



POLICY

Whistleblower

Vector Limited (Vector)
October 2017



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1. Introduction

Vector is committed to ensuring that its people have a way to report and share concerns about things that may amount to serious wrongdoing at Vector and to seek the protection offered by New Zealand's protected disclosure legislation (also known as whistleblower legislation).

This policy is in accordance with:

- The Protected Disclosures Act 2000;
- The Human Rights Act 1993 (section 66(1)(a)); and
- Vector's Code of Conduct and Ethics.

2. Purpose

The purpose of this policy is to:

- Ensure that Vector People are aware of the process involved in reporting concerns about serious wrongdoing and understand the protection provided for people making such disclosures; and
- Outline the process and procedures for receiving and dealing with reports of serious wrongdoing in or by Vector.

This policy should be read alongside Vector's Fraud Control Policy and Guideline and the Code of Conduct and Ethics.

3. Scope

This policy applies to all Vector People, meaning all directors, employees (current and former), volunteers, secondees and contractors of Vector, including directors, employees (current and former), volunteers, secondees and contractors of Vector's related companies and subsidiaries; and

This policy applies to any actual, alleged or suspected serious misconduct or serious wrongdoing involving Vector People or any party with a business relationship with Vector (whether or not that relationship involves the exchange of money).

4. What is serious wrongdoing?

As defined by the Protected Disclosures Act, "serious wrongdoing" includes any of the following:

- a) Any unlawful, corrupt, or irregular use of funds or resources; or
- b) Any act, omission, or conduct that constitutes a serious risk to public health, public safety or the environment; or
- c) Any act, omission, or conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
- d) Any act, omission, conduct that constitutes an offence; or
- e) Any act, omission, conduct that is oppressive, discriminatory, or grossly negligent, or that constitutes gross mismanagement.

5. When can you make a protected disclosure?

Vector People can make a protected disclosure when:

- a) The information is about serious wrongdoing (as defined above) in or by Vector; and
- b) You believe on reasonable grounds that the information is true or likely to be true; and
- c) You wish to disclose the information so that the serious misconduct or serious wrongdoing can be investigated; and
- d) You wish the disclosure to be protected.

6. How to make a protected disclosure

Vector People have a range of options to speak up if they notice something that's not right, including raising the concern with a relevant manager.

Reporting a concern through the following methods will automatically secure protected disclosure status (subject to some exceptions set out later in the policy).

- **By free phone:** to 0800 2TELLUS (0800 283 558). Your call will be directed to the Chief Risk Officer or their delegate. Out of hours it may go to voicemail.
- **By email:** to whistleblower@vector.co.nz. Emails sent to this address are accessible by the Chief Risk Officer and the Group Risk Manager (or their delegates).
- **By post:** you can download a copy of the Whistleblower Reporting Form, and post to:
The Disclosure Officer
101 Carlton Gore Road
Newmarket
AUCKLAND

The Disclosure Officer is the Chief Risk Officer or their delegate.

- **By completing an online form:** complete the Whistleblower Reporting Form. Forms will be sent to the Chief Risk Officer and the Group Risk Manager (or their delegates).
- **In person:** you can ask to speak with the Chief Risk Officer or Group Risk Manager (or their delegates) if you wish to share your concern in person.

6.1. Maintaining anonymity when making a disclosure

You can make a disclosure anonymously. However, all disclosures, whether anonymous or not, will be treated confidentially and your identity protected, subject to the exceptions explained in section 9 below.

7. Protected disclosure protections

Making a protected disclosure will guarantee the protections set out below (subject to where the disclosure amounts to a false allegation as explained in section 8 below):

- You will not be liable to any civil or criminal proceeding, or to a disciplinary proceeding, because you made or referred a disclosure of information; and

- You may have a claim under the Human Rights Act if you have been treated less favourably than others in the same or similar circumstances because you made or referred a disclosure of information;
- If you suffer retaliatory action (e.g. disciplinary action) by Vector after making a protected disclosure, you may have a personal grievance under the Employment Relations Act.

8. False allegations

The protections offered by the Protected Disclosures Act and the Human Rights Act do not apply where the disclosing Vector Person makes an allegation known to that person to be false, or otherwise acts in bad faith. Allegations in bad faith or made maliciously may result in disciplinary action.

Spurious or malicious allegations amounts to serious misconduct and may result in disciplinary action, up to and including dismissal.

9. Confidentiality

Any person to whom a protected disclosure is made or referred must use his/her best endeavours not to disclose information that might identify the Vector Person who made the protected disclosure, unless:

- a) The disclosing Vector Person consents in writing to the disclosure of that information; or
- b) The Vector Person who has acquired knowledge of the protected disclosure reasonably believes that disclosure of identifying information:
 - i. Is essential to the effective investigation of the allegations in the protected disclosure; or
 - ii. Is essential to prevent serious risk to public health, public safety, or harm to the environment; or
 - iii. Is essential having regard to the principles of natural justice.

10. Investigation Process

All allegations will be investigated using the procedure described in Vector's Internal Investigation Guideline.

11. Reporting

Group Internal Audit and Assurance will prepare a report for each meeting of the Board Risk and Assurance Committee (BRAC) summarising the status of investigations conducted in the previous period. Where the investigation relates to a Vector staff member and where the allegations are not ultimately borne out by the investigation, the reporting will be delivered to the Chair of the BRAC, and not the full committee.

Version Control

Control	Details	
Owner	Chief Risk Officer	
Approver	Board of Directors	
Version	4.0	
Department	People, Safety and Risk	
Effective date	6/12/2017	
Review date	6/12/2019	

History

Version	Date	Summary of Changes	Author
1.0	April 2013	Whistleblowers (Protected Disclosures) Policy	<i>Dianne Green</i>
2.0	March 2014	Policy name changed to Whistleblower Policy For changes refer to BRAC Approval Paper "Fraud Control Programme Update" for 22 March 2014 BRAC meeting and minutes of such meeting	<i>Kate Beddoe Harley Brown</i>
2.1	March 2014	Feedback from BRAC incorporated	<i>Kate Beddoe Harley Brown</i>
3.1	May 2016	<ul style="list-style-type: none"> Reporting requirements (Section 8) added Vector staff definition aligned to Code of Conduct and Ethics 	<i>Harley Brown</i>
4.0	October 2017	Policy reviewed in line with the review of the Fraud Control Policy and Guideline. Key changes: <ul style="list-style-type: none"> Protected disclosure process, protections and reporting practices clarified Investigation Process (Section 10) simplified Appendix: Fraud Control Programme removed Glossary removed 	<i>Kate Beddoe Carla Harris</i>

Approval

Version	Date	Approved at	By
2.1	29/04/2014	Board meeting	<i>Board</i>
3.1	9/05/2016	BRAC meeting	<i>BRAC</i>
4.0	6/12/2017	Board meeting	<i>Board</i>