

# Whistleblower Policy

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## 1 Objectives

The objectives of this Policy are to:

- (a) encourage disclosures of potential or actual misconduct or wrongdoing;
- (b) help deter misconduct and wrongdoing;
- (c) ensure that individuals who make a disclosure under this Policy can do so safely, securely and with confidence that they will be protected and supported;
- (d) ensure that disclosures are dealt with appropriately and on a timely basis;
- (e) provide transparency around The Mutual Bank's framework for receiving, handling and investigating disclosures; and
- (f) meet The Mutual Bank's legal and regulatory obligations, including CPS 510 – *Governance*; CPS 520 – *Fit and Proper*; and Section 1317A1 of the *Corporations Act 2001* (Cth).

This Policy is supported by the *Whistleblower Procedure*, which sets out how **Protected Disclosures** will be assessed, managed and investigated.

## 2 Our Commitments

The Mutual Bank is committed to:

- Encouraging the highest standards of conduct and ethical behaviour;
- Supporting a culture of honesty, integrity, legal compliance and best-practice corporate governance;
- Fostering a culture where people feel safe to speak up if they observe or suspect instances of misconduct or wrongdoing; and
- Supporting disclosers and people who are the subject of disclosures.

## 3 Roles and Responsibilities

Role	Responsibilities
Board of Directors	<ul style="list-style-type: none"> <li>• Ultimately responsible for this Policy.</li> <li>• Understand responsibilities as <b>Eligible Recipients</b>.</li> <li>• Complete Whistleblower training.</li> </ul>
Audit Committee	<ul style="list-style-type: none"> <li>• Ensure policies and procedures are maintained to enable employees to confidentially give information about accounting, internal control, compliance, audit and other matters about which they have concerns.</li> <li>• Ensure the Bank has a process to ensure employees are aware of this Policy.</li> <li>• Review disclosures for trends, themes and emerging risks and ensure these are addressed.</li> </ul>
Executives Head of Internal Audit Corporate Governance Manager	<ul style="list-style-type: none"> <li>• Understand responsibilities as <b>Eligible Recipients</b>.</li> <li>• Ensure this Policy is implemented and Team Members are aware of its requirements.</li> </ul>
Whistleblower Protection Officers	<ul style="list-style-type: none"> <li>• Assess and consider a disclosure to determine whether it qualifies for protection and should be investigated.</li> <li>• Coordinate investigations and reporting.</li> </ul>
Team Members	<ul style="list-style-type: none"> <li>• Comply with this Policy.</li> <li>• Report all instances of misconduct and/or wrongdoing.</li> <li>• Complete Whistleblower training.</li> </ul>

## 4 Who can speak up under this Policy?

The following categories of people are covered by this Policy:

- Current or former employees;
- Current or former officers or Directors;
- Current or former service providers, associates or suppliers and their current or former employees; and
- A spouse, relative or dependent of any of the above people.

A person who falls into one of these categories is called an **Eligible Whistleblower**.

## 5 What can you speak up about?

While The Mutual Bank encourages disclosure of concerns relating to the Bank's operations and the conduct of its employees at any time, only disclosures that meet certain criteria are covered by Whistleblower protections provided by the *Corporations Act* (refer to section 7).

A **Reportable Matter** is a matter where an **Eligible Whistleblower** has reasonable grounds to suspect misconduct or wrongdoing in relation to The Mutual Bank's activities or a state of affairs that is illegal, unethical or improper.

Examples of **Reportable Matters** include:

- Criminal conduct (including fraud, theft, modern slavery, bribery and corruption);
- Behaviour that is dishonest, unethical or that involves harassment, discrimination, victimisation, bullying or other serious impropriety or amounts to an abuse of authority;
- Failure to comply with a legal obligation, including taxation obligations;
- Significant breaches of The Mutual Bank's *Code of Conduct*;
- Acts that conceal misconduct;
- Threatening detriment in response to making a disclosure under this Policy;
- Breaking any law administered by ASIC, APRA or the Commonwealth;
- Mismanagement of the Bank's resources;
- Conduct affecting the fitness or propriety of a Responsible Person under CPS 520 *Fit and Proper*; and
- Activities that represent a danger to the public or the financial system.

