



Whistleblower Policy

January 2024

Version 1.2



Contents

1	Policy Overview	2
2	Who does this Policy apply to?	2
3	The Policy.....	2
3.1	Purpose.....	2
3.2	State regime.....	3
3.3	Federal regime	3
3.4	Dual application	3
3.5	Assistance.....	3
4	Whistleblower hotline	4
5	Roles and responsibilities	4
6	Compliance	4
7	References	4
8	Distribution	5
9	Administration of this Policy.....	5
	Annexure A – Whistleblower protections under the PID Act.....	7
	Annexure B – Whistleblower protections under the Corporations Act and Tax Act.....	10

1 Policy Overview

Marinus Link Pty Ltd (MLPL) is committed to the highest standard of conduct and to facilitating the making of disclosures of improper conduct under the *Public Interest Disclosure Act 2002* (Tas) (PID Act), the *Corporations Act 2001* (Cth) (Corporations Act) and the *Tax Administration Act 1953* (Cth) (Tax Act). MLPL is committed to protecting whistleblowers as part of the disclosure process.

This is a Strategic Policy and required approval by the MLPL Board as per the MLPL Delegation Framework.

2 Who does this Policy apply to?

This policy applies to all MLPL directors, officers and employees. It also applies more broadly to other persons able to make disclosures under the Corporations Act and Tax Act (for example, relatives of an employee, or MLPL contractors and service providers).

3 The Policy

3.1 Purpose

The purpose of this policy is to outline MLPL's approach to disclosures made under the PID Act, the Corporations Act and the Tax Act. MLPL recognises the importance of robust whistleblower processes in order to:

1. Provide protection to disclosers;
2. Improve whistleblowing culture and increase transparency;
3. Encourage disclosure of wrongdoing; and
4. Deter wrongdoing, promoting better compliance and a more ethical culture.

The State regime (under the PID Act) and the Federal regime (under the Corporations Act and Tax Act) operate separately, but in some circumstances they may overlap due to the types of disclosures being capable of protection under both regimes. Where a disclosure may be protectable under both regimes, MLPL considers that the Federal regime will automatically apply to the disclosure. The State regime may also apply in consultation with the discloser.

MLPL will monitor the operation and interaction of the two regimes and amend this policy where applicable, as further guidance becomes available from State and Federal authorities.

3.2 State regime

A disclosure made under the PID Act will be managed by MLPL in accordance with **Annexure A** of this policy. Refer to Annexure A for details of who is eligible to make a disclosure and the types of disclosures that are protected.

3.3 Federal regime

A disclosure made under the Corporations Act or Tax Act will be managed in accordance with **Annexure B** of this policy. Refer to Annexure B for details of who is eligible to make a disclosure and the types of disclosures that are protected.

3.4 Dual application

Where a disclosure is to be managed under both the Federal and State regimes, to the extent of any inconsistency between the Federal and State legislative regimes, MLPL will comply with the Federal legislative requirements.

3.5 Assistance

MLPL encourages anyone who is aware of any wrongdoing at MLPL to speak up.

For those people to whom this whistleblower policy applies, MLPL recognises that the overlapping Federal and State regimes may be difficult to navigate. MLPL will support any concerned potential whistleblower to navigate the whistleblower process. If you have any concerns or are unclear about the processes or protections available, you are encouraged to contact:

- Nicholas Aird, Executive Manager Governance and Legal: nicholas.aird@marinuslink.com.au; or
- Andrew Hugo, Chief Financial Officer: andrew.hugo@marinuslink.com.au

who are eligible recipients of disclosures under both regimes.

4 Whistleblower hotline

In conjunction with KPMG, MLPL has established an anonymous FairCall whistleblower service that is accessible via a toll free telephone hotline, KPMG's website or Australia Post.

Telephone hotline: 1800 500 965

FairCall Website: <https://www.kpmgfaircall.kpmg.com.au/Marinus>

Australia Post: The FairCall Manager, KPMG Forensic, PO Box H67, Australia Square, Sydney NSW 1213

Within 24 hours of receiving a disclosure, KPMG will send a report to MLPL providing details of the information reported and anything that may be pertinent to a subsequent investigation. The whistleblower's identification will not be revealed unless they have chosen not to remain anonymous.

5 Roles and responsibilities

MLPL Board: has responsibility for approving this policy, and ensuring any organisational risks highlighted by any disclosures are addressed and mitigated by MLPL.

Public Interest Disclosure Officers: the Executive Manager Governance and Legal and the Chief Financial Officer are Public Interest Disclosure Officers under the PID Act.

