



Northcross Christian School

Disclosure Protection Plan (‘Whistleblower Policy’)

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A number of resources have been consulted in preparing this document including materials prepared by the Governance Institute of Australia, the Australian Institute of Company Directors.

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Introduction to Governance Polices

Northcross Christian School is a ministry of Ryde Baptist church. In governance terms, the Directors of Northcross Ltd are accountable to the RBC Elders through the Members of Northcross Ltd. Only members of RBC can apply to become Members of Northcross Ltd. The relationship between RBC and Northcross is summarised in the preamble to the School's Constitution.

It is acknowledged that the commencement of this ministry was a response by the Church to a direct leading by God. As a ministry of the Ryde Baptist Church, Northcross Christian School operates under the spiritual guidance of the Church. The School is accountable to the Church, through the Company, to operate in a way that is consistent with the vision and mission of the Church. (Preamble in Northcross Ltd Constitution Paragraph 2)

RBC and Northcross Ltd are accountable to God for the resources and people he has entrusted to us. They are also accountable to the various laws that apply and to civil regulatory and oversight authorities. RBC and Northcross Ltd seek to be compliant, transparent and accountable in all that we do. Several documents and regulatory frameworks are key to understanding how Northcross Ltd is governed.

1. The Corporations Act (2001)

Role: The Corporations Act provides the legal framework for ALL Australian companies whether for profit or not for profit including companies listed on the Stock Exchange and Northcross Ltd. The Corporations Act outlines a range of important matters such as Director's duties, conflicts of interest, annual general meetings and much more. Breaches of the Corporations Act can incur fines, being banned from acting as a Director and even criminal sanction. Sanctions apply equally to paid and unpaid directors and to for profit and not for profit companies.

2. The Australian Charities and Not-for-Profits Commission (ACNC)

Role: The ACNC was established in 2012 as an independent national regulator of charities and not-for-profits. A public company limited by guarantee is the most common structure used by charities such as Northcross Ltd. There are ongoing obligations which must be met to remain a charity registered with the ACNC in Australia. These obligations include maintaining the not-for-profit status, pursuing charitable purposes, notification of any company changes and responsible person changes, and keeping adequate records. Charities must submit an Annual Information Statement (and for medium and large charities, a financial report) every year. Additionally, charities must comply with the governance standards.

3. Northcross Ltd Constitution

Role: All Australian companies must have a Constitution or use the Replaceable Rules outlined in the Corporations Act (2001). The constitution outlines how Northcross will be governed under the overarching authority of the Corporations Act which it cannot contradict or have precedence over. The Constitution overrides all other governance documents or policies the Board of Northcross Ltd may develop and approve. Any proposed changes to the Northcross Constitution must be put to a vote of Northcross Members at a duly held meeting.

4. Board Charter, Code of Behaviour, Risk and compliance frameworks etc.

Role: From time to time the Board and Management of Northcross Ltd may prepare and approve governance policies such as those outlined above. Some of these documents may be required to meet government funding obligations while others may be expressions of sound governance practice. Once approved such documents carry considerable authority. However, no governance policy or document can have precedence over the Constitution of Northcross Ltd or the Corporations Act (2001) and NESAs (Registered and Accredited Individual Non-government (NSW) Manual).

1 PURPOSE

As a Christian school Northcross Christian School is committed to honouring the name of Christ in all it does. Our Christian faith underpins our ongoing commitment to promoting and maintaining an open working environment in which our Board, employees and contractors are able to report instances of unacceptable, undesirable, unlawful or unethical conduct without fear of intimidation or reprisal.

2 OBJECTIVE

The Northcross Christian School Board is committed to maintaining sound corporate governance through providing a framework for reporting and investigating unacceptable conduct, and ensuring the person raising the report can do so without fear of intimidation or reprisal. In doing so the School will ensure compliance with the requirements of the *Corporations Act 2001* (Cth) (Corporations Act).

