



Policy	Whistleblower Protection Policy
Authorised by	Human Resources
Applicable to	All employees, contractors, agents, and intermediaries of OES
Last updated	March 2023

PURPOSE

OES is committed to upholding the highest standards of integrity, fairness and ethical conduct. This policy is underpinned by our value of integrity which guides our behaviour and applies to every aspect of our business.

Employees and others working closely with OES will often be the best source of information when things are not quite right. This Whistleblower Protection Policy is an important element in detecting corrupt, illegal or other undesirable conduct at OES.

Creating a supportive environment where people feel safe to speak up underpins OES's culture. When people do not speak up, this undermines the culture and exposes OES to risks. The Board and Executive encourage speaking up about concerns of wrongdoing at OES. There are various measures in place to ensure no one is discouraged from speaking up or disadvantaged or victimised for doing so.

The purpose of this Policy is to:

- explain how to speak up by reporting concerns about wrongdoing;
- outline what protections and support a person who reports wrongdoing will receive; and
- outline OES's processes for dealing with reports of wrongdoing.

POLICY

RAISING CONCERNS AT OES

There are a number of ways to raise concerns at OES, depending on the circumstances and the seriousness of the issue. Depending on where you are located, legal protections may apply to certain types of reports of wrongdoing. See Annexure A for more information.

Speaking to peers or manager

Often day to day issues can be resolved between employees through open and authentic conversation, as part of normal team dynamics. Employees can escalate to their manager if they are concerned about an issue or want support to resolve an issue. OES encourages employees to continue to feel empowered to raise issues in this way.



Raising personal work-related grievances via HR

Grievances which cannot be resolved through speaking with peers or the employee's manager should be raised with HR using the local formal grievance resolution channel.

Personal work-related grievances are not within the scope of this Policy or the whistleblower channel and will be addressed through the local grievance resolution process. Personal work-related grievances relate to an employee's current or former employment and tend to have implications for them personally. Examples include:

- an interpersonal conflict between the employee and another employee;
- a concern about the behaviour of an employee;
- a decision relating to an employee's engagement, transfer or promotion;
- an employee's terms and conditions of employment;
- matters relating to an employee's performance or discipline - related decisions;
- or
- a decision relating to the termination of employment.

Speaking up about potential wrongdoing under this Policy

There may be times when an employee is not comfortable raising concerns about a wrongdoing with their manager or with HR and a **formal** report should be raised under this Policy through the **whistleblower channel**. This is available to **employees and others** with reasonable grounds to suspect **wrongdoing** in relation to OES. Reporting suspected wrongdoing through the whistleblower channel will enable OES to **protect those who report from victimisation or detriment** as a result of making a report. These highlighted concepts are explained in the sections below.

WHO MAY MAKE A REPORT

Individuals (as noted below) with information about potential wrongdoing relating to OES are encouraged to report their concerns under this Policy.

This includes individuals who are or have been in relation to OES:

- an employee, officer or contractor;
- a supplier of services or goods to OES (whether paid or unpaid) including their employees; and
- a relative, dependant or spouse of any of the above individuals.

"OES" in relation to this Policy means Online Education Services Australia, United Kingdom, Edinburgh and Gradability.

WHAT TO REPORT

Any concerns of **wrongdoing** should be reported. This means any misconduct or improper state of affairs or circumstances in relation to OES.

Examples of **wrongdoing** may include:

- breach of laws or regulations;
- criminal activity including theft;
- serious breach of OES's Code of Conduct or Policies;



- conduct likely to damage OES' financial position or reputation
- offering or accepting a bribe;
- dishonest or unethical behaviour;
- conflicts of interest;
- anti-competitive behaviour;
- financial fraud or mismanagement including in relation to OES's tax affairs;
- falsifying financial or corporate reporting;
- insider trading;
- unauthorised use of OES's confidential information;
- improper use of Personal Information as described in any OES Privacy Statement;
- improper use of OES's physical or intellectual property;
- conduct endangering health and safety or causing damage to the environment;
- and
- deliberate concealment of any of the above.

Wrongdoing does not generally include personal-work related grievances. As described above in 'Raising personal work-related grievances through HR' and Annexure A, these should be raised with HR using the local formal grievance resolution channel. If a grievance may have significant wider implications for OES, this can be reported through the whistleblower channel applicable to the local business.

There is an expectation that anyone reporting a wrongdoing has reasonable grounds to suspect the information they are disclosing is true, but there will be no penalty if the information turns out to be incorrect. Those reporting are expected to provide the information upon which their suspicion is based but are not required to have all the details or have conducted their own investigation.

False or misleading reports

Any false reports made, where the person reporting is intentionally misleading or knows the information is not true, will be considered a serious matter that could result in disciplinary action including potential termination of employment. The protections under this Policy or the applicable law in Australia will not be available for deliberate false reporting.

