

Whistleblower Policy and Procedure

1. Purpose

The Institute (MIT) is committed to the values of excellence, integrity, accountability and transformational change. In particular MIT expects all senior managers, officers and staff to conduct themselves with honesty, transparency and the highest ethical standards in all aspects of their activities.

2. Scope

This policy and procedure applies to all employees, students, senior managers, officers and the Board of Directors of MIT, and includes any person performing services and or functions on behalf of MIT.

This policy and procedure does not replace existing MIT grievance or conduct and compliance policies and procedures. Generally, activity that is primarily directed at an employee, like harassment or bullying, are personal grievances and fall outside this policy and procedure.

3. Definitions

Term	Definition
detrimental conduct	includes dismissal, injury, harm, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment or damage to a person's property, reputation, financial position connected with making a report.
officer	is a director or the company secretary of MIT.
senior manager	is the CEO and Managing Director of MIT being the people who make, or participates in making, decisions that affect the whole or a substantial part, of the business of the Institute, or who have the capacity to affect significantly the Institute's financial standing.
Protected Disclosure Officer (PDO)	are the Executive Dean and the Group General Manager and any other nominee determined by a senior manager to be appropriately skilled to receive and/or investigate the disclosure.

4. Policy Statement

- 4.1. MIT encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving MIT's businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.
- 4.2. This policy and procedure establishes MIT's processes and protections for the disclosure of a reportable conduct. MIT will comply with the obligations relating to the protection of

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whistleblowers in the *Corporations Act 2001 (Cth)* (**Corporations Act**) and equivalent legislation.

4.3. What is reportable conduct?

A person may make a report under this policy and procedure if they have reasonable grounds to suspect that a MIT director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with MIT has engaged in conduct (**Reportable Conduct**) which:

- is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the MIT *Theft Fraud and Corrupt Conduct Policy and Procedure*;
- is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of MIT policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching MIT *Staff Code of Conduct* or other policies or procedures);
- is potentially damaging to MIT, a MIT employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of MIT property or resources;
- amounts to an abuse of authority;
- is misusing sensitive or confidential information;
- may cause financial loss to MIT or damage its reputation or be otherwise detrimental to MIT interests;
- is victimisation for making or proposing to make a disclosure under this policy;
- involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the *Corporations Act 2001 (Cth)*; or
- involves any other kind of misconduct or an improper state of affairs or circumstances; and
- involves the deliberate concealment of any of the above conduct.

Reportable conduct does not include 'personal work- related grievances'. These are generally grievances relating to a staff member's current or former employment or engagement (or that of their relative or dependent who is a staff member) that have implications for that person personally, and that do not have broader implications for MIT. For example, an interpersonal conflict between staff members, or a decision relating to employment or engagement, such as a promotion or disciplinary action of a staff member. See MIT *Staff Complaint Policy and Procedure*.

4.4. Special Protections

- 4.4.1. Under the Corporations Act there are special protections for whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to MIT or a related body corporate if:

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the whistleblower is or has been:

- an officer, associate or employee of MIT;
- an individual or an employee of a person who supplies goods and services to MIT;
- an individual who is an associate of a MIT Group company;
- a relative, dependent or dependent of the spouse of any individual referred to above;

the report is made to:

- a Protected Disclosure Officer;
- a senior manager or officer of MIT;
- a person determined by a senior manager to be appropriately skilled to receive and investigate a protected disclosure;
- MIT's auditor or a member of the audit team;
- the Australian Securities and Investments Commission (ASIC);
- a legal practitioner for the purposes of obtaining advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to MIT. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the MIT Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

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4.4.2. The protections given by the Corporations Act when these conditions are met are:

- the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
- anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police (AFP) or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

4.4.3. Anonymity

A disclosure may be made anonymously. When making a disclosure a whistleblower is encouraged to share their identity, as it will make it easier to address the disclosure. If a disclosure is anonymous the disclosure will be investigated in the same way, however, there may be some practical limitations in conducting the investigation.