### 5.1 Personal work-related grievances are usually not Reportable Matters

Personal work-related grievances are issues that affect employees personally in relation to their employment. These can include:

- Workplace inter-personal conflicts;
- Organisational decisions that do not breach workplace laws;
- Engagement, transfer, promotion decisions or changes to employment terms and conditions; and/or
- Suspension, termination or disciplinary action.

Generally, personal work-related grievances do not constitute a **Reportable Matter** and are therefore not covered by this Policy. They may be covered by other Bank policies, such as the *Code of Conduct* or the *Bullying, Harassment and Discrimination Policy*, and will be managed under the *Employee Concerns and Investigation Procedure*.

However, there are some instances where a personal work-related grievance may be covered by this Policy. These include:

- A mixed report that includes other issues that constitute a **Reportable Matter**;
- A breach of employment or other laws punishable by at least 12 months imprisonment;
- Conduct that represents a danger to the public;
- An issue where the **Eligible Whistleblower** is suffering victimisation, or is threatened with detriment for raising the issue;
- The grievance relates to a systemic organisational issue; or
- The **Eligible Whistleblower** seeks legal advice or representation about the operation of the Whistleblower protections under the *Corporations Act*.

## 5.2 Member complaints are not Reportable Matters

Concerns by a Member about how the Bank has handled a matter, product or a service (that are outside the scope of this Policy) are covered by the [Complaints Policy](#).

## 5.3 False and/or Vexatious disclosures

You will only be protected if you have objectively reasonable grounds to suspect that the information that you disclose is a **Reportable Matter**, therefore you will not be protected if you make a disclosure that you know is false.

Protections will not extend to vexatious complaints.

Action may be taken against an individual who makes a vexatious, deliberately false or malicious disclosure.

# 6 How to speak up

## 6.1 Contact an Eligible Recipient

**Eligible Whistleblowers** may make a disclosure in person, in writing, verbally or by telephone to any of the following **Eligible Recipients**:

Internal	External
<ul style="list-style-type: none"> <li>Member of the Board of Directors</li> <li>Member of the Executive Leadership Team</li> <li>People and Culture Manager (<i>Whistleblower Protection Officer</i>)</li> <li>Head of Internal Audit</li> <li>Corporate Governance Manager (<i>Whistleblower Protection Officer</i>)</li> </ul>	<ul style="list-style-type: none"> <li>External Auditor, member of the Bank's audit team or actuary</li> <li>Australian Securities and Investment Commission (ASIC)</li> <li>Australian Prudential and Regulatory Authority (APRA)</li> <li>Australian Federal Police (AFP)</li> <li>The Commissioner of Taxation</li> </ul>

Their contact details are included at **Appendix A**.

You are encouraged to make a disclosure to a Whistleblower Protection Officer in the first instance, or an internal **Eligible Recipient**.

Employees are also able to make a disclosure through Triline – refer to **Appendix A**.

## 6.2 Make the disclosure

At a minimum, a disclosure should include:

- The name/s of person/s involved;
- A description of the **Reportable Matter**; and
- Relevant timeframes.

The disclosure should be concise and clear, focus on facts and evidence, and be based on first-hand information.

Where possible, you should supply documentary evidence to support the concerns raised. The more information and evidence you can provide, the more effective the process and investigation (if any) is likely to be.

## 6.3 Anonymity

You can choose to remain anonymous when making your disclosure. For example, you could:

- Call 1300 688 825<sup>1</sup>, ask to speak to an internal Eligible Recipient, make a verbal disclosure, and not provide your name;
- Email your disclosure using an alias email address; or
- Send a letter anonymously.

<sup>1</sup> To block caller ID, dial 1831 (or #31# from a mobile) then the number you are calling.

If you wish to remain anonymous, be mindful of using pronouns or including references that could identify you. You should also remove metadata from electronic files and refrain from discussing the matter with others. You do not have to answer questions or provide information if you feel the information could reveal your identity.

Depending on the method of making an anonymous disclosure we may not be able to contact you again about the matter. This means we may not be able to request more information or update you about any investigation or its outcome.

## 7 Criteria for protection

Not all disclosures attract Whistleblowing protections. For a disclosure to be a **Protected Disclosure** it must be:

- made by an **Eligible Whistleblower**;
- to an **Eligible Recipient**; and
- relate to a **Reportable Matter**.

If you are not sure whether you will be protected, you may seek advice from an internal **Eligible Recipient** or obtain legal advice (which will be at your own expense). Disclosures made to legal practitioners will be protected even if the legal practitioner concludes that a disclosure does not relate to a **Reportable Matter**.

If your disclosure doesn't meet the criteria for protection, employees may consider their concerns against the standards of conduct expected of employees as set out in the *Code of Conduct*.

No action will be taken against someone who makes a disclosure that is not confirmed as a **Protected Disclosure**. Refer to Section 5.3 for information on false or vexatious disclosures.

## 8 Protections (and Exclusions)

We understand that you may be concerned about possible repercussions if you speak up. This section explains the protections available (even if it turns out your concerns are mistaken).

There are four general protections:

### 8.1 Protecting your identity and maintaining confidentiality

If you have chosen to disclose your identity, we will handle your disclosure confidentially and take reasonable steps to reduce the risk that you could be identified.

It is illegal for an **Eligible Whistleblower** to be identified, or for information that is likely to lead to the identification of an **Eligible Whistleblower** to be disclosed, except as required by law.

Our practices to protect you include:

- Redacting any personal information in written documents;
- Using gender-neutral terms or pseudonyms;
- Consulting with you, where possible, to help identify aspects of the disclosure that may inadvertently identify you;
- Limiting access to information; and
- Securely storing all relevant documents.

Be aware that your identity may be ascertained by others if you:

- Mention to someone that you have made or are considering making a disclosure; or
- Are one of a small number of people with access to the information being disclosed.

Your written consent will be obtained prior to sharing information received in a **Protected Disclosure** if there is potential that your identity may not be able to be kept confidential. However, under the law, we may be required to disclose your identity to lawyers, regulators, or law enforcement authorities without your consent.

Where the disclosure of confidential information is reasonably necessary for the purposes of investigating the **Reportable Matter**, all reasonable steps will be taken to reduce the risk of breaching the confidentiality your identity.

If you think your identity has been disclosed in breach of this Policy, you should raise the matter with an **Eligible Recipient**.

## 8.2 Liability and Disciplinary Action

Information that is part of a **Protected Disclosure** is not admissible in evidence against an **Eligible Whistleblower** in criminal or civil proceedings, other than in proceedings concerning the falsity of the information.

An **Eligible Whistleblower** who makes a **Protected Disclosure**, subject to legislative exceptions, is not subject to civil, criminal or administrative liability (including disciplinary action).

However, an **Eligible Whistleblower** will not be immune from liability, prosecution or disciplinary action for any misconduct engaged in by the **Eligible Whistleblower** that is revealed in the making of the **Protected Disclosure**.

Deliberate false reporting will be handled under the *Code of Conduct*.

## 8.3 Protection from victimisation or detrimental conduct

It is an offence to engage in conduct, or threaten to engage in conduct, that penalises, victimises or causes detriment to an **Eligible Whistleblower** who has made, or intends to make, a **Protected Disclosure**.

The Mutual Bank will take reasonable steps to protect you from actual or threatened victimisation or detriment as a result of making a **Protected Disclosure**.