Federal Eligible Recipients: all officers and senior managers (which will include MLPL directors and EMT members) are eligible recipients of disclosures under the Federal regime.

All MLPL directors, officers and employees have a responsibility for advancing and complying with this policy.

6 Compliance

All MLPL directors, officers and employees are responsible for complying with this policy, and any breaches of this policy will be treated seriously and may result in disciplinary action being undertaken.

7 References

- *Public Interest Disclosure Act 2002* (Tas)
- *Corporations Act 2001* (Cth)
- *Tax Administration Act 1953* (Cth)

- MLPL PID Act Model Procedures
- ASIC Regulatory Guide 270 – Whistleblower Policies

8 Distribution

All MLPL director, officers and employees will have access to this policy and underpinning policies on The Zone. This policy will also be published on MLPL’s external website.

The policy has been reviewed by the MLPL Board and Executive Management Team prior to publication, to ensure awareness of the obligations in relation to whistleblowing and receipt of disclosures.

Periodic training will be conducted to ensure ongoing awareness of the whistleblowing process.

9 Administration of this Policy

The Corporations Act contains certain requirements for whistleblower policies. MLPL considers that this policy complies with those requirements.

This policy is administered by the Company Secretariat and will be reviewed at least every two years or when there is a significant change to the business or law which may impact this policy

Authorisations		
Action	Name	Date
Prepared by	Kristy Evans, Head of Governance	November 2022
Reviewed by	Maryanne Young, Company Secretary	November 2022
Authorised by	Marinus Link Pty Ltd Board	November 2022

Document control				
Date	Version	Description	Author	Approved by
November 2022	0.1	Draft	Kristy Evans	
November 2022	1.0	Version for approval	Kristy Evans	MLPL Board
October 2023	1.1	Minor revision to include anonymous FairCall whistleblower service	Michelle McNab	Head of Governance, Risk and Compliance
January 2024	1.2	Minor revision to remove internal MLPL whistleblower email address (now covered	Michelle McNab	Head of Governance, Risk and Compliance

Document control				
Date	Version	Description	Author	Approved by
		by KPMG) and update named Executive Manager Governance and Legal to Nicholas Aird		

Annexure A – Whistleblower protections under the PID Act

1 Overview

Disclosures under the State regime may be made by:

- Public officers, being the members, directors, officers and employees of MLPL; and
- Contractors, being an entity who has entered into a goods or services contract with MLPL, or any employee or subcontractor of that contractor.

Disclosures may be made relating to:

- “improper conduct” by another public officer or MLPL; or
- “detrimental action” by another public officer or MLPL against a person in reprisal for making a protected disclosure under the State regime.

“Improper conduct” means serious or significant illegal or unlawful activity, corrupt conduct, maladministration, professional misconduct, waste of public resources, conduct constituting a danger to public health and/or safety or a danger to the environment or a breach of the code of conduct.

“Detrimental action” means action causing injury, loss or damage, intimidation or harassment, discrimination, disadvantage or adverse treatment in relation to employment, career, profession, trade or business (including taking disciplinary action) and threats of detrimental action.

The disclosure cannot be about conduct that is more than three years old.

A disclosure that meets the above requirements and is made to an eligible person as described in section 3 (Annexure A) below will be a “protected disclosure”.

2 Protections available

Detrimental action protections

The State regime prohibits detrimental action (as defined in section 1 (Annexure A) above) from being taken (or threatening or inciting such action) against a person in reprisal for a making or intending to make a protected disclosure (or on the basis of a belief of such disclosure).

A person who makes a protected disclosure is protected from any civil, criminal or administrative liability for making the disclosure. This immunity does not apply to any improper conduct of the person that is the subject of the disclosure.

The courts are able to make a wide variety of preventative and compensatory orders if detrimental action is established.

Identity protection (confidentiality)

The State regime requires that information in respect of a protected disclosure must not be disclosed (including the identity of the discloser), with limited exceptions.

3 How disclosures may be made, and to whom

Generally

A disclosure under the State Regime may be made to:

- the Ombudsman;
- the Tasmanian Integrity Commission; or
- MLPL, via the Principal Officer (the CEO) or the delegated Public Interest Disclosure Officers (the Executive Manager Governance and Legal or the Chief Financial Officer).

At MLPL

As noted in section 3.5 of this policy, the Executive Manager Governance and Legal and the Chief Financial Officer are eligible recipients of disclosures under both the Federal and State regimes, so MLPL encourages disclosures being made to these officers to ensure appropriate support is provided across the State and Federal regimes.