3 SCOPE

This Plan applies to all current and former Northcross Christian School:

- Board members,
- Employees,
- Contractors, suppliers and their employees
- Associates
- Spouses, relatives and dependants of any of the above.

These persons are described as ‘**Eligible Whistleblowers**’ in the Corporations Act.

4 DEFINITIONS

In this Plan:

“**Associates**” means an Associate as defined in the Corporations Act, including a related body corporate; and a director or secretary of a related body corporate.

“**Eligible Disclosure Matter**” means information concerning misconduct, or an improper state of affairs or circumstances as defined in the Corporations Act, including:

- An offence under the Corporations Act or other Act listed in the Corporations Act,
- An offence against other Commonwealth law punishable by imprisonment for 12 months or more,
- A danger to the public or financial system.

“**Eligible Disclosure Recipient**” means ASIC, ACNC, Australian Prudential Regulation Authority (APRA), other prescribed body under the Corporations Act, a legal practitioner, the School’s auditor and staff, the Business Manager and Principal, and the School Board.

“Emergency Disclosure” means the disclosure by an Eligible Whistleblower made where there are reasonable grounds to believe that there is a substantial and imminent danger to health and safety or the environment to a Member of Parliament or Journalist in accordance with the requirements of the Corporations Act.

“Protected Disclosure” means the disclosure by an Eligible Whistleblower to an Eligible Disclosure Recipient of an Eligible Disclosure Matter or a Public Interest Disclosure or an Emergency Disclosure.

“Public Interest Disclosure” means the disclosure by an Eligible Whistleblower made where there are reasonable grounds to believe that further disclosure is in the public interest to a Member of Parliament or Journalist in accordance with the requirements of the Corporations Act.

5 WHAT IS UNACCEPTABLE CONDUCT

Northcross Christian School considers any conduct unacceptable which:

- is dishonest, fraudulent or corrupt such as falsification of records, contracts or data, adopting questionable or improper accounting practices or bribery
- is illegal, such as theft, violence (actual or threatened), harassment or intimidation, criminal damage to property or other breaches of any law or regulatory requirements in Australia or any other jurisdictions in which the School operates
- is unethical or dishonours the name of Christ, such as unlawful discrimination, oppression, actions causing substantial damage to God’s creation or acts in breach of any applicable School Code of Conduct
- is potentially damaging to an employee or person, such as unsafe work practices or substantial wasting of School resources
- may cause financial loss to the School or damage its reputation or be otherwise detrimental to the School’s interests, or
- involves any other kind of serious malpractice or impropriety.

A personal work-related grievance as defined in the Corporation Act is not unacceptable conduct for the purposes of this Policy.

6 POLICY

The School will establish appropriate systems for the reporting and management of complaints of unacceptable conduct.

A person wanting to report unacceptable conduct should do their best to ensure that the report is:

- factually accurate
- complete from first-hand knowledge, and
- made in good faith.

It is not the reporting person's role to investigate or prove a case of unacceptable conduct.

A report can be made anonymously but it is preferred that the person making the report is willing to be identified.

A person who has committed or been involved in unacceptable conduct themselves, will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this Plan. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.

6.1 Making Disclosures Internally

Unacceptable conduct concerns or queries can be discussed or raised by a person through the following channels:

- (a) their immediate supervisor or member of the Senior Executive
- (b) the Business Manager
- (c) the Principal, or
- (d) a member of the School's Finance, Audit & Risk Committee. Discuss formation and membership of – Board Member, Treasurer and Principal. The Business Manager and/or Compliance Officer may be co-opted from time to time.

7 ACTION REQUIRED TO RESPOND TO UNACCEPTABLE CONDUCT

7.1 Unacceptable Conduct Report Investigation

All reports of suspected or actual unacceptable conduct referred to the Finance, Audit & Risk Committee Chairperson will be investigated.

In appropriate circumstances, the Finance, Audit & Risk Committee Chairperson may decide to appoint external investigators in consultation with the Board.

Finance, Audit & Risk Committee Members will only be asked to investigate a matter if they can do so in an impartial manner (e.g., a member will not be asked to investigate any matter which relates to their own area of responsibility).