4.4.4. Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- the discloser consents to the disclosure of their identity;
- disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- the concern is reported to ASIC, Australian Prudential Regulation Authority (APRA), or the AFP; or
- the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

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- 4.4.5. A whistleblower should have reasonable grounds to suspect the misconduct or improper state of affairs or circumstances is true. A whistleblower will not be penalised if the information turns out to be incorrect. However, a whistleblower must not make a report they know is not true, or is misleading. Where it is found that a knowingly false report was made, this may be a breach of the MIT *Staff Code of Conduct* and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if a person makes a knowingly false report.

5. Procedure

5.1. How to report

MIT has several channels for making a report if a person becomes aware of any issue or behaviour, which they consider to be Reportable Conduct:

- To ensure appropriate escalation and timely investigation, reports should be made to a Protected Disclosure Officer (PDO).
- Reports may also be posted to MIT at- **The Argus, Level M, 288 La Trobe Street, Melbourne Victoria 3000 Australia** (marked to the attention of the Protected Disclosure Officer).
- While it is MIT's preference that you raise reports with the PDO, it is important to note that under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of the company.
- Where a person is the subject of a disclosure and is also authorised to receive the disclosure, the disclosure should be made to the Chair, Board of Directors, who will appoint an independent external investigator to investigate in accordance with clause 5.2 below.

Reports may be made anonymously but if a person provides their contact details, those contact details will only be provided to the PDO/investigator if the whistleblower consents.

5.2. Investigation of reportable conduct

MIT will investigate all matters reported under this policy and procedure as soon as practicable after the matter has been reported. A PDO may, with the whistleblower's consent, appoint a person to assist in the investigation of a report. Where appropriate, MIT will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

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The investigation will 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.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a PDO or investigator will contact the whistleblower to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, MIT will conduct the investigation and its enquiries based on the information provided to it.

5.2.1. The investigation will include the following steps:

(a) Review of allegations

The PDO will carry out a preliminary review of the disclosure and will decide whether the allegations raised should be investigated. Whilst not all disclosures will necessarily lead to an investigation, they will be assessed and a decision made as to whether they should be investigated. For example, the PDO may decide that the allegations were investigated previously and that a new investigation will not be undertaken.

The PDO will advise the whistleblower of the decision whether to investigate, unless the whistleblower is not contactable.

If the PDO decides that the allegations will be investigated, the PDO will conduct or commission an investigation.

(b) Investigation Process

Investigations will follow a fair process, be conducted in as timely a manner as the circumstances allow and be independent of the person(s) about whom an allegation has been made. The PDO will, as appropriate, provide the whistleblower with feedback on the progress and expected timeframes of the investigation. Provided there are no restrictions or other reasonable bases for doing so, persons against whom an allegation has been made will be informed of the allegation and will have an opportunity to respond to any allegation.

(c) Investigation findings

The investigation may conclude with a report from the PDO or other investigator.

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The report will include findings on the allegations and a summary of the evidence on which the findings are based.

To the extent permitted under applicable laws, the PDO may inform the whistleblower and/or a person against whom allegations have been made by the whistleblower of the findings. Any report will remain the property of MIT and will not be shared with the whistleblower or any person against whom allegations have been made.

5.3. Protection of whistleblowers

- 5.3.1. MIT is committed to ensuring confidentiality in respect of all matters raised under this policy and procedure, and that those who make a report are treated fairly and do not suffer detriment.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under MIT disciplinary procedures.

The Corporations Act and the *Taxation Administration Act 1953* (Cth) (Taxation Administration Act) give special protection to disclosures about breaches of those Acts.

- 5.3.2. MIT will take all reasonable steps to protect whistleblowers from detrimental conduct and will take action it considers appropriate where such conduct is identified. Also all forms of detrimental conduct are strictly prohibited against people who are involved in an investigation of a disclosure in response to their involvement in that investigation. If a whistleblower is subjected to detrimental treatment as a result of making a report under this policy they should inform a protected disclosure officer, officer or senior manager immediately.

- 5.3.3. Subject to compliance with legal requirements, upon receiving a report under this policy, MIT will only share a whistleblowers identity as a whistleblower or information likely to reveal their identity:
- with the whistleblower's consent;
 - if the concern is reported to the Australian Securities and Investments Commission (ASIC), the Tax Commissioner or the Australian Federal Police (AFP); or
 - if the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If MIT needs to investigate a report, it may disclose information that could lead to the whistleblowers identification, but it will take reasonable steps to reduce this risk. Any disclosures of the whistleblower's identity or information likely to reveal their identity will be made on a strictly confidential basis.

5.4. Protection of files and records

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All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or Board directors who need to know to take appropriate action, or for corporate governance purposes) without the whistleblower's consent will be a breach of this policy and procedure.

The Audit and Risk Management Committee will receive copies of all whistleblower reports, and investigators reports from PDO(s). In addition, serious Reportable Conduct will be considered by the PDO for immediate referral to the Chair of the Board of Directors.

5.5. Protected Disclosure Officers role

The PDO's role is to:

- seek to protect whistleblowers from detrimental conduct;
- assist whistleblower's wellbeing;
- maintain the whistleblower confidentiality, where relevant, including as required by law;
- use gender neutral terms when referring to a whistleblower;
- securely store documents (whether electronic or paper) relating to disclosures;
- restrict the number of people who may be made aware of a whistleblower's identity;
- implement measures to prevent information about investigations of disclosures being sent to an email address or printer that can be accessed by other staff;
- remind persons handling investigations of their confidentiality obligations;
- review and consider any complaints of detrimental conduct or any concern that a disclosure has not been dealt with in accordance with this policy and procedure; and
- escalate any matter the Protected Disclosure Officer considers appropriate to the Board of Directors.

5.6. Breach of policy

Any alleged breach of this policy and procedure and the Staff Code of Conduct will be taken seriously and may be separately investigated.

A breach of this policy and procedure may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement).

There are significant penalties for individuals and corporations arising from contravention

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of the Corporation Act and Taxation Administration Acts including civil and criminal liability relating to:

- breach of confidentiality of identity of a whistleblower or
- victimisation or threatened victimisation of a whistleblower.

6. Responsibilities

6.1. The Institute is responsible for training.

The first training program is for 'eligible recipients', which includes senior managers, officers, Protected Disclosure Officers and anyone else authorised to receive disclosures from whistleblowers. This training should cover the process set out in this policy and procedure to respond to disclosures. Special attention should be paid to the importance of protecting the whistleblower's right to anonymity during the investigation, unless they consent to their identity being disclosed.

MIT's auditors, actuaries, tax agents and BAS agents are also 'eligible recipients', and they will be informed of their new obligations under the Act.

The second training program is for all staff. It sets out how the whistleblower regime works under the Act, and how the whistleblower policy provides a process for disclosing and investigating certain matters. It also details the protections that will be provided to eligible whistleblowers.

6.2. MIT Protected Disclosures Officers are responsible for:

- a) Receiving, managing and /or acting on disclosures in accordance with this policy and procedure; and
- b) Ensuring that matters referred to them by supervisors are recorded, assessed, investigated and reported/referred as necessary.

6.3. Supervisors are responsible for:

- a) receiving reports from staff and affiliates who they manage, and
- b) refer disclosures they received to the Protected Disclosures Officer (PDO)

6.4. Staff and affiliates must:

- a) report suspected serious wrongdoing or other misconduct
- b) assist in an investigation of serious wrongdoing if asked to do so
- c) treat any person dealing with or investigating reports of serious wrongdoing with respect
- d) not take detrimental action against any person who has made, intends to make, or is suspected of having made a public interest disclosure.

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The maker of a disclosure must assist in an investigation of serious wrong doing if asked to do so as part of an internal or external investigation.

- 6.5. This policy and procedure cannot be amended without approval of the MIT Board of Directors who will review the policy from time to time to ensure that it remains effective and meets best practice standards and the needs of MIT.

7. Implementation and communication

This policy and procedure will be implemented and communicated via:

- Announcement and inclusion on the Institute's website;
- Staff professional development.

Supporting documents and References

Corporations Act 2001 (Cth)

Taxation Administration Act 1953 (Cth)

Australian Securities Exchange (ASX) Corporate Governance Principles and Recommendations

Public Interest Disclosure Act 2013 (Cth)

MIT Theft Fraud and Corrupt Conduct Policy and Procedure

MIT Staff Code of Conduct

MIT Staff Complaint Policy and Procedure

MIT Student Complaints and Grievances Policy and Procedure

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