

SAGE Whistle Blower Policy Version 1.3

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1. Preamble

SAGE limited adopts a fair, just and honest approach to its business and dealings with all of its stakeholders, internal and external.

As an individual wishing to disclose serious violations, you will be protected and your concern will be handled and managed with professionalism, respect and in confidence; your interest and privacy will be safeguarded and your disclosure will be seen through to its natural end by SAGE Limited senior officials, or its nominated internal and/or external recipients, under a fair and just process.

The role of SAGE Limited employees, executive, committees, and other stakeholders defined in this Policy in pointing out serious violations cannot be undermined.

2. OVERVIEW

SAGE Limited (the Company), a not-for-profit company limited by guarantee, is committed to the highest standards of legal, ethical and moral behaviour.

We will not tolerate unethical, unlawful or undesirable conduct.

SAGE Limited Directors, Executive, Committee and Panel Members and Employees are expected to cooperate with the company in maintaining legal, proper and ethical operations, including if necessary, by reporting Disclosable Matters by other people.

This policy documents our commitment to maintaining an environment where individuals can report, without fear of retaliatory action, concerns about any serious instances of malpractice that they believe may be occurring in the name of SAGE Limited.

This policy has been documented in accordance with relevant whistleblower standards as in existence and amended from time to time from Standards Australia (AS) and the International Organisation for Standardisation, considering the ACNC Whistleblower Fact Sheet, the whistleblower protections provided under Part IVD of the Taxation Administration Act 1953 and in compliance with the Corporations Act 2001 (Cth) (*Whistleblower Protection Scheme*).

This policy complements normal reporting and communication channels within SAGE Limited governed by policies such as our Code of Conduct, Management of Complaints and Grievances Procedure and the Bullying and Harassment Policy.

3. PURPOSE and SCOPE

The purpose of this policy is to:

- help detect and address unacceptable conduct;
- help provide Directors, Executive, Committee and Panel Members, employees, and contractors with a supportive work environment in which they feel able to raise issues of legitimate concern to them and to SAGE Limited; and
- provide suitable avenues for reporting unacceptable conduct.

This policy applies to the operations of SAGE Limited. A Whistleblower may be or was:

- a director, executive, committee or panel member or employee of SAGE Limited;
- an individual or an employee of a person that supplies services or goods to SAGE Limited;
- an individual who is a member or subscriber of SAGE Limited; or
- a relative, spouse or dependant (or a dependant of the spouse) of any of the above persons;
- who has reasonable grounds to suspect they have information relating to a Disclosable Matter.

Anyone with information about a potential Disclosable Matter is encouraged to report their concerns in accordance with this Policy.

Provided a Whistleblower has reasonable grounds to suspect the Disclosable Matter reported, and reports the Disclosable Matter to the appropriate person in accordance with this Policy, they will qualify for protection under the Whistleblower Protection Scheme even if later investigation identifies that no Disclosable Matter has occurred (**Protected Disclosure**).

4. COMMUNICATING THE POLICY

4.1. This policy is provided to SAGE Limited officers and employees upon joining SAGE Limited.

4.2. It is accessible via the SAGE Limited electronic document records and is communicated via the SAGE Limited Internet.

4.3. Awareness raising and briefing on this Policy, and reporting processes, is provided to SAGE Limited employees via team meetings.

5. MATTERS THAT SHOULD BE REPORTED

5.1. Matters That Are Protected Disclosures (Disclosable Matters)

Disclosable matters that must be reported and that are covered by this policy may include, but are not limited to, the following:

- Dishonest and corrupt conduct;
- Fraudulent, improper state of affairs or circumstances, in relation to the tax affairs, or theft;
- official misconduct;
- maladministration, including in matters relating to third parties that provide services in relation to taxation laws;
- harassment or unlawful discrimination;
- serious and substantial waste of public resources;
- misconduct including violence or threatened violence, criminal damage to property;
- unethical conduct;
- practices endangering health or safety and/or the environment;

that is/are potentially damaging or endangering to the company, its employees or a third party; OR may cause financial loss to the company OR damage its reputation or be otherwise detrimental to SAGE Limited's interests; or involves any other kind of misconduct or serious impropriety.

These are Protected Disclosures that qualify for protection under the Whistleblower Protection Scheme.

5.2. Matters That Are Not Protected Disclosures

For the avoidance of doubt, disclosures concerning personal work-related grievances, and which do not relate to detriment or threat of detriment to the Whistleblower, are not Protected Disclosures and will not qualify for protection under the Whistleblower Protection Scheme.

A personal work-related grievance is a grievance about any matter in relation to an employee's current or former employment, having implication for that person personally and that do not have significant implications for SAGE Limited. Examples of personal work-related grievances include:

- An interpersonal conflict between the employee and another employee;
- A decision relating to the engagement, transfer or promotion of the employee;
- A decision relating to the terms and conditions of engagement of the employee;
- A decision to suspend or terminate the engagement of the employee, or otherwise to discipline the employee.

Further, disclosure concerning a personal work-related grievance of the Whistleblower will not be a Protected Disclosure where the information does not concern conduct that:

- is an alleged contravention of the *Corporations Act 2001 (Cth)*, *ASIC Act 2001 (Cth)*, *Banking Act 1959 (Cth)*, *Financial Sector (Collection of Data) Act 2001 (Cth)*, *Insurance Act 1093 (Cth)*, *Life Insurance Act*

1995 (Cth), National Consumer Credit Protection Act 2009 (Cth), Superannuation Industry (Supervision) Act 1993 (Cth) and any instruments made under these acts; or

- is an offence against another law of the Commonwealth, which is punishable by imprisonment of 12 months or more; or
- represents a danger to the public or financial system.

Disclosures of grievances and/or matters that are not covered by this Policy can be raised under the SAGE Limited respective policies such as the SAGE Limited Code of Conduct, Management of Complaints and Grievances Procedure and the Bullying and Harassment Policy.

6. REPORTING

There are several ways in which you may report or disclose any issue or conduct (breach) which you consider to be unacceptable and therefore a disclosable matter.

6.1. Internal Reporting

Any person who detects or has reasonable grounds for suspecting unacceptable conduct is encouraged to raise any concerns relating to disclosable matters to one of the following who are eligible recipients:

- The Company's Whistleblower Protection Officer (WPO), including where the disclosable matter concerns either the CEO or Board Chair or you feel that either may be complicit in the breach; or
- the CEO, including if the disclosable matter relates to the WPO; should the disclosable matter concern the CEO, reporting could alternatively be made to the SAGE Limited Board Chair; or
- the SAGE appointed Fraud and Forensic service provider, as an external recipient of disclosable matters [refer paragraph 6.3. below].

In addition to the above reporting arrangements, where there are concerns regarding illegal or corrupt behaviour, reporting can also be made to the duly constituted authorities responsible for the enforcement of the law in the relevant area.

The WPO or any eligible recipient will safeguard your interests and will ensure the integrity of the reporting mechanism.

6.2. Whistleblower Protection Officer

The Company has appointed a Whistleblower Protection Officer (WPO).

The WPO will safeguard the interests of the Whistleblower making reports under this policy and will ensure the integrity of the reporting mechanism. The WPO is responsible for:

- coordinating investigations into any report received from a Whistleblower;
- documenting and handling all matters in relation to a report and investigation; and
- finalizing all investigations.

The WPO reports directly to the CEO or Board Chair. The WPO will provide access to independent advisors, as and when required.

The WPO is the SAGE Business and Governance Manager, who is also the Company Secretary.

Anyone considering making a report may contact the WPO for additional information or clarification of procedures or other matters relating to this Policy. The SAGE WPO can be contacted via WPO@sciencegenderequity.org.au.

6.3. External Reporting

The SAGE Limited Board may nominate additional persons (or agencies) to whom disclosures can be made under the protections of this Policy.

Any such additional person or agency so nominated by the company as an eligible recipient, will be clearly identified including contact details via any appropriate method (including by updating this policy).

SAGE Limited appointed the Fraud & Forensic Services of RSM Australia Pty Ltd as its recipient of disclosed matters.

6.4. Reporting to Regulators

You may also make a disclosure to the Australian Charities and Not for Profits Commission (ACNC) or the Australian Securities and Investments Commission (ASIC) or a prescribed Commonwealth authority in relation to Reportable Conduct.

However, it is important to remember that ACNC **is not an eligible recipient**. To be covered by the protections outlined in this Policy, you must ensure that you have reported your concerns to an eligible recipient in the first instance.

6.5. Reporting to a Legal Practitioner

You may choose to discuss your concerns with a legal practitioner for the purposes of obtaining legal advice or representation in relation to the Whistleblower Scheme. You will be covered by the protections outlined in this Policy if you have reported your concerns to a legal practitioner.

6.6. Public Interest and Emergency Disclosure

In certain circumstances the issue or conduct may be of such gravity and urgency that disclosure to the media or a parliamentarian may be necessary.

A public interest and emergency disclosure can only be made to:

- A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service;
- A Member of the Parliament of the Commonwealth or of a State or Territory Parliament.

You may only make a public interest and emergency disclosure if:

- You have previously disclosed the information to ACNC or ASIC;
- At least 90 days have passed since the initial disclosure was made;
- You have reasonable grounds to believe that action is not being taken to address the matters which you have disclosed;
- You have reasonable grounds to believe that making a further disclosure to a journalist or member of parliament would be in the public interest;
- You have given written notification, including enough information to ACNC or ASIC in your previous disclosure and that you intend on making a public interest disclosure;
- The extent of information disclosed is no greater than is necessary to inform the recipient of the disclosable matter.

You will be qualified for protection where you have made a public interest disclosure if:

- You have previously disclosed the information to ACNC or ASIC;
- You have reasonable grounds to believe that the information concerns a **substantial and imminent danger** to the health or safety of one or more persons, or to the natural environment;
- You have given written notification, including sufficient information to ACNC or ASIC in your previous disclosure and advised them in writing that you intend on making a public interest disclosure;
- No more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger.

7. REPORTING PROCESS

7.1. Making a Report


To obtain protection under the Whistleblower Protection Scheme, Whistleblowers may only make a report to an ‘eligible recipient’. Eligible recipients are those authorised by SAGE Limited to receive reports, such as the WPO (see Section 6.2).

Appendix 1 summarises the SAGE Limited Whistleblower reporting process.

Any such report should, where possible, be in writing (such as via email) using the SAGE Limited Whistleblower Report Form at Appendix 2 and should contain, as appropriate, clear details of:

- the alleged breach;
- the person or persons involved in / responsible for the breach;
- what has happened, where and when - outline the facts on which the Whistleblower’s belief that a breach has occurred are based,
- the nature and whereabouts of any further evidence that would substantiate the Whistleblower’s allegations, if known.

Submit your completed SAGE Limited Whistleblower Report Form to SAGE WPO or by contacting any other Eligible Recipients

email to the SAGE Limited WPO at WPO@sciencegenderequity.org.au	mail to the SAGE Limited, In Confidence WPO, SAGE GPO Box 783, Canberra ACT 2601
OR	
By Website access - RSM’s website whistleblower reporting form at www.rsm.global/australia/WBreporting	
Or by Email access - RSM’s whistleblower reporting email address RSMHelpline@rsm.com.au	

By making a disclosure to a SAGE Eligible Recipient your details will be shared with the WPO and, as and if, appropriate the CEO and/or the Board Chair.

While written reports are preferable, Whistleblowers may report a Disclosable Matter in person noting that this will likely compromise the confidentiality of any disclosure. Otherwise, Whistleblowers may report a Disclosable Matter via telephone on 0415 914 926 (noting that Whistleblower would be responsible for ‘blocking’ their telephone number if they wish to remain anonymous).

Evidence to support such concerns should be brought forward at this time if it exists. Depending on the seriousness of the allegations raised, the absence of such evidence may be taken into account when considering whether to conduct further investigations into a disclosed matter.

7.2. Confidentiality

The Whistleblower may provide their name and contract details and request that the details be kept confidential. In such circumstances, SAGE Limited will, as far as possible, protect the person’s identity and information.

Upon making a report the Whistleblower is requested to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any persons other than in accordance with this Policy.

Information about a Whistleblower’s identity shall only be disclosed in the following circumstances:

- where the information is disclosed to ASIC, APRA or the Australian Federal Police;

- where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws;
- where the information is disclosed to SAGE Limited external whistleblower reporting provider who may be involved in responding to a whistleblower's disclosure;
- where the information is disclosed to SAGE Limited internal or external investigator who may be involved in investigating a whistleblower's disclosure; or
- where the Whistleblower consents.