Conduct that may be found to be victimisation and/or detrimental conduct includes:

- Dismissal or altering an employee's position or duties to their disadvantage;
- Discrimination, harassment or intimidation;
- Harm or injury to a person, including psychological harm; and/or
- Damage to a person's reputation, business or financial position, or property.

Actions that do not comprise detrimental conduct or victimisation include:

- Reasonable administrative action designed to protect you from detriment (e.g., moving you to another work location); or
- Managing unsatisfactory work performance.

A risk assessment will be completed to reduce the risk of victimisation and help maintain confidentiality.

Detrimental conduct or victimisation should be disclosed to an **Eligible Recipient** for investigation and action where appropriate.

## 8.4 Compensation and other remedies

An Eligible Whistleblower can seek compensation and other remedies through the courts if:

- (a) They suffer loss, damage or injury because of a **Protected Disclosure**; and
- (b) The Mutual Bank failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

# 9 Assessing Disclosures and Determining Next Steps

**Eligible Recipients** should report all disclosures received to a Whistleblower Protection Officer (WPO) unless there are exceptional circumstances, in which case they are encouraged to seek legal advice (at The Mutual Bank's expense).

A WPO will assess and consider the disclosure to determine whether it qualifies for protection and should be investigated.

The Mutual Bank's response to a disclosure will vary depending on the nature of the disclosure and the amount of information provided. Your disclosure may be addressed and resolved informally or through formal investigation.

All **Protected Disclosures** made under this Policy will be de-identified and reported to the Board Chair and the Board Audit Committee, with information redacted as necessary.

## 10 Investigating Protected Disclosures

### 10.1 Investigations generally

Investigations will be coordinated by a WPO and undertaken in accordance with the *Whistleblower Procedure*.

Investigations will be conducted confidentially in an objective and fair manner by an appropriately qualified professional. Individuals and/or teams that are the subject of a **Protected Disclosure** will not be involved in the investigation process.

In situations where the **Eligible Whistleblower** is not able to be contacted and insufficient information is available to undertake an investigation, the WPO may decide to conduct a broad review of the subject matter.

**Eligible Whistleblowers** who can be contacted will be provided with regular updates regarding the investigation in accordance with the *Whistleblower Procedure*.

### 10.2 Findings

A report will be prepared when an investigation is complete and will include:

- Details of the allegations contained in the **Protected Disclosure**;
- Findings of fact and the evidence relied upon; and
- Recommendations to address any wrongdoing identified and any other matters arising during the investigation.

The provision of information about the investigation and its outcomes may be limited by privacy and confidentiality requirements.

All findings will be de-identified and reported to the Board Chair and the Board Audit Committee.

If an **Eligible Whistleblower** is not satisfied with the outcome they may:

1. Contact an **Eligible Recipient** and request a review of the investigation by an independent external consultant to ensure that this Policy and the *Whistleblower Procedure* were followed; or
2. Lodge a complaint with ASIC, APRA or the ATO.

### 10.3 Support

The Mutual Bank will ensure that Team Members who are mentioned in, or are the subject of, a **Protected Disclosure** are fairly treated and afforded natural justice.

## 11 Public Interest and Emergency Disclosures

Public Interest and Emergency Disclosures may only be made where a **Protected Disclosure** has previously been made to ASIC or APRA.

You are encouraged to seek legal advice (at your own expense) before making a Public Interest or Emergency Disclosure.

### 11.1 Public Interest Disclosures

You may make a Public Interest Disclosure where:

- At least 90 days have passed since you made the **Protected Disclosure**;
- You do not believe that action is being, or has been, taken to address the matters raised in the disclosure; and
- You have reasonable grounds to believe that making a further disclosure would be in the public interest.

Prior to making a Public Interest Disclosure, you **must** provide written notification indicating that you intend to make a Public Interest Disclosure to the **Eligible Recipient** who received the **Protected Disclosure** with sufficient information to identify the previous disclosure.