Where a report of suspected or actual unacceptable conduct relates to a significant matter involving the Principal, the Finance, Audit & Risk Committee Chairperson will refer the matter directly to the Board.

The person appointed to investigate the report will be required to follow normal School procedures for handling a grievance or disciplinary issue.

At the end of the investigation, the investigating person must report their findings to the Finance, Audit & Risk Committee Chairperson who will determine the appropriate response.

Responses to investigations will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrences of the same or similar conduct.

Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

Once the investigation is completed, a verbal report will be made to the person who reported the unacceptable conduct. This report will explain the findings and actions taken to the fullest extent possible within commercial, legal and confidentiality constraints. If the report made was anonymous, alternative arrangements, if possible, will be made for providing a verbal report of the outcome of the investigation to that person.

7.2 Protection of Identity

If a person makes a report of unacceptable conduct under this Plan, the School will endeavour to ensure that person's identity is protected from disclosure.

The person's identity will not be disclosed unless the:

- person making the report consents to the disclosure
- disclosure is required by law
- disclosure is necessary to prevent or lessen a serious threat to a person's health or safety, or
- disclosure is necessary to protect or enforce Northcross Christian School's legal rights or interests, or to defend itself against any claims.

The School will also ensure that any records relating to a report of unacceptable conduct are stored securely and are able to be accessed only by authorised employees.

The following unauthorised disclosures will be regarded as a disciplinary matter and unacceptable conduct under this Plan, and will be dealt with in accordance with the School's disciplinary procedures:

- unauthorised disclosure of the identity of a person who has made a report of unacceptable conduct, or
- unauthorised disclosure of information from which the identity of the reporting person could be inferred.

A person who intends to make a report under this Plan may make a request via the Finance, Audit & Risk Committee Chairperson for special protection measures if their identity is likely to be readily inferred from the nature of the information in the report.

7.3 Protected Disclosures

Under the Corporations Act, the disclosure of information relating to unacceptable conduct qualifies for certain protection where the disclosure is a Protected Disclosure.

Where the Australian Corporations Act applies and information is disclosed by a person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, ACNC, APRA or the Australian Federal Police, or a legal practitioner to obtain advice on these obligations, of any of:

- the information disclosed
- the identity of the person making the disclosure, or
- any information which will enable the identification of the person making the disclosure,

unless the person consents to that disclosure.

7.4 Protection from victimization and harassment

The School will not cause you any detriment because you made a report of unacceptable conduct or as a result of the investigating your report.

The School will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against any person suspected of making a report of unacceptable conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with the School's disciplinary procedures.

8 DISCLOSURE REPORTING

Reports will be prepared which contain a general summary of the number and type of incidents identified or complaints received through the School's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

All summary reports will be provided on a regular basis as determined by and to the Audit Committee.

A consolidated report will be provided to the Finance, Audit & Risk Committee annually.

9 VISIBILITY OF THE PLAN

9.1 Publicity of Plan

The School believes that the existence of its Disclosure Protection Plan must be publicised in such a way that members of the Board and wider School community are reasonably aware of its contents and obligations.

A copy of the Plan will be available with other School policies and procedures and it will be included in regular communication of School requirements.

9.2 Training

The School ensures that its procedures are familiar to all Board members, employees and contractors in the following manner:

- all new Board members and staff are trained in the existence of the Plan,
- the Plan and any update are distributed to Board members and staff;
- an overview of the Plan is available to all contractors and their staff and is included in site induction processes, and
- periodic on-going training in the Plan are undertaken by the School.

10 UPDATING OF THIS DOCUMENT

From time to time, this document may be revised to:

- improve existing procedures; or
- reflect changes in any applicable legislation.

The Compliance Officer is responsible for ensuring that:

Disclosure Protection Plan

- this document, and any related documents, are updated when necessary to reflect changes in the law or when otherwise appropriate; and
- the current updated version of this document is given to all relevant people.