Otherwise, SAGE Limited may only disclose information contained in a report if:

- the information does not include the Whistleblower's identity (or information that is likely to lead to the identification of the Whistleblower);
- all reasonable steps are taken to avoid discovery of the Whistleblower's identity; and
- it is needed for the reasonable investigation of the matter reported.

7.3. Anonymity

When making a disclosure, you may do so anonymously (such as under a pseudonym). However, it may be difficult for SAGE Limited to undertake a proper investigation or take action to address the matter disclosed in an anonymous report and to update the Whistleblower of the status of any investigations.

7.4. False or Misleading Reporting

SAGE Limited will not entertain allegations which are vexatious or frivolous (which are not Protected Disclosures under the Whistleblower Protection Scheme) and Whistleblowers shall not be exempt from the consequences of their own misconduct.

8. INVESTIGATION

SAGE Limited will investigate all matters reported under this Policy as soon as practicable after the matter has been reported.

The WPO will investigate the matter and where necessary, appoint an internal or external investigator to assist in conducting the investigation.

All investigations will be conducted in a fair, independent and timely manner, be adequately resourced, with adequate and appropriately secure records kept and all reasonable efforts will be made to preserve confidentiality during the investigation.

The principles of procedural fairness (natural justice) will be observed.

The person(s) against whom any allegations have been made will also be informed of the concerns and will be provided with an opportunity to respond (unless there are any restrictions or other reasonable bases for not doing so).

Where an allegation is deemed sufficiently serious, the WPO may determine that a disclosure be reported immediately to the Federal Police or other appropriate authority.

Information to the Whistleblower. If the report is not anonymous, the WPO or investigator will contact you to discuss the investigation process and any other matters that are relevant to the investigation.

To the extent permitted by law, and subject to procedural fairness (including the privacy of those against whom any allegations are made) and consistent with customary practices of confidentiality, SAGE limited will keep the Whistleblower updated of relevant progress of the investigation and relevant outcomes of an investigation where contact details have been provided by the Whistleblower.

The frequency of updates will depend on the nature and progress of the investigation.

Where you have chosen to remain anonymous, your identity will not be disclosed to the investigator or to any other person and SAGE Limited will conduct the investigation based on the information provided to it.

Where possible, the WPO will provide you with feedback on the progress and expected timeframes of the investigation.

Documentation and reporting on the findings of the investigation will depend on the nature of disclosure, noting that there may be circumstances where it may be inappropriate to communicate findings to the Whistleblower.

On completion of the investigation, any report will remain the property of SAGE Limited and will not be shared with you or any person(s) against whom the allegations have been made.

9. PROTECTION OF WHISTLEBLOWERS

SAGE Limited is committed to ensuring that any person who makes a disclosure is treated fairly, does not suffer detriment, and that confidentiality is preserved in respect of all matters raised under this Policy.

9.1. Protection from Legal Action

You will not be subject to any civil, criminal or administrative legal action (including disciplinary action) for making a disclosure under this Policy or participating in any investigation, if you have not engaged in serious misconduct or illegal conduct, such as that at paragraph 6.4 above.

Any information you provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

9.2. Protection Given to Whistleblowers

SAGE Limited is committed to protect:

- the identity of any Whistleblower who wishes to remain anonymous (where permitted by law); and
- the Whistleblower from any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice, resulting from a disclosure made in accordance with this Policy (including any threats) such as:
 - disciplinary action or sanctions;
 - dismissal (or rejection during probation or termination of contract);
 - demotion or adverse change in work duties or employment amenities;
 - current or future bias, or damage to career prospects or reputation; and
 - any form of harassment, bullying or discriminatory conduct.

9.3. Protection against Detrimental Conduct

SAGE Limited (or any person engaged by the Company) will not engage in 'Detrimental Conduct' against you if you have made a disclosure under this Policy.

Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):

- Termination of employment
- Injury to employment including demotion, disciplinary action
- Alternation of position or duties
- Discrimination
- Harassment, bullying or intimidation
- Victimisation
- Harm or injury including psychological harm
- Damage to person's property
- Damage to a person's reputation
- Damage to a person's business or financial position
- Any other damage to a person

SAGE Limited will take all reasonable steps to protect you from Detrimental Conduct and will take necessary action where such conduct is identified.

SAGE Limited also strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the Policy in response to their involvement in that investigation.