A Public Interest Disclosure may be made to a Member of any Federal, State or Territory Parliament, or a journalist. The extent of the information disclosed in the Public Interest Disclosure can be no greater than is necessary to inform the Member of Parliament or journalist of the **Reportable Matter** contained in the original **Protected Disclosure**.

### 11.2 Emergency Disclosures

If you have previously made a **Protected Disclosure** to ASIC or APRA and you believe that the disclosure concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment, you **must** give the **Eligible Recipient** who received your disclosure written notification that you intend to make an Emergency Disclosure with sufficient information to identify the previous disclosure.

An Emergency Disclosure can be made to a Member of any Federal, State or Territory Parliament, or a journalist. The extent of the information disclosed in the Emergency Disclosure can be no greater than is necessary to inform the Member of Parliament or journalist of the substantial and imminent danger the original **Protected Disclosure** places on the health and safety of the persons involved or the natural environment.

## 12 Audit Committee

The Audit Committee must ensure that the Bank:

- maintains policies and procedures for employees to confidentially give information about accounting, internal control, compliance, audit and other matters about which they have concerns; and
- has a process for ensuring employees are aware of relevant policies and procedures and for dealing with matters raised by employees under these policies.

This Policy is in place to support these requirements.

Information about any disclosures received under this Policy as well as any investigations and findings will be reported to the Audit Committee in a timely manner.

The Audit Committee will review disclosures for trends, themes and emerging risks and ensure these are addressed.

## 13 Policy Accessibility and Training

### 13.1 Policy Accessibility

This Policy will be made available on The Mutual Bank's intranet and website.

### 13.2 Education and Training

Training relating to this Policy is provided to new employees and Directors during the onboarding induction process and to all employees and Directors annually.

Specific training for **Eligible Recipients** is undertaken during their onboarding employment induction and annually thereafter.

Changes to this Policy will be communicated with updated training as appropriate.

## 14 Reporting to APRA

The Mutual Bank will not constrain, restrict or discourage anyone from disclosing information or documents to APRA or from discussing issues with APRA that may be relevant to the management or prudential supervision of The Mutual Bank.



## 15 Definitions

Term	Definition				
Eligible Recipient	<p>A person who can receive a <b>Protected Disclosure</b> regarding a <b>Reportable Matter</b> that qualifies for protection under Whistleblower legislation:</p> <table border="1"> <thead> <tr> <th>Internal</th> <th>External</th> </tr> </thead> <tbody> <tr> <td> <ul style="list-style-type: none"> <li>Member of the Board of Directors</li> <li>An Executive</li> <li>People and Culture Manager (WPO)</li> <li>Head of Internal Audit</li> <li>Corporate Governance Manager (WPO)</li> </ul> </td> <td> <ul style="list-style-type: none"> <li>External Auditor or member of an audit team conducting an audit of the Bank</li> <li>An actuary of the Bank</li> <li>Australian Securities and Investment Commission (ASIC)</li> <li>Australian Prudential and Regulatory Authority (APRA)</li> <li>Australian Federal Police (AFP)</li> <li>The Commissioner of Taxation</li> </ul> </td> </tr> </tbody> </table>	Internal	External	<ul style="list-style-type: none"> <li>Member of the Board of Directors</li> <li>An Executive</li> <li>People and Culture Manager (WPO)</li> <li>Head of Internal Audit</li> <li>Corporate Governance Manager (WPO)</li> </ul>	<ul style="list-style-type: none"> <li>External Auditor or member of an audit team conducting an audit of the Bank</li> <li>An actuary of the Bank</li> <li>Australian Securities and Investment Commission (ASIC)</li> <li>Australian Prudential and Regulatory Authority (APRA)</li> <li>Australian Federal Police (AFP)</li> <li>The Commissioner of Taxation</li> </ul>
Internal	External				
<ul style="list-style-type: none"> <li>Member of the Board of Directors</li> <li>An Executive</li> <li>People and Culture Manager (WPO)</li> <li>Head of Internal Audit</li> <li>Corporate Governance Manager (WPO)</li> </ul>	<ul style="list-style-type: none"> <li>External Auditor or member of an audit team conducting an audit of the Bank</li> <li>An actuary of the Bank</li> <li>Australian Securities and Investment Commission (ASIC)</li> <li>Australian Prudential and Regulatory Authority (APRA)</li> <li>Australian Federal Police (AFP)</li> <li>The Commissioner of Taxation</li> </ul>				
Eligible Whistleblower	<p>A person who falls into one of the following categories:</p> <ul style="list-style-type: none"> <li>Current or former employees;</li> <li>Current or former officers or Directors;</li> <li>Current or former service providers, associates or suppliers and their current or former employees; and</li> <li>A spouse, relative or dependent of any of the above people.</li> </ul>				
Protected Disclosure	<p>A report made by an <b>Eligible Whistleblower</b> to an <b>Eligible Recipient</b> about a <b>Reportable Matter</b>.</p>				
Reportable Matter	<p>A matter where there are reasonable grounds to suspect misconduct or wrongdoing in relation to The Mutual Bank's activities, conduct or a state of affairs that is illegal, unethical or improper. Refer to section 5 for examples.</p>				