MLPL also maintains a Whistleblower hotline via which disclosures can be made (see section 4 of this policy).

Disclosures can be made via any method of communication (for example, email, phone, post or in person), and may be made anonymously.

A disclosure must be made directly to one of the eligible persons listed above to qualify for protection.

4 Support available to Whistleblowers

MLPL supports all whistleblowers by:

- providing confidential and accessible methods to make disclosures, including anonymously;
- providing support to navigate the dual Federal and State whistleblower regimes;
- treating all disclosures strictly in confidence;
- protecting people who seek access to the whistleblower framework from victimisation and other detrimental action;
- assigning a dedicated welfare manager to support the discloser;
- promptly reviewing and investigating all disclosures; and
- complying with all requirements of the State regime.

5 Investigation of disclosures and procedural fairness

MLPL is required to have extensive procedures available for management and investigation of disclosures under the State regime. MLPL has adopted the model procedures issued by the Ombudsman. Those procedures are available on the Zone and on MLPL's external website.

Annexure B – Whistleblower protections under the Corporations Act and Tax Act

1 Overview

Eligible Whistleblowers

“Eligible Whistleblowers” under the Federal regime include:

- Directors, officers and employees of MLPL;
- Goods and service providers to MLPL;
- Associates of MLPL (which includes the directors and company secretary of MLPL); and
- A relative or dependant of any of the above.

Disclosable matters

A disclosure made by an Eligible Whistleblower qualifies for protection under the Federal regime if the disclosure is made in accordance with section 3 (Annexure B) below, and the disclosure contains information that the Eligible Whistleblower has reasonable grounds to suspect indicates one of the following matters:

- Misconduct or improper state of affairs or circumstances (including in relation to tax affairs). Misconduct includes fraud, negligence, default, breach of trust and breach of duty;
- Conduct that constitutes an offence against, or in contravention of, any of the following: Corporations Act 2001 (Cth), Australian Securities and Investments Commission Act 2001 (Cth), Banking Act 1959 (Cth), Financial Sector (Collection of Data) Act 2001 (Cth), Insurance Act 1973 (Cth), Life Insurance Act 1995 (Cth), National Consumer Credit Protection Act 2009 (Cth), Superannuation Industry (Supervision) Act 1993 (Cth);
- Conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of twelve months or more; or
- Conduct that represents a danger to the public or the financial system.

The conduct does not need to be contrary to a particular law to be protected.

Disclosures that do not fit within the definitions above are not covered and protected under the Federal regime.

Examples of disclosure of conduct at MLPL that are likely to qualify for protection under this regime include:

- Offering or accepting a bribe;
- Fraud or misappropriation of funds;
- Engaging in detrimental conduct against someone who has made a whistleblower disclosure; and
- Illegal conduct such as theft, illicit drug use, violence or criminal damage.

Disclosures that relate to personal work-related grievances do not qualify for protection. Examples include:

- interpersonal conflict at work;
- a decision about promotion; and
- a decision to suspend or terminate employment, or other disciplinary action.

These matters do not, of themselves, qualify for protection. However, a personal work-related grievance may still qualify for protection to the extent it includes information about a disclosable matter (for example, the grievance also involves fraud or other misconduct).

A disclosure that ultimately turns out to be incorrect can still qualify for protection.

2 Protection available

Detrimental action protections

The Federal regime prevents:

- any victimisation or detrimental action (for example, termination of employment, demotion or harassment) by a person against another person on the basis of a belief that the person has accessed or intends to access the whistleblower protections in the Federal regime; and
- any action (for example, via civil, criminal or administrative action) being taken against an Eligible Whistleblower for making a disclosure that qualifies for protection. This protection does not apply to any conduct of the discloser which is a part of the disclosed conduct (for example, if the discloser has engaged in misconduct).

The courts are able to make a wide range of orders in the event that any of the conduct described above is established, including orders for compensation, injunction (to prevent the conduct), reinstatement (in relation to termination of employment) and an apology.

Identity protection (confidentiality)

The Federal regime also requires that the identity of the Eligible Whistleblower is protected, subject to limited exceptions (including with the consent of the Eligible Whistleblower).

MLPL takes these protections seriously, and will take all reasonable steps to ensure these protections are available to any Eligible Whistleblower. The protections apply not only to internal disclosures, but to all methods of disclosure referred to in section 3 (Annexure B) below.