If you are subjected to Detrimental Conduct as a result of making a disclosure under this Policy or participating in an investigation, you should inform the WPO or another eligible recipient in accordance with the reporting guidelines outlined above.

9.4. Protection of Confidentiality

All information received from you will be treated confidentially and sensitively.

If you make a disclosure under this Policy, your identity (or any information which would likely to identify you) will only be shared if:

- you give your consent to share that information
- the disclosure is allowed or required by law (for example where the concern is raised with a lawyer for the purposes of obtaining legal advice)
- the concern is reported to the ACNC, ASIC, the Australian Taxation Office (ATO) or the Australian Federal Police (AFP)

Where it is necessary to disclose information for the effective investigation of the matter, and this is likely to lead to your identification, all reasonable steps will be taken to reduce the risk that you will be identified.

9. SUPPORT AVAILABLE

The WPO shall initiate and coordinate reasonable support for a Whistleblower who has made, or is in the process of making, a report.

Whistleblowers are encouraged to discuss what support (as well as what protection measures against Detrimental Conduct) will be made available to them with the WPO. Support measures may include obtaining counselling or other professional services, strategies to manage and minimise stress, and protective actions such as change of Whistleblower duties (where appropriate and agreed with the Whistleblower).

10. REMEDIES

You can receive compensation if a court finds you suffered detriment in relation to your disclosure. If you were victimised and suffered loss, damage or injury as a result of it, a court may order the person causing you detriment to compensate you if it thinks appropriate. Examples of the remedies available include:

- paying damages;
- civil penalties;
- reinstating employment;
- an injunction to prevent or stop detrimental conduct;
- apologising.

11. BREACH OF POLICY

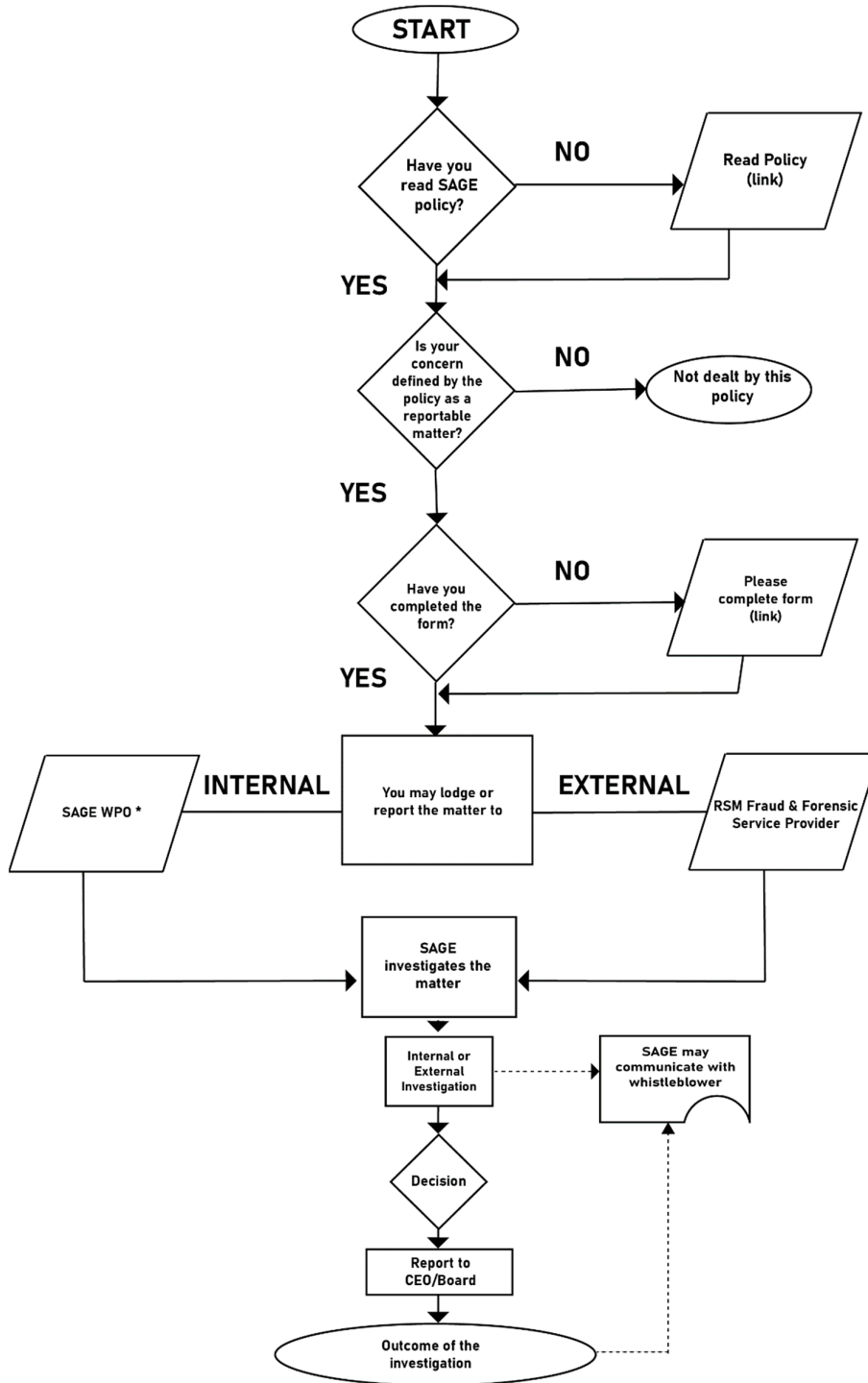
This Policy and its application are at SAGE Limited's discretion (subject to SAGE Limited complying with statutory obligations) and may be varied, withdrawn or replaced from time to time. This Policy is not intended to constitute a contractual term or a contractual promise.

The SAGE Limited Board of Directors, through its Audit and Risk Committee, will monitor the implementation of this Policy and capture and assess lessons, experiences and/or emerging risks highlighted by disclosures made under this Policy to assure risk management and mitigation and to inform the review and improvements of this Policy.

Any questions about this policy should be directed to the CEO or the Board Chair. Specific questions about whistleblower protection issues may be directed to the WPO.

APPENDIX 1

SAGE Limited Whistleblower Reporting Process Flowchart



* Where the matter concerns the SAGE WPO, reporting to either SAGE CEO or Chair of Board may be pursued

APPENDIX 2

SAGE LIMITED WHISTLEBLOWER REPORT FORM

Please complete the following details for any suspected serious violations or any breach or suspected breach of law or regulation that may adversely impact SAGE Limited. Please note that you may be called upon to assist in the investigation, if required.

Note: Please follow the process as outlined in the SAGE Limited Whistleblowing Policy. By making a disclosure to a SAGE Eligible Recipient your details will be shared with the SAGE Whistleblower Protection Officer and, if appropriate, the CEO and/or the Board Chair (unless the Disclosable Matter concerns either).

REPORTER'S CONTACT INFORMATION	
(This section may be left blank if the reporter wishes to remain anonymous)	
NAME	
DESIGNATION	
DEPARTMENT/AGENCY	
CONTACT NUMBER	
E-MAIL ADDRESS	
SUSPECT'S INFORMATION	
NAME *	
DESIGNATION* (role in/relative to SAGE Limited)	
CONTACT NUMBER	
E-MAIL ADDRESS	
WITNESSES'S INFORMATION (if any)	
NAME	
DESIGNATION	
DEPARTMENT/AGENCY	
CONTACT NUMBER	
E-MAIL ADDRESS	
Disclosable Matter: <i>Briefly describe the misconduct / breach/improper activity and how you know about it. Specify what, who, when, where and how. If there is more than one allegation, number each allegation and use as many pages as necessary.</i>	
1. What serious violation / breach/ improper activity occurred?*	
2. Who committed the serious violation / breach/ improper activity?*	
3. When did it happen and when did you notice it?*	
4. Where did it happen?*	

5. Is there any evidence that you could provide us? What is the evidence?*	
6. Are there any other parties involved other than the suspect stated above?	
7. Do you have any other details or information which would assist us in the investigation?	
8. Any other comments?	
Date:	Signature:
Internal Reporting	Email the completed Form to SAGE Whistleblower Officer at sagewpo@sciencegenderequity.org.au
External Reporting#	Email the completed Form to SAGE Fraud & Forensic Services of RSM Australia Pty Ltd at RSMHelpline@rsm.com.au
# A whistleblower may also seek to report the matter via other external reporting mechanisms such as to regulatory bodies or a legal practitioner. Please refer to the SAGE Whistleblower Policy for further information on these options.	

* Details that must be provided in support of the Disclosable matter.