## 16 Reference Documents

This policy is to be read in conjunction with:

- *Corporations Act 2001 (Cth)*;
- *Banking Act 1959 (Cth)*;
- APRA Prudential Standard CPS 510 *Governance*;
- APRA Prudential Standard CPS 520 *Fit and Proper*;
- *Whistleblower Procedure*;
- *Code of Conduct*;
- *Fit and Proper Policy*;
- *Bullying, Harassment and Discrimination Policy*;
- *Complaints Policy*; and
- *Fair and Diverse Workplace Policy*.

**APPENDIX A**

<b>ELIGIBLE RECIPIENT CONTACT DETAILS</b>		
<b>Internal contacts – Postal Address: PO Box 2487 Green Hills NSW 2323</b>		
Company Secretary <i>(Whistleblower Protection Officer)</i>	Merran Magill	Call 1300 688 825 to obtain contact details
People & Culture Manager <i>(Whistleblower Protection Officer)</i>	Sarah Hodge	
Head of Internal Audit	Erin Howells	
Board of Directors	Steve Meyn <i>(Board Chair)</i>	
	Deb Mirisch <i>(Audit Chair)</i>	
	Melinda Smith-Coates	
	Steve Martinelli	
	Sharon Howes	
	Scott King	
Chief Executive Officer	Mark Williams	
Acting Chief Financial Officer	Mathew Butler	
Chief Credit Officer	Ken Archer	
Chief of Corporate Services	Felicity Laczina	
Chief Member Officer	Matthew Dunnill	
Chief Risk Officer	Kelly Wyman	
Chief Digital & Technology Officer	Josh Hessel	
<b>External contacts</b>		
Cutcher & Neale <i>(External auditor)</i>	Nick Nancarrow (Partner) 02 4928 8500 130 Parry St, Newcastle West NSW 2302	
Australian Securities and Investments Commission (ASIC)	<a href="http://www.asic.gov.au/about-asic/contact-us/how-to-complain/report-misconduct-to-asic/">http://www.asic.gov.au/about-asic/contact-us/how-to-complain/report-misconduct-to-asic/</a>	
Australian Prudential and Regulatory Authority (APRA)	<a href="https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure">https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure</a>	
Australian Federal Police	<a href="https://forms.afp.gov.au/online-forms/report-a-crime">https://forms.afp.gov.au/online-forms/report-a-crime</a>	
Commissioner of Taxation	<a href="https://www.ato.gov.au/general/gen/whistleblowers/">https://www.ato.gov.au/general/gen/whistleblowers/</a>	