

Whistleblower Policy

Background and purpose

The aim of this policy is to govern and promote ethical behaviour at Victorian Catholic Education Authority Limited (VCEA). It seeks to:

- help deter wrongdoing in line with the VCEA Risk Management Policy and Framework, by encouraging and managing appropriate and responsible whistleblowing
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported
- ensure disclosures are dealt with appropriately and on a timely basis
- provide transparency around the VCEA's framework for receiving, handling and investigating disclosures
- support the VCEA's Values and Mission, Principles, Codes of Conduct and other applicable policies
- support the VCEA's long-term sustainability and reputation.

Scope

This policy applies to persons and disclosures who satisfy each of the below four requirements:

1. The disclosure must be made by an eligible whistleblower or discloser.

An eligible whistleblower or discloser is an individual who is or has been any of the following, in relation to the VCEA:

- a member of the VCEA Board, a member of a VCEA Board Committee, or a VCEA working group member
- an employee
- a person who supplies goods or services to VCEA (paid or as a volunteer)
- an employee of a person who supplies goods or services (paid or as a volunteer)
- a relative or dependent (or dependents of a spouse) of any individual described above.

Anonymous complaints, where the discloser's name is not known, can also meet the 'eligible whistleblower' requirement.

2. The disclosure must be made to an eligible recipient.

An eligible recipient is an individual who occupies any of the following roles, in relation to the VCEA:

- the VCEA Whistleblower Protection Officer
- the VCEA Company Secretary (if the matter relates to the Whistleblower Protection Officer)
- a legal practitioner for the purpose of obtaining legal advice or legal representation
- a person authorised by the VCEA to receive disclosures that may qualify for protection.

Eligible recipients also include ASIC, APRA or a prescribed Commonwealth authority.

Public interest or emergency disclosures may be made to a journalist or member of Parliament if the discloser believes on reasonable ground that the information concerns a substantial, imminent danger to the health and safety of persons or the environment.

3. The disclosure must be about a disclosable matter.

A disclosable matter is information in relation to the VCEA that concerns:

- misconduct
- an improper state of affairs or circumstances in relation to the VCEA
- illegal activity of the VCEA (or its officers and employees) – meaning activity in breach of the Corporations Act or specified legislation or an offence against any law of the Commonwealth punishable by imprisonment of 12 months or more
- conduct (including conduct of officers and employees) that represents a danger to the public or financial system, or is prescribed by legislation.

A disclosable matter will generally not involve a personal work-related grievance.

Disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act

4. The eligible whistleblower has reasonable grounds to suspect.

Reasonable grounds to suspect exist where the discloser has a suspicion that could reasonably be formed based on the facts and information available to them.

It is not required that the recipient believe the suspicion, only that the suspicion held by the discloser is reasonable.

Our Values and Mission

VCEA exists to advance the mission of Catholic School education in the State of Victoria, in the service of students, families and the broader community. Through the equitable sharing of resources among Catholic educational providers, VCEA's mission is to enable students to flourish, to grow in awareness of their unique gifts and to confidently embrace their future with hope, in faith, and through love.

VCEA is guided by a fundamental concern for justice and equity and for the dignity of all human beings. VCEA is committed to creating an inclusive place of work and learning, where all people are treated with courtesy and sensitivity.

Our values underpin all that we do and are demonstrated through our everyday actions.

Excellence: We strive for excellence in our work in the service of Catholic School education. We set high expectations and continually seek to develop and improve ourselves and our work.

Promoting the common good: We promote the common good in our structures, policies and actions by advocating for appropriate access to, and funding of Catholic schooling in Victoria, and ensuring the just distribution of education resources for Catholic Schools.

Integrity: We act with honesty and integrity in all our interactions. We uphold ethical standards and comply with all applicable laws and regulations. We are transparent with our information, and we take responsibility for our decisions and outcomes.

Equity: We demonstrate respect for everyone. We are striving to ensure that every student has access to high quality Catholic School education. We treat each other with fairness, and we value collaboration and the contributions of others.

