in some circumstances criminal penalties. The Corporations Act and the TAA also provide additional protections for disclosures by people who make them in accordance with the provisions of that legislation.

**d. Protections provided by law**

Nothing in this policy is intended to restrict you from disclosing Reportable Conduct, providing information to, or communicating with a government agency, law enforcement body or regulator in accordance with any relevant law or regulation.

Attached to this policy in Annexure A is a table of additional legislative protections that apply to you, in addition to the rights and protections available under this policy.

**6 How PoM will handle reports**

A Whistleblower Investigation Officer will be responsible for investigating the substance and validity of any report regarding Reportable Conduct made under this policy (whether reported internally or externally) as soon as possible after the matter has been reported.

The Whistleblower Protection Officer and the Whistleblower Investigation Officer cannot be the same person. The two appointees will operate independently of each other.

Following receipt of a disclosure, the Whistleblower Investigation Officer will carry out a preliminary review of the disclosure by the Whistleblower and decide whether the allegation of Reportable Conduct should be investigated taking into account Internal Documents, legal and governance issues. While not all Whistleblower Disclosures will necessarily lead to an investigation, they will be assessed and a decision made as to whether they should be investigated.

If the disclosure relates to one of the Whistleblower Protection Officers:

- a that person will not be nominated as the Whistleblower Investigation Officer in this process; and
- b the remaining Whistleblower Protection Officers will consult with the chairperson of the Audit and Risk Management Committee to determine an appropriate approach.

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

Where appropriate, a Whistleblower Investigation Officer may appoint an internal or external person to assist in the investigation of a matter raised in a report. An internal person will only be asked to investigate a matter if they can do so in an impartial manner.

## 7 Action from investigations

At the end of the investigation, the Whistleblower Investigation Officer must report their findings to the Whistleblower Protection Officer, who will then report back to the chairperson of PoM's Audit and Risk Management Committee. The chairperson will determine the appropriate response based on PoM's policies and procedures contained in the Internal Documents. Responses to investigations will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Disclosure of actual improper conduct or suspected offences reported can be disclosed by the Whistleblower Protection Officer to ASIC, or the AFP without revealing the Whistleblower's identity or if required by those regulated entities, the Whistleblower's identity may be disclosed to them.

## 8 Feedback to Whistleblowers

PoM will provide feedback to the Whistleblower (where disclosures have not been made anonymously) regarding the progress or each stage of the investigation and the final outcome of the investigation of their report. This will be subject to considerations of the privacy and due process of those who are the subject of an investigation and the customary confidentiality practices of PoM.

If the Whistleblower is not a PoM employee, then the same feedback procedures will apply once the Whistleblower has agreed in writing to maintain confidentiality in relation to any information provided regarding their report.

## 9 Fair treatment of individuals mentioned in a disclosure

If you are the subject of an investigation under this policy:

- a you are entitled to be informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation;
- b you will be given a reasonable opportunity to put your case to the Whistleblower Investigation Officer who is investigating the report;
- c disclosures will be handled confidentially, where it is practical and appropriate in the circumstances; and
- d investigations will be undertaken in a thorough, objective, fair and independent and manner.

## 10 Review

PoM will review and update this policy and the processes and procedures in this policy no later than every two years.

<b>Author:</b>	General Counsel and Company Secretary Legal Services
<b>Date approved by the Board:</b>	22 November 2023

## 11 Definitions

- a **Detrimental Conduct** means conduct that causes any detriment to a person or constitutes the making of a threat to cause any detriment to a person, where detriment includes:
- i dismissal of an employee;
  - ii injury of an employee in his or her employment;
  - iii alteration of an employee's position or duties to his or her disadvantage;
  - iv discrimination between an employee and other employees of the same employer;
  - v harassment or intimidation of a person;
  - vi harm or injury to a person, including psychological harm;
  - vii damage to a person's property, reputation, business or financial position; or
  - viii any other damage to a person.
- b **Eligible Person** means an individual who is or has been:
- i a director, senior executive, officer, permanent and temporary employee of PoM;
  - ii a contractor (including subcontractors and employees of a contractor), consultant, supplier or service provider of, or working with, PoM; or
  - iii a relative, dependant, spouse or dependant of a spouse, of one of the above.
- c **Internal Documents** means PoM's policies and guidelines, including:
- i Code of Conduct Policy;
  - ii Privacy Policy;
  - iii Appropriate Behaviour Guidelines;
  - iv Conflict of Interest Guidelines;
  - v Financial Code of Practice Guidelines;
  - vi Gifts Benefit and Hospitality Guidelines;
  - vii Issue and Grievances Guidelines;
  - viii Theft, Arson, Corruption, Irregularity or Fraud Guidelines
  - ix Procurement & Contract Management Guidelines; and
  - x Whistleblower Guidelines.
- d **Modern Slavery** is the term used to describe situations where coercion, threats or deception are used to exploit victims and undermine or deprive them of their freedom. Modern slavery is only used to describe serious exploitation. It does not include practices like substandard working conditions or underpayment of workers. However, these practices are also illegal and harmful and may be present in some situations of modern slavery. These practices may also escalate into modern slavery if not addressed.
- e **PoM** comprises the following entities:
- i Lonsdale Operations Hold Pty Limited as trustee for the Lonsdale Operations Hold Trust;
  - ii Port of Melbourne Operations Pty Ltd as trustee for the Port of Melbourne Unit Trust;
  - iii Lonsdale Asset Hold Pty Limited as trustee for the Lonsdale Asset Hold Trust;
  - iv Lonsdale Asset Property Pty Limited as trustee for the Lonsdale Asset Property Trust;