3 How disclosures may be made, and to whom

Generally

A disclosure under the Federal regime may be made to:

- the Australian Securities and Investments Commission, the Australian Prudential Regulation Authority or other Federal authority that may be designated under the legislation. Each of these entities publishes information on how disclosures may be made to them;
- an officer or senior manager of MLPL (including MLPL directors and EMT members); and
- MLPL internal or external auditor. Currently, MLPL uses TasNetworks internal auditor, KPMG.
- There are other eligible recipients under the Tax Act specifically in respect of tax-related disclosures.

The Federal regime provides for:

- disclosures to also be made to a member of Federal or State parliament or a journalist in certain circumstances. You are encouraged to look at the criteria for making such a disclosure before taking this step; and
- disclosures to be made to a legal advisor for the purpose of getting legal advice in relation to whistleblower protection.

At MLPL

MLPL encourages disclosures to be made to a MLPL officer or senior manager in the first instance (being one of MLPL directors or EMT members). A disclosure can be made confidentially and directly to any such individual, in person, by phone or email. As noted in section 3.5 of this policy, the Executive Manager Governance and Legal and the Chief Financial Officer are eligible recipients of disclosures under both the Federal and State regimes, so MLPL encourages disclosures being made to these officers to ensure appropriate support is provided across the State and Federal regimes.

MLPL also maintains a Whistleblower hotline via which disclosures can be made (see section 4 of this policy).

Disclosures can be made at any time (including after hours), and may be made anonymously if necessary. A disclosure must be made directly to one of the eligible persons to qualify for protection.

4 Support available to Whistleblowers

MLPL supports all Eligible Whistleblowers by:

- providing confidential and accessible methods to make disclosures, including anonymously;
- providing support to navigate the dual Federal and State whistleblower regimes;
- treating all disclosures strictly in confidence. Any disclosure made to MLPL will:
 - be treated in confidence by the MLPL recipient (for example, by redacting documentation and gender neutral references);
 - be investigated by the Executive Manager Governance and Legal and Legal (or other person in consultation with the discloser, if appropriate);
 - be treated securely, by securely storing all relevant documentation and having restrictions placed on information management and file retention;
 - facilitate anonymous disclosure and ongoing communication, if preferred by the discloser;
- protecting people who seek access to the whistleblower framework from victimisation and other detrimental action, including by:
 - maintaining confidentiality;
 - providing a dedicated welfare manager to the discloser, and providing regular updates regarding investigation of the disclosure;
 - conducting a risk assessment to ensure the work environment is suitable and safe for the discloser on an ongoing basis;
 - providing all reasonably necessary support services to the discloser (for example, MLPL employee assistance services or other external counselling if appropriate). Independent legal advice is also available to any potential discloser, and in appropriate circumstances this cost may be met by MLPL;
 - promptly investigating and addressing any reported incidents of detrimental action against the discloser;
- promptly reviewing and investigating all disclosures; and
- complying with all requirements of the Federal regime.

5 Investigation of disclosures and procedural fairness

Process

The key steps that will be taken in response to any disclosure are:

1. Assess the disclosure and consider application of the Federal and State regimes – this is a preliminary assessment step to give the discloser clarity as to the application of the whistleblower regimes.
2. If the Federal regime is determined to apply to the disclosure, then:
 - a. Consider reporting requirements (for example, to external authorities).
 - b. Appoint a welfare manager.
 - c. Consider the scope of investigation required.
 - d. Advise the MLPL Board.
 - e. Conduct investigation (as appropriate, and with due consideration to confidentiality and procedural fairness).
 - f. Report outcomes to the discloser and the MLPL Board, including a copy of the investigation report into the matter (where a formal investigation is conducted).
3. If the Federal regime does not apply to the disclosure, the matter may still be referred to investigation or other action under MLPL existing organisational processes.

The extent of each action and timeframes in which they will be conducted depend on the nature and scope of the disclosure made. However, in relation to timeframes:

- (step 1) the assessment of application of the whistleblower protections will be advised to the discloser within 45 days of the disclosure being made (consistent with the State regime); and
- (step 2(e)) formal investigations will usually be conducted within 90 days of the disclosure being made.

MLPL will publish a detailed Federal regime procedure document in due course.

Procedural fairness

MLPL acknowledges that any persons the subject of a disclosure are entitled to procedural fairness in the course of any investigation and any subsequent actions (if any). Such procedural fairness includes:

- treating the disclosure and any investigation confidentially;
- an objective, fair and independent investigation process, and regular updates regarding the progress of investigation;
- being afforded the opportunity to reply to any allegations or proposed adverse findings, and have sufficient information provided to understand those allegations or findings and be able to respond; and

- access to MLPL's employee assistance services.