

Policy

Whistleblower

1. Introduction

Neuroscience Research Australia (NeuRA) and the Mindgardens Neuroscience Network (**the Institute**) is committed to the highest standards of conduct and ethical behaviour, research integrity and good corporate governance and to operating:

- Legally and in accordance with applicable legislation and regulations;
- Properly, in accordance with organisational policy and procedures; and
- Ethically, in accordance with recognised ethical principles.

This commitment includes:

- a) Supporting Whistleblowers (defined at clause 5.1) to report Reportable Conduct (defined at clause 6) involving the Institute's activities, including its scientific research;
- b) Ensuring that any Whistleblower who makes a report under this Whistleblower Policy (**Policy**) to assist in maintaining the legal, proper and ethical operations of the Institute, can do so:
 - Anonymously if they wish;
 - Without fear of intimidation, disadvantage or reprisal; and
 - Without being penalised in any way.

Directors, Officers and Staff of the Institute are required to cooperate with this commitment by maintaining legal, proper and ethical operations, and if necessary, by reporting non-compliant actions by others.

2. Purpose

The purpose of this Policy is to:

- Ensure the Institute maintains the highest standards of ethical behaviour and integrity;
- Define who can make a protected disclosure (Whistleblowers);
- Define matters about which a protected disclosure can be made;
- Identify who can receive a protected disclosure (Eligible Recipients);
- Encourage the reporting of matters that may cause harm to individuals, or financial or non-financial loss to the Institute, or damage to the Institute's reputation;
- Establish a process for the Institute to deal with reports from Whistleblowers;
- Ensure the Institute protects the identity (including the disclosure of information that could lead to the identity) of a Whistleblower;
- Provide for the secure storage of the information provided by Whistleblowers under the Institute's processes; and
- Protect Whistleblowers against detrimental conduct.

3. Scope

This Policy applies across the Institute, which includes Neuroscience Research Australia (NeuRA) and the Mindgardens Neuroscience Network.

4. Definitions

Designated Board Member

The Board has appointed the Chair of the Finance Risk Audit and Compliance Committee as its preferred recipient of Reportable Conduct. The current Designated Board Member is listed in Appendix B.

Detriment

Detriment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. Detriment does not include managing unsatisfactory work performance or action that is reasonably practicable for the Institute to take for the purpose of protecting a whistleblower from detriment.

Director	A person who holds a role as a Company Director for one of the companies within the Group comprising the Neuroscience Research Australia (Mindgardens Neuroscience Network) Board, the NeuRA Foundation Board, or the Schizophrenia Research Institute Board.
Officers	A person who holds a position of authority at the Institute and has responsibility for the performance of its duties. Officers are members of Board Committees including the NeuRA Governing Council and executive staff including the CEO, Deputy Director, COO, Foundation Director, Finance Controller, Chair of Research Committee and Company Secretary.
Senior Managers	CEO, COO, Deputy Director, Foundation Director, Financial Controller, Operations Managers, and Research Committee members.
Staff	Employees, students, honorary and visiting researchers, volunteers and casual/temporary employees.
WPO	Whistleblower Protection Officers, who are senior managers of the Institute, have been designated, authorised and trained by the Institute to receive Whistleblower disclosures.

5. Whistleblowers and Protection

5.1. What is a Whistleblower?

A Whistleblower is a person who wishes to make, attempts to make, or makes a report of Reportable Conduct in accordance with this Policy **and**

- a) Is, or has been, an associate, Director, Officer, Staff, supplier, tenderer or other person, paid or unpaid, who has business dealings with the Institute; **or**
- b) Is a relative, spouse or dependent of a person listed in (a) above.

5.2. What Protections are afforded to Whistleblowers at the Institute?

Anonymity and Confidentiality

A Whistleblower is not required to disclose their identity to receive Whistleblower protections under this Policy, but must make a report of Reportable Conduct in accordance with this Policy. However, if a Whistleblower remains anonymous, it may be more difficult for the Institute to investigate and address or correct the misconduct.

The identity of a Whistleblower, including information that is likely to lead to identification of the Whistleblower, must not occur unless:

- The consent of the Whistleblower is obtained; or
- The disclosure is allowed or required by law (for example, to the Australian Federal Police or to a lawyer to get legal advice relating to whistleblower protections)

Where anonymity has been requested, the Whistleblower is also required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

Detrimental Conduct is Prohibited

The Institute will ensure that if a Whistleblower discloses or reports Reportable Conduct, the Whistleblower will not suffer any Detriment on account of those actions, providing that those actions:

- a) Are based on reasonable grounds; and
- b) Conform to the designated procedures outlined in this Policy.