- v Lonsdale Finance Hold Pty Limited; and
- vi Lonsdale Finance Pty Limited.
- f **Reportable Conduct** has the meaning given to that term in section 2.
- g **Whistleblower** means an Eligible Person who makes a disclosure of Reportable Conduct in accordance with this policy.
- h **Whistleblower Protection Officer(s)** means the person or persons appointed by PoM from time to time, who at the date of this policy are:
  - i Executive General Manager - People & Culture;
  - ii General Counsel and Company Secretary; and
  - iii Chief Executive Officer.
- i **Whistleblower Investigation Officer** means one of the appointed Whistleblower Protection Officers, to whom a disclosure of the Reportable Conduct being investigated was not made and has been nominated to investigate the disclosure.
- j **Whistleblower Investigation Service** means the independent service provided by PoM in accordance with section 3(c) of this policy.
- k A reference to '**You**', '**you**' or '**your**' is reference to a Whistleblower or someone considering making a disclosure.
- l A reference to '**We**', '**us**' or '**our**', 'is a reference to PoM.

## Annexure A - Protections provided by law<sup>1</sup>

### 1 Additional legislative protections

You are encouraged to speak up under this policy and report any Reportable Conduct or suspected Reportable Conduct under the reporting mechanism set out in section 4 of this policy.

All internal and external Eligible Persons are encouraged to first report any matters of concerns to PoM directly. For internal employees, reports can be made:

- (1) to your direct manager, or People & Culture representative;
- (2) a Whistleblower Protection Officer; or
- (3) the independent External Whistleblower Service.

If you make a “protected disclosure” (see section 2 of this Annexure A) to any of these people you will be entitled to legal protections under the law and under PoM’s Whistleblower Policy.

However, the law offers protections in other cases (e.g. you can report potential misconduct to people other than those listed above). If you make a “protected disclosure” under the law that does not comply with PoM’s Whistleblower Policy, you will still be entitled to the legal protections (see section 3 of this Annexure A).

Please contact a Whistleblower Protection Officer if you would like more information about legal protections.

### 2 Protected disclosures

Certain disclosures that are made to certain people or organisations are protected by law. Examples of these disclosures and those who can receive such disclosures (e.g. recipients) are outlined in the following table.

Disclosable matters	Recipient of disclosed matters
<p><b>General disclosable matters</b></p> <ul style="list-style-type: none"> <li>• A disclosure of information if you have reasonable grounds to suspect that the information is about misconduct, or an improper state of affairs or circumstances in relation to PoM or a related body corporate</li> <li>• A disclosure of information if you have reasonable grounds to suspect that information indicates that PoM or a related body corporate or any officer or employee of PoM or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> <li>– contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li> <li>– represents a danger to the public or the financial system; or</li> </ul> </li> </ul>	<p><b>Recipients for any general disclosable matters</b></p> <ul style="list-style-type: none"> <li>• A person authorised by PoM to receive protected disclosures – e.g. Whistleblower Protection Officers under this policy (see section 4)</li> <li>• An officer or senior manager of PoM or a related body corporate</li> <li>• An auditor, or a member of an audit team conducting an audit, of PoM or a related body corporate</li> <li>• An actuary of PoM or a related body corporate</li> <li>• ASIC or APRA</li> <li>• A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>

<sup>1</sup> Including Part 9.4AAA *Corporations Act 2001* (Cth) and Part IVD *Taxation Administration Act 1953* (Cth).

Disclosable matters	Recipient of disclosed matters
<ul style="list-style-type: none"> <li>constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more</li> </ul> <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below</p>	

Tax-related disclosable matters	Recipients for any tax-related disclosable matters
<ul style="list-style-type: none"> <li>A disclosure of information if you have reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of PoM or an associate, and which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of PoM or an associate</li> </ul>	<ul style="list-style-type: none"> <li>A person authorised by PoM to receive reports of tax-related disclosable matters</li> <li>An auditor, or a member of an audit team conducting an audit, of PoM</li> <li>A registered tax agent or BAS agent who provides tax services or BAS services to PoM</li> <li>A director, secretary or senior manager of PoM</li> <li>An employee or officer of PoM who has functions or duties that relate to the tax affairs of PoM</li> <li>A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>

Further tax-related information	Recipients for any further tax-related information
<p>A disclosure of information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to PoM</p>	<ul style="list-style-type: none"> <li>Commissioner of Taxation</li> <li>A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients. Please contact PoM’s General Counsel and Company Secretary if you would like more information about emergency and public interest disclosures.

Note that you can still qualify for protection even if:

- you do not identify yourself; or
- your disclosure turns out to be incorrect, so long as you had reasonable grounds for your suspicion.

#### Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering speaking up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a ‘personal work related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws; or
- concerns conduct that represents a danger to the public or financial system.

### 3 Specific protections and remedies

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Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of Detrimental Conduct;
- an injunction to prevent, stop or remedy the effects of the Detrimental Conduct;
- if the Detrimental Conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

You are also protected from the following in relation to a protected disclosure you make:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, you will not have immunity for any misconduct you have engaged in that is revealed in a disclosure.