HOW TO MAKE A REPORT

Reports should be made using our whistleblowing service, Your Call, or via the compliance officer:

Your Call: <https://www.yourcall.com.au/report>. You will be required to enter OES' unique identifier code: OES

Your Call by phone: In Australia: 1300 790 228 (9am to midnight AEST on business days) or in the UK: 0-800-046-5662

Online Education Services: complianceofficer@oes.edu.au



Your Call is an external, independent provider that provides confidential reporting of Whistleblower concerns related to this policy. Reporting to Your Call also enables your report to be made anonymously if you choose to do so.

How Your Call works:

- Your Call uses an online message board which you will have access to after making the report. The message board allows you to:
 - communicate with Your Call and with OES with or without revealing your identity;
 - securely upload any relevant documentation and/or material that you wish to provide;
 - receive updates;
 - request support or report detrimental acts.

How to use Your Call if you have a speech or hearing impairment

If you are deaf or have a hearing or speech impairment, you can contact Your Call online in Australia. If you would like to contact Your Call by phone, you can do so through the National Relay Service. Simply choose your contact method at www.relayservice.gov.au and request Your Call's hotline 1300 790 228.

Other ways to report

You can also make a report in person, in writing, verbally or by telephone directly to any of the people listed in the table in Annexure A.

Reporting through the whistleblower service will enable OES to best protect the confidentiality of the report and the reporter's identity.

Those reporting should provide as much information as possible, including details of the wrongdoing, people involved, dates, locations and other related information.

Reporting anonymously

Those not wanting to reveal their identity can make an anonymous report. However, providing the reporter's name when reporting wrongdoing will make it easier for OES to investigate the concern raised. For example, the context in which wrongdoing was observed is likely to be useful information. Employees and others who report wrongdoing are protected by OES including maintaining confidentiality of the reports and the identity of the reporter. Depending on where you are located, the law may contain additional whistleblower protections, which are summarised in Annexure A. Accordingly, anyone reporting should feel confident that their identity will remain confidential.

Where no name is provided, OES will assess the disclosure in the same way as if identity had been revealed, and any investigation will be conducted as best as possible in the circumstances. However, an investigation might not be possible unless sufficient information is provided.



OES'S COMMITMENT TO THOSE WHO REPORT WRONGDOING

OES is committed to protecting and supporting people who report a potential wrongdoing under this Policy. This includes:

- protection of the identity of a reporter;
- making sure that those who report do not suffer detriment as a result of speaking up; and
- offering those who report appropriate support and protections based on their circumstances, the nature of the potential wrongdoing and the people involved.

Protecting a reporter's identity

When reporting wrongdoing, the reporter's identity and any information that OES has as a result of the report that is likely to lead to identification, will only be disclosed if:

- the person reporting gives consent for OES to disclose their identity and/or that information;
- OES considers such disclosure should be made to:
 - Australian Securities & Investments Commission (ASIC), the Australian Federal Police or (for tax-related reports) the Commissioner of Taxation;
 - a lawyer for legal advice or representation in relation to whistleblower laws; or
- in the case of information likely to identify the person reporting, it is reasonably necessary to disclose the information for the purposes of an investigation, and all reasonable steps are taken to prevent someone from discovering the reporter's identity.
- The release of information in breach of this policy will be regarded as a serious matter and may be the subject of disciplinary action up to and including dismissal or termination of engagement.

Preventing victimisation and detriment to whistleblowers

OES will not tolerate any detrimental conduct against anyone on the basis of reporting or being suspected of reporting a wrongdoing, including conduct against that person's colleagues, employer (if a contractor) or relatives.

Examples of detrimental conduct include the following:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation;
- a demotion or dismissal; or
- threats of any of the above, including implied threats.

Any person involved in detrimental conduct may be subject to disciplinary action including termination of employment or engagement. OES has the right to refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.

Protecting reporters from detriment

The measures provided to protect and support those who report will depend on the risks present, based on the nature of the wrongdoing and people involved. Protections may include the following, at OES's discretion:



- assigning a whistleblower support officer as a confidential contact to discuss any concerns following the making of the report;
- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the wrongdoing) to a different team or location or revising the reporting lines of employees;
- offering a leave of absence or arranging flexible working while a matter is investigated;
- access to [OES EAP Support](#) for current or former employees; and
- rectifying any detriment that has been suffered.

INVESTIGATIONS

OES takes all reports of potential wrongdoing seriously. All reports will be assessed and based on the nature and circumstances of the disclosure; a decision made as to whether an investigation is required. For example, reports of potential wrongdoing of a minor nature that can be resolved informally will typically not require the same level of response as disclosures involving a large-scale and complex investigation.

Any investigation commenced will be conducted in a timely, fair and objective manner, and independent from any persons to whom the report relates. All employees and contractors must fully cooperate with any investigations.

Investigations will generally be overseen by the local compliance officer. Other people, including employees (for example, HR, Heads of relevant departments) or external advisers, may also be asked to assist or run the investigation.

Generally, if the person reporting wrongdoing can be contacted, OES will confirm receipt of their report within 2 Business Days. Any investigation will commence as soon as reasonably practicable from the date OES receives it. However, there may be reasons why an investigation may take longer. If OES thinks there might be a delay with the investigation, OES will tell the person who made the report (where possible).

Where possible, the person reporting the wrongdoing will be informed how OES is responding to their report, including whