



## **1. POLICY AND PURPOSE**

Yarra Trams is committed to providing avenues for all its officers, employees, contractors, suppliers and consultants to report dishonest, corrupt and illegal practices and all behaviour which is contrary to Yarra Tram's values and policies.

This policy is based on Yarra Tram's commitment to its organisational values including its core value of Zero Harm, in which all officers, employees, contractors, suppliers and consultants feel free to raise concerns about conduct, which may be in breach of this policy, without being subject to victimisation, harassment, discriminatory or detrimental treatment.

Yarra Tram's wants to ensure that its officers, employees, contractors, suppliers and consultants can report conduct where the person making the disclosure has reasonable grounds to suspect that Reportable Conduct has or may occur, knowing they will be protected, and all parties involved treated fairly and afforded due process.

By providing effective avenues for reports to be made, every officer, employee, contractor, supplier and consultant is able to voice serious concerns about conduct which they suspect to be illegal, fraudulent, corrupt or improper on a confidential basis and without fear of reprisal, dismissal or discriminatory treatment.

This Policy explains how you can report such concerns, how they will be investigated, what you can expect, and other sources of information that may be helpful to you in reporting your concern.

## **2. AVAILABILITY OF THIS POLICY**

This Policy is made available on Yarra Tram's CDMS, accessible via the Yarra Tram's intranet, and available publicly at [www.yarratrams.com.au](http://www.yarratrams.com.au).

## **3. DEFINITIONS**

**Yarra Trams** means KDR Victoria Pty Ltd (ACN 138 066 074);

**Policy** means this Whistleblower Policy;

**Reportable Conduct** has the meaning given to it in section 5;

**Reporting Person** means any person who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with any Reportable Conduct, and includes a current and former:

- a. officer of Yarra Trams;
- b. employee of Yarra Trams;
- c. individual who supplies services or goods to Yarra Trams, whether paid or unpaid;
- d. employee or subcontractor of a person that supplies services or goods to Yarra Trams;
- e. individual who is an associate of Yarra Trams;
- f. relative of an individual referred to in any of paragraphs (a) to (e); and
- g. dependant of an individual referred to in any of paragraphs (a) to (e), or of such an individual's spouse.



**Whistleblower Protection Officer (WPO)** means a person appointed by Yarra Trams as the whistle blower protection officer to protect and safeguard the interests of a Reporting Person under this Policy. WPO's are set out in section 7 of this Policy and their role further detailed in section 12 of this Policy; and

**Whistleblower Information Officer (WIO)** means a person appointed by Yarra Trams as the whistle blower investigation officer to conduct investigations into a report received from a Reporting Person, who is independent of the area of business being investigated and is appointed by the WPO. The role of the WPO is further detailed in section 12 of this Policy.

#### 4. WHO DOES THE POLICY APPLY TO?

This Policy applies to Reporting Persons as set out in section 3 of this Policy.

#### 5. WHAT SHOULD BE REPORTED UNDER THIS POLICY?

All dishonest, corrupt and illegal actions or practices are **Reportable Conduct** and should be reported.

Example which may constitute Reportable Conduct include:

- a. misconduct, or an improper state of affairs occurring at Yarra Trams, including:
  - dishonest, fraudulent, corrupt or unlawful conduct or practices, including theft, drug use or sale, violence or threatened violence and criminal damage against property;
  - the harassment of, intimidation of or bullying of any person;
  - misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting practices;
  - conduct or any proposed conduct which may breach the provisions of any competition or corporations law in any jurisdiction in which Yarra Trams operates;
  - conduct within Yarra Tram's control which may present a significant environmental hazard or a breach or potential breach of environmental laws;
  - conduct which may increase the risk of injury to any person or persons or a threat to their health, which has been reported to management but not acted upon,
- b. conduct that is an offence against or in contravention of any provision of any of the following:
  - Corporations Act 2001;
  - the ASIC Act;
  - Banking Act 1959;
  - Financial Sector (Collection of Data) Act 2001;
  - Insurance Act 1973;
  - Life Insurance Act 1995;
  - National Consumer Credit Protection Act 2009; or
  - Superannuation Industry (Supervision) Act 1993
- c. Conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- d. conduct that represents a danger to the public or the financial system; or
- e. information that indicates a significant risk or danger to public safety or the financial system.



## 6. CONDUCT WHICH IS EXCLUDED UNDER THIS POLICY

Whilst Yarra Trams encourages everyone to report any concerns to Yarra Trams, not everyone nor all concerns or conduct are intended to be covered by this Policy.

For example, if you are a passenger, passenger complaints are not covered by this Policy and should be referred to the Department of Transport customer feedback function.

Personal work-related grievances are not intended to be covered by this Policy. If you wish to report such matters, please raise these with the Human Resources function of Yarra Trams or your manager. Personal work-related grievances may include:

- a. an interpersonal conflict between the discloser and another employee;
- b. a decision that does not involve a breach of workplace laws;
- c. a decision about the engagement, transfer or promotion of the discloser;
- d. a decision about the terms and conditions of engagement of the discloser; or
- e. a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

If your matter concerns conduct which is excluded under this policy and therefore is an undisclosable matter for the purposes of the Corporations Act, you will not qualify for the protections afforded by the Corporations Act.

Note, a Reporting Person can still qualify for protection even if their disclosure turns out to be incorrect.

## 7. HOW TO REPORT UNDER THIS POLICY

A Reporting Person should have reasonable grounds to suspect Reportable Conduct has occurred or is about to occur. All reports under this Policy are treated seriously and will be investigated appropriately, and may be reported either internally or externally by the Reporting Person.

Reportable Conduct may be reported by a Reporting Person in a number of different ways, including:

- a. WPO

A Reporting Person may directly contact a WPO. The WPO contacts are below, and the WPO will assign a WIO to assess and where appropriate, investigate your report:

- General Counsel
- A person holding the position of Chief

- b. Through Whispli which can be accessed through the Ding! application and the Yarra Trams website

- c. Other Eligible Recipients (**OER**)

There are other individuals or organisations who may receive whistleblower reports and are required to handle such information in accordance with this Policy.

A person may contact an OER which includes the following:

- directors, members of the executive or senior managers of or the Company Secretary of Yarra Trams;



- an auditor or member of an audit team conducting an audit of Yarra Trams;
- Australian Securities and Investments Commission (ASIC);
- Australian Prudential Regulation Authority (APRA); or
- legal practitioner (only where disclosure is for the purpose of obtaining legal advice or legal representation).

Please view each respective organisations website (for Yarra Trams and each of ASIC and APRA) for current contact details of each OER.

If making a report to an OER, Yarra Trams is not able to outline the process an external party may undertake once the report is made. Ultimately all reports received by OERs will be referred to a WPO unless there are exceptional circumstances. Yarra Trams recommends you make your report via one of the other methods outlined above or seek the advice of the OER.

Public interest disclosures and emergency disclosures may only be made to parliamentarians or journalists in limited circumstances. Critically, you must have previously disclosed Reportable Conduct to ASIC, APRA or a prescribed body and written notice to the body should be provided to the body to which the disclosure was made, and for a public interest disclosure, at least 90 days must have passed since the previous disclosure was made.

## **8. WHAT HAPPENS AFTER A REPORT IS MADE?**

### **1.1. Notifying the WPO of the report**

The person to whom the report is made is to notify the WPO about the report.

If a report is made to Whispli, the report will be provided to the WPO.

If you have made your contact details known, Yarra Trams will contact you to discuss how you would prefer your identity information handled, which may include keeping your identity confidential or remaining anonymous. You may choose anonymity when making a disclosure, during the investigation and after the investigation. You may also refuse to answer questions that you feel could reveal your identity at any time. Further information on confidentiality is contained in section 11 of this Policy.

A Reporting Person will be provided with regular updates (should you provide some form of contact details) and the frequency of the updates may vary depending on the Reportable Conduct.

### **1.2. Assigning a WIO to investigate the report**

Once the WPO receives the report, the WPO will, if satisfied prima facie the report contains details of Reportable Conduct, assign the report to the relevant WIO. The WIO will be a person who is independent of the area of the business being investigated.

### **1.3. WIO investigates the report**

Once the WIO receives the report from the WPO, the WIO reviews the report and conducts an investigation.

An investigation by the WIO will usually involve the WIO talking to the person who has made the report (or their representative) about the report.



The WIO can also speak with any other employee or officer of Yarra Trams in the course of the WIO's investigation. The WIO can also obtain and review any materials (including documents and other records) the WIO thinks will be relevant to the WIO's investigation.

The WIO will take into account all information that is or may be relevant to the report.

The WIO will, in the normal course, make a preliminary recommendation on whether a report should be the subject of an investigation with 3 to 4 weeks of the receipt of the report by the WIO. If an investigation occurs, the WIO will, in the normal course, aim to complete the investigation within 12 weeks of the date of receipt of the report by the WIO. Circumstances may however, require a longer period of time and that is in the discretion of the WIO.

### **1.4. WIO makes a finding**

Once the WIO has completed the investigation, the WIO will make a finding about the report including that:

- a. there is none or insufficient evidence of Reportable Conduct; or
- b. there is none or insufficient evidence of Reportable Conduct but process, system or control issues require attention; or
- c. there is evidence of Reportable Conduct.

Methods for documentation and reporting of findings will depend on the nature of the disclosure.

## **9. WHAT HAPPENS TO THE FINDING?**

The WIO will report their findings to the WPO. The WPO will notify the appropriate officers of the finding and together with the appropriate officers, will determine the appropriate response.

Where appropriate, the WPO or Whispli will advise the Reporting Person about the response. Sometimes, it will not be appropriate to provide details of the outcome to the Reporting Person.

Where an internal report has been made through a person other than the Reporting Person, that person will also be advised about the response.

## **10. PROTECTIONS AVAILABLE TO A REPORTING PERSON**

A Reporting Person who makes a report concerning Reportable Conduct in accordance with this Policy is protected under this Policy and by law. Protections available to the Reporting Person include:

- a. Reportable Person not being subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- b. no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the Reportable Person on the basis of the disclosure; and
- c. information is not admissible in evidence against the Reportable Person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Where the Reporting Person is not involved in the Reportable Conduct being reported, Yarra Trams will ensure that no detrimental action is taken against the Reporting Person. Detrimental action includes:



- a. retaliation, dismissal, suspension, demotion, or having your engagement with Yarra Trams terminated;
- b. harassment, threats or intimidation;
- c. discrimination, subject to current or future bias, or derogatory treatment;
- d. injury in employment, and harm including psychological harm;
- e. damage or threats to your property, business, financial position or reputation; or
- f. revealing your Identity as a whistleblower without your consent or contrary to law.

This protection also applies to individuals conducting, assisting or participating in an investigation.

If any action of this kind is taken by a person against the Reporting Person or their family, the Reporting Person should report the conduct immediately to the WPO. You may be entitled to compensation or other remedies through a court if:

- a. you suffer loss, damage or injury because of a disclosure; and
- b. Yarra Trams failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Further, if a Reporting Person believes they have suffered detriment; they may seek independent legal advice or may contract regulatory bodies such as ASIC, APRA or the police.

A Reporting Person may ask the WPO to arrange for relocation or leave of absence while the report is being investigated. In these circumstances, the anonymity of the Reporting Person may be difficult to maintain but the WPO will take reasonable steps to ensure that it is preserved as far as practicable.

Any person who is found to have dismissed, demoted, harassed, discriminated or victimised a Reporting Person will be subject to appropriate disciplinary action, including dismissal.

Please note, a Reportable Person may still be subject to any civil, criminal or administrative liability for the conduct of a Reportable Person revealed by the disclosure.

If you are a Yarra Trams employee, the Employee Assistance Program is accessible and provides free, confidential, support to employees. The Employee Assistance Program may be contacted confidentially on 1300 687 327

## **11. CONFIDENTIALITY**

All reports are treated as confidentially as they can be, with information shared only on a need-to-know basis. If you choose to make a confidential disclosure this can be done through Whispli which will anonymise your complaint and contact details.

A certain level of disclosure is normally needed to conduct an investigation and to follow the principles of natural justice. For example, a person who is the subject of a report needs to be told there is a complaint against them, details of the complaint and provided the opportunity to respond to the complaint.

Yarra Trams may not be able to undertake an investigation if it cannot contact the Reporting Person. However, Yarra Trams will investigate to the fullest extent possible based on the information provided by the Reporting Person.

Yarra Trams may for legal and regulatory reasons, be required to disclose your Identity to lawyers, regulators and or law enforcement authorities.



## **12. ROLES AND RESPONSIBILITIES**

Further information of the role and responsibilities of the WIO and WPO is provided below.

- a. Whistleblower Protection Officer
  - determine whether the report falls within the scope of the Policy;
  - appoint a WIO where an investigation is deemed appropriate
  - protect the interests of reporters;
  - determine whether and how a report should be investigated;
  - ensure investigations are conducted in accordance with this Policy;
  - update reporters on progress and details of outcomes to the fullest extent possible;
  - determine appropriate courses of action to remediate or act on the WIO's investigation report in conjunction with other stakeholders, if appropriate; and
  - make recommendations to prevent future instances of reportable misconduct.
  
- b. Whistleblower Investigative Officer
  - investigate reports in accordance with this Policy;
  - gather documents, information and evidence relating to the report;
  - report concerns in relation to any detrimental conduct to the nominated WPO;
  - take steps to protect or preserve evidence such as documents, materials and equipment;
  - exercise procedural fairness and objectivity during the investigation;
  - maintain comprehensive records of the investigation process;
  - make recommendations to the WPO about how to implement the strategy in relation to how Reportable Conduct can be stopped, prevented and or mitigated in future;
  - make recommendations to the WPO about any appropriate disciplinary actions or contractual actions with respect to any individual; and
  - comply with the directions of the WPO in relation to any further follow up, reporting action and requirements including the implementation of any recommendations.