The Institute will take all reasonable steps to protect Whistleblowers from Detriment and will take action where it considers appropriate.

Compensation

A Whistleblower or other stakeholder may seek compensation or other remedies through the courts if:

- The Institute fails to take reasonable precautions and exercise due diligence to prevent detriment; and
- They suffer loss, damage or injury because of a disclosure

The Institute encourages any person who believes that they have a claim for compensation to seek independent legal advice.

Protections

A Whistleblower is immune from:

- a) Civil liability, for example and legal action against them by the Institute for breach of employment contract, confidentiality, or any other contractual obligation. This does not include protection from possible prosecution for making false disclosure.
- b) Criminal liability, for example prosecution of the Whistleblower for unlawfully releasing information. This does not include protection from possible prosecution for making a false disclosure.
- c) Administrative liability, for example any disciplinary action brought about as a consequence of the Whistleblower making the disclosure.

For the avoidance of any doubt, the liability protections do not grant immunity to any whistleblower for any misconduct that they may have engaged in that is revealed in their disclosure.

6. What is Reportable Conduct?

Reportable Conduct is:

- Conduct which is dishonest, fraudulent or corrupt, including financial fraud or bribery;
- Illegal activity including but not limited to theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- Official misconduct or maladministration;
- Unethical conduct or conduct in serious breach of the Institute's policies, including but not limited to dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching the Institute's Code of Conduct or other policies or procedures;
- Conduct that could be damaging to the Institute, an Institute employee or a third party, including but not limited to unsafe work practices, environmental damage, health risks or abuse of the Institute property or resources;
- Conduct which amounts to an abuse of authority;
- Conduct which may cause financial loss to the Institute, damage its reputation or be otherwise detrimental to the Institute's interests;
- Conduct which involves harassment, discrimination, bullying or victimisation; or
- Conduct which involves any other kind of serious impropriety, including but not limited to serious and substantial waste of public resources, practices endangering the health or safety of employees, stakeholders or the general public, practices endangering the environment and research misconduct.

Reportable Conduct does not include personal work-related grievances, employee management or performance management related matters. Personal work-related grievances include, but are not limited to, interpersonal conflicts between the Whistleblower and another employee, or a decision relating to the engagement, transfer or promotion of the Whistleblower. Such work-related grievances generally have implications for that person personally, and that do not have broader implications for the Institute. Grievances should be dealt with as detailed in the Institute Grievance Policy.

Anyone who deliberately makes a false disclosure or report may be the subject of disciplinary action by the Institute.

7. Reporting

7.1. To Whom Can A Whistleblower Report?

If you become aware, on reasonable grounds, of any issue or behaviour that amounts to Reportable Conduct and you wish to report your concerns, then you must report that concern to an Eligible Recipient.

An Eligible Recipient is:

- A Director of the Institute Board or subsidiary Boards;
- An Officer or a Senior Manager
- A Whistleblower Protection Officer (**WPO**) with authority to receive protected disclosures;
- The Institute's Auditor; or
- The authorities responsible for the enforcement of the law in the relevant area.

A Whistleblower Protection Officer must be a senior manager of the Institute, designated, authorised

and trained by the Institute to receive Whistleblower disclosures. If you wish to report Reportable Conduct, the Institute encourages you to report your concerns to our designated WPOs because of their familiarity with this policy. However, if you would prefer you may report your concerns to any other Eligible Recipient.

An Eligible Recipient who is not a WPO is required to notify the WPOs of the report within 2 business days. If the Reportable Conduct concerns the WPOs, the Eligible Recipient must notify the CEO, the Designated Board Member or the Chair of the Company Board of the report.

Within 2 business days of the Institute receiving a report, acknowledgement will be provided to the Whistleblower by the WPO.

The contact details for the Institute's designated WPOs and Designated Board Member and the Chair are set out in Appendix B.

7.2. Will the Institute Protect Me If I Disclose Reportable Conduct To A Member Of Parliament Or A Journalist?

Protection will only be offered by the Institute to any Whistleblower who informs a Member of Parliament or journalist of concerns about Reportable Conduct if the disclosure falls within the Public Interest Disclosure and Emergency Disclosure criteria below.

Public Interest Disclosure

To receive 'Public Interest Disclosure' protection under this Policy, the Whistleblower must satisfy the following:

- The Whistleblower has previously made a report regarding the Reportable Conduct to an Eligible Recipient; and
- The Whistleblower has previously reported the Reportable Conduct to either ASIC or APRA; **and**
- At least 90 days have passed since the report was made; and
- The Whistleblower does not have reasonable grounds to believe that action is being, or has been taken to address the report; and
- The Whistleblower has reasonable grounds to believe that making a further report would be in the public interest; and
- After 90 days have passed since the disclosure, the Whistleblower provides written notification to the Company Chairman, CEO or WPOs that:
 - (i) Includes sufficient information to identify the previously made report; **and**
 - (ii) Clearly states that the Whistleblower intends to make a public interest disclosure; **and**
- The information disclosed is no greater than necessary to inform the Member of Parliament or journalist of the misconduct or the otherwise improper state of affairs.

Emergency Disclosure

A Whistleblower will be offered protection under this Policy for 'Emergency Disclosure' if the following criteria are satisfied:

- The Whistleblower has previously reported the Reportable Conduct to an Eligible Recipient; **and**
- The Whistleblower has previously reported the Reportable Conduct to either ASIC or APRA; **and**
- The Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of a person, persons, or the environment; **and**
- The Whistleblower provides the Eligible Recipient and ASIC or APRA (as appropriate) with written notification of the Reportable Conduct which includes sufficient information to identify the previous disclosure and states the Whistleblower intends to make an emergency disclosure; **and**
- The emergency disclosure is made to a Member of Parliament or a journalist; **and**
- The information disclosed is no greater than necessary to inform the Member of Parliament or journalist of the misconduct or the otherwise improper state of affairs.

7.3. Will the Institute Protect Me If I Disclose Reportable Conduct On Social Media Or To Someone Other Than An Eligible Person?

No, to be protected by the Institute, a Whistleblower must make any reports of Reportable

Conduct to an Eligible Recipient in accordance with this Policy.

7.4. How Should A Report Be Made?

Where possible a report of Reportable Conduct should be in writing and should contain, as appropriate, details of:

- The nature of the alleged breach;
- The person or persons responsible for the breach;
- The facts on which the Whistleblower's belief that a breach has occurred are based; and
- The nature and whereabouts of any further evidence that would substantiate the Whistleblower's allegations, if known.

7.5. What Other Information Should A Whistleblower Receive?

Any Whistleblower who makes a report of Reportable Conduct in accordance with this Policy must be informed that:

- The Institute will take all reasonable steps to ensure that the Whistleblower will not be disadvantaged for making such a report;
- The Whistleblower can remain anonymous and still receive protection under this Policy; and
- If the Whistleblower is involved in the reported misconduct, their involvement will not necessarily be excused because they have disclosed the Reportable Conduct. However, the fact the Whistleblower has reported the misconduct will be taken into account when determining any actions to be taken against them.

8. Investigation of Reportable Conduct

The Institute must investigate all matters reported under this Policy.

The WPO will safeguard the interests of the Whistleblower who makes a report under this Policy. Disclosures of Reportable Conduct will be referred to the WPO who will assess whether a disclosure falls within the scope of this Policy.

The WPO may only dismiss the Whistleblower's complaint, if on reasonable grounds, the WPO has a high degree of confidence there is no substance to the complaint, or that the reported disclosure has previously been investigated and that a new investigation will not be undertaken.

The WPO must report to the CEO and Designated Board Member whenever any Reportable Conduct has been dismissed.

On receiving a report of Reportable Conduct, the WPO must, with the Whistleblower's consent:

- a) Notify the CEO;
- b) If the CEO is implicated in the disclosure, notify the Chair of the Board; or
- c) If the Chair of the Board is also implicated in the disclosure, then the WPO has the authority to move directly to 7(d);
- d) Appoint an independent, external expert to investigate the reported breach (**Investigator**). The Investigator will carry out or supervise the investigation of reports made under this Policy, either in conjunction with the WPO or separately.

8.1. Reports concerning the CEO, Chair and WPO

If a report of Reportable Conduct involves the CEO, Chair or WPO (or all three representatives), the matter will be directed to another Director of the Company Board for Investigation and further action.

8.2. Investigations

The WPO will ensure the terms of reference provided to the Investigator include:

- All relevant questions relating to the investigation;
- Ensuring the scale of the investigation is in proportion to the seriousness of the allegation(s);
- Allocation of sufficient resources;
- A requirement that confidentiality of all parties, including witnesses, is maintained;
- A requirement that procedural fairness be applied to all parties;
- A requirement that strict security is maintained during the investigative process;
- A requirement that information obtained is properly secured to prevent unauthorised access;
- A requirement that all relevant witnesses are interviewed and documents examined;
- A requirement that contemporaneous notes of all discussions, phone calls and interviews must be made; and

- A requirement that the Findings comply with clause 8 of this Policy.

Where appropriate, assuming the identity of the Whistleblower is known, the Whistleblower will be kept informed of the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation must 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 anonymity has been requested, the Whistleblower is required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

9. Findings

A report of findings must be prepared by the Investigator and provided to the WPO when an investigation is complete. This report must include:

- The allegations;
- A statement of all relevant findings of fact and the evidence relied upon to reach conclusions on each allegation;
- The basis for each conclusion reached (including the damage caused, if any, and the impact on the organisation and other affected parties) and their basis;
- Recommendations based on those conclusions to address any wrongdoing identified and any other matters arising during the investigation.

The WPO will review the findings and make recommendations to the CEO and/or the Chair for review. If the investigation concerns both the CEO and the Chair, the WPO will make recommendations to the Designated Board Member or another director.

The outcome of this review will be examined and endorsed by the Company Board's Finance, Risk, Audit and Compliance Committee before implementation of any actions.

10. Reporting to other bodies

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

11. Breach of this Policy

Any breach of this Policy will be taken seriously and may result in disciplinary action (including termination of employment).

12. Legal Framework

This Policy is in accord with the Corporations Act 2001 as amended by the *Treasury Laws Amendment (enhancing whistleblower Protections) Bill 2018*.

13. Review

This policy will be reviewed five years after approval, in accordance with the Institute policy.

14. Acknowledgements

This policy is based on the draft policy prepared by the Association of Australian Medical Research Institutes (AAMRI) for adoption and use by its members.

15. Links

Policy Hierarchy link	The Institute Code of Conduct The Institute Policy for the Responsible Conduct of Research The Institute Grievance Policy
Associated Documents	Treasury Laws Amendment (Enhancing Whistleblower Protections) Bill 2018 Corporations Act 2001 ASIC Regulatory Guide 270: Whistleblower Policies

The Institute reserves the right to change this policy at its discretion from time to time by posting revisions on the intranet and notifying all staff via email. This policy, as amended, applies from the date of Board approval of those amendments. The contents of this policy are intended to be guidelines only. This policy is not intended to, and does not create any contractual or other legal rights in or on behalf of any party.

Appendix A: Approval & Document History

Document No	Responsible Officer	Approved by	Review Date
COM4	CEO	Company Board	5/8/24

Version	Approved by	Approval Date	Sections modified
1.0	Company Board	5/8/19	Policy created.
1.1	Executive Committee	5/12/19	Revisions to clarify: Scope; consistent use of Protected Disclosure; clarification what is and is not a Protected Disclosure; and reporting to the Board.
1.2	Executive Committee	9/1/20	Revisions to comply with ASIC Regulatory Guide 270: updated definitions; reportable conduct; to whom a whistleblower can report; links. New sections: Compensation; Protection
1.3	Executive Committee	5/3/20	Revision to 7.2 Public Interest Disclosures and Emergency Disclosures to specify reporting to ASIC or APRA.

Appendix B:

Designated Whistleblower Protection Officers

Whistleblower Protection Officers (**WPO**) are senior managers of the Institute, who are designated, authorised and trained by the Institute to receive Whistleblower disclosures.

The Institute's WPOs are:

Ms Deborah McKay JP
Administration and Compliance Manager
02 9399 1676
d.mckay@neura.edu.au

Dr Kate Johnston PhD
Chief Operating Officer
02 9399 1668
k.johnston@neura.edu.au

Designated Board Member

Board members of the Institute, who are designated, authorised and trained by the Institute to receive Whistleblower disclosures are:

Dr Jennifer Alexander MBBS MPH MCom
Chair, Finance Risk Audit and Compliance Committee; and
Director, Neuroscience Research Australia
0418 672 491
alexja@bigpond.com

Mr John Grill AO
Chairman, Neuroscience Research Australia
0425 264 297
john.grill@worley.com

Auditor

The company auditor is designated and authorised by the Institute to receive Whistleblower disclosures. The auditor is:

Warwick Shanks
Managing Partner, Wollongong
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