The Catholic identity and mission of VCEA is realised when these commitments permeate our work. All VCEA employees are expected to contribute to this mission and to reflect on how their work supports the Catholic identity of our organisation and to respect the Catholic mission and traditions of the Catholic Church and conduct themselves in a way that is consistent with the same.

Principles

The following principles underpin this policy:

- VCEA is committed to transparency and to building an environment in which people feel free to raise legitimate issues relating to VCEA's operations.
- VCEA is committed to protecting eligible whistleblowers from detriment.

Policy

VCEA will protect and support those who come forward in good faith to report a suspected improper state of affairs based on a reasonable belief.

Additionally, VCEA will protect anyone who makes a disclosure in good faith from any form of detrimental act or omission as a result of a disclosure. VCEA will also ensure that there are consequences for anyone who treats a whistleblower detrimentally in accordance with relevant policies or codes of conduct.

Any allegation of detrimental treatment should be reported to the Whistleblower Protection Officer, and may be dealt with under the relevant VCEA policy.

Confidentiality

Under the Corporations Act, the identity of the discloser of a qualifying disclosure and information which is likely to lead to the identification of the discloser, must be kept confidential.

VCEA will maintain confidentiality by determining an appropriate time and place for the disclosure to be made and by treating with confidentiality any information that would likely lead to the identification of the whistleblower, subject to law, and any authorisation by the whistleblower allowing identification in the context of an investigation of a disclosure.

VCEA will only disclose information that would likely lead to the identification of the whistleblower as permitted or required, including for the following exceptional reasons:

- where disclosures are required to be made to ASIC, the Australian Federal Police, a legal practitioner for the purpose of obtaining advice about the application of the whistleblower protections including this policy, or disclosures made with the consent of the whistleblower
- when the whistleblower's identity and information which is likely to lead to the identification of the whistleblower needs to be provided to a Commonwealth or State authority for the purpose of assisting the authority in the performance of its functions or duties. This could include Victoria Police, the Victorian Ombudsman, or the Victorian Department of Education
- when the discloser's identity and information which is likely to lead to the identification of the discloser, if it is reasonably necessary for the purpose of investigating the matter, provided that all reasonable steps are taken to reduce the risk that the discloser will be identified as a result of the information being disclosed. Breach of these confidentiality protections regarding the discloser's identity and information likely to lead to the identification of the discloser, is a criminal offence and may be the subject of criminal, civil and disciplinary proceedings.

VCEA will observe appropriate confidentiality protections when handling and storing records.

Legal protections

Eligible whistleblowers making a qualifying disclosure are protected by the requirement that their identity, and information that may lead to their identification, must be kept confidential, subject to relevant exceptions as set out in above.

Eligible whistleblowers making a qualifying disclosure cannot be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure. No contractual or other remedy or right may be enforced or exercised against the person on the basis of the qualifying disclosure.

Whistleblowers who make some types of qualifying disclosures (generally external to the VCEA) are also provided immunities to ensure that information they disclose is not admissible in evidence against them in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

These immunities do not prevent an eligible whistleblower being subject to criminal, civil or other liability for conduct that is revealed by the whistleblower, only that the information the person has disclosed is not admissible in certain proceedings against them.

Eligible whistleblowers are also protected from victimisation - suffering any detriment by reason of the qualifying disclosure. It is unlawful for a person to engage in conduct against another person that causes, or will cause detriment, where the person believes or suspects that the other person or a third person made, may have made, proposes to make or could make a qualifying disclosure.

Threats (whether express, implied, conditional or unconditional) to cause detriment to a whistleblower are also unlawful.

Support and practical protection

Whistleblowers can rely on the protection of this policy for disclosures of misconduct that are within the policy's scope (being disclosures that meet each of the four requirements set out in the Scope section of this policy).

Any concerns about unfavourable treatment as a result of making a disclosure should immediately be made to the Whistleblower Protection Officer, or to the VCEA Company Secretary if the matter relates to the Whistleblower Protection Officer.

No action will be taken against a whistleblower who makes a report in good faith that is not subsequently substantiated in an investigation. However, it is important to have reasonable grounds to suspect that the information to be disclosed about VCEA, concerns misconduct or an improper state of affairs which will usually include some factual information.

A court may make orders, including orders for compensation, where a whistleblower is subjected to detriment for making a disclosure.

A person who is considering making a disclosure may contact the Whistleblower Protection Officer to obtain additional information before making a disclosure.

Ensuring fair treatment of a person mentioned in a disclosure

Any person named in a disclosure that qualifies for protection will be treated with procedural fairness, including those who are the subject of a disclosure.

If a whistleblower has concerns regarding detrimental treatment as a result of making a disclosure under this policy, the concerns should be reported to the Whistleblower Protection Officer who will ensure they are investigated.

Definitions

Detriment – Position or duties to their disadvantage, discrimination between an employee and other employees of the same employer, harassment or intimidation of a person, harm or injury to a person, including psychological harm and any other damage to a person.

Disclosure(s)/Disclosable matters – Refers to information provided by a whistleblower who has reasonable grounds to suspect misconduct, an improper state of affairs or circumstances, or breach of the law. It can include conduct that contravenes the Corporations Act, the *Australian Securities and Investments Commission Act 2001 (Cth)*, constitutes an offence against another Commonwealth law that is punishable by imprisonment for 12 months or more, represents a danger to the public or the financial system, or is prescribed by the Corporations Regulations 2001 (Cth). To qualify for protection, the whistleblower must have reasonable grounds to suspect that the information they will disclose indicates misconduct. It does not include personal work-related grievances (as defined in this policy).

Eligible recipient – Refers to the person an eligible whistleblower must make their qualifying disclosure to, to qualify for protection. These include the VCEA Whistleblower Protection Officer, specific directors, the Company Secretary or the auditor or a member of the audit team of VCEA, ASIC, the Australian Prudential Regulatory Authority (APRA), a Commonwealth body nominated for this purpose in the Regulations (not including the ACNC) or a legal practitioner if someone is seeking legal advice about whether the protections will apply to them.

Eligible whistleblower or whistleblower – A person eligible to make a qualifying disclosure to an eligible recipient, including an officer, employee, volunteer or an individual or an employee of a person who supplies services or goods to VCEA, a relative or dependant of such an officer, employee or supplier, or a dependant of the officer, employee or supplier's spouse.

Misconduct – Conduct by a person or persons connected with VCEA which the whistleblower has reasonable grounds to suspect:

- is a systemic, wilful or serious breach of the law as it relates to VCEA, or its internal policies
- poses a significant or serious threat to the health and safety of workers
- involves a serious mismanagement of VCEA's resources
- involves victimisation of someone for reporting a disclosable matter
- involves an instruction to cover up or attempt to cover up serious wrongdoing
- interferes with an impending internal or external audit process
- is unethical, and a breach of a VCEA Code of Conduct for Employees, the Code of Conduct for Board and Board Committee members or generally a serious risk to the reputation or financial wellbeing of VCEA
- is dishonest, fraudulent, corrupt, negligent or illegal (including theft, drug sale/use, criminal damage etc.)
- is in breach of Commonwealth or state legislation or local authority by-laws
- is conduct that may cause financial or non-financial loss to a VCEA workplace or otherwise detrimental to the interests of VCEA.

Qualifying disclosure – The following types of misconduct may be a qualifying disclosure:

- suspicious behaviour involving payroll
- work practices that are unsafe

- inappropriate electronic material or use of computers to circulate inappropriate material
- suspicious behaviour involving school/services funds.

Disclosures that are not about ‘disclosable matters’ do not qualify for protection under the Corporations Act.

A report of misconduct solely about a personal work-related grievance such as bullying, harassment or discrimination is not generally covered by whistleblower protections. A personal work-related grievance includes:

- an interpersonal conflict with another employee
- a decision about your employment, transfer, or promotion
- a decision about the terms and conditions of your employment
- a decision to suspend or terminate your employment or otherwise discipline an employee.

Reasonable grounds – More than suspicion and would usually require some factual basis that indicates misconduct.

Whistleblower Investigation Officer – The person who may be appointed, either internally or externally, by the Whistleblower Protection Officer to conduct an investigation into qualifying disclosures made by whistleblowers.

Whistleblower Protection Officer – The Legal Counsel (or in their absence the Company Secretary) who, by their role, is appointed by VCEA to receive whistleblower qualifying disclosures and protects the interests of whistleblowers in accordance with this policy.

Whistleblower protections – The protections provided to whistleblowers to enable them to come forward to report misconduct without fear of retribution or personal detriment.

Related policies and documents

- Whistleblower Procedure (see below)
- Code of Conduct for Employees
- Code of Conduct for Board and Board Committee members
- Complaints and Grievances Policy
- Conflict of Interest Policy – Board and Board Committees
- Declaration of Interests Policy
- Related Party Policy
- Risk Management Policy and Framework

Legislation and standards

- [ACNC Whistleblower Fact Sheet](#)
- [ASIC Whistleblower Instrument](#)
- [Australian Securities and Investments Commission Act 2001 \(Cth\)](#)
- [Corporations Act 2001 \(Cth\)](#)
- [Corporations Regulations 2001 \(Cth\)](#)

Policy information

Accountable executive	Chief Executive Officer
Policy owner	Company Secretary
Approving authority	VCEA Board
Assigned Board Committee	Finance, Risk and Audit Committee
Original approval date	18.07.2023
Risk rating	High
Date of next review	March 2027
Date revised	25.03.2024
Version	V2.0
Publication	VCEA website and Intranet

Whistleblower Procedure

Making a disclosure

A disclosure can be made either verbally or in writing, noting that disclosures can be made confidentially, securely and outside business hours. They can also be made anonymously and still be protected under the Corporations Act.

Disclosures of misconduct must only be made to a person authorised by VCEA to receive whistleblower information (the Whistleblower Protection Officer). This is to ensure that any disclosure is handled in accordance with the requirements and the whistleblower is covered by the protections outlined in this policy. At VCEA, the role of Whistleblower Protection Officer is held by the Legal Counsel.

Handling and investigating a disclosure of misconduct

Following receipt of a qualifying disclosure, the Whistleblower Protection Officer, or another person authorised by VCEA to receive such disclosures, will take steps to ensure the time and place for receiving the disclosure is appropriate.

VCEA will consider any disclosure made in good faith.

All qualifying disclosures will be investigated promptly with objectivity and procedural fairness.

All reports and investigation procedures will be dealt with promptly.

The Whistleblower Protection Officer may appoint a Whistleblower Investigation Officer to conduct the investigation. This will be a decision of the Whistleblower Protection Officer and will depend on the nature and extent of the allegation(s) contained in the disclosure. The whistleblower will be kept informed of the progress and outcome of the investigation by the Whistleblower Protection Officer, subject to privacy considerations of the individuals involved in the investigation.

The person conducting the investigation will prepare a report for the Whistleblower Protection Officer.

The Whistleblower Protection Officer will provide the report to the relevant decision-maker at VCEA, or the school/service where relevant, who will make a final decision in relation to the recommended findings and actions to be taken, if any.

The Whistleblower Protection Officer will inform the whistleblower of the outcome of the investigation.

Investigation report

The investigation report will provide a summary of the facts of the disclosure and of the investigation. It will also provide recommendations as to findings of whether any allegation is substantiated or unsubstantiated and may also provide recommendations on actions, if any, that may be taken accordingly.

Decision-making

The investigation report will be provided by the Whistleblower Protection Officer to the relevant decision-maker at VCEA, who will make a final decision in relation to the recommended findings and actions to be taken, if any. In circumstances where the investigation is conducted by a Whistleblower Investigation Officer, the investigation report will also be provided to the Whistleblower Protection Officer.

The Whistleblower Protection Officer will inform the whistleblower of the outcome of any investigation and retain a coordinating role in monitoring the implementation of any decided actions.

Procedures approved by	Company Secretary
Approval date	13.03.2024
Version	1.0
Original approval date	13.03.2024
Date of next review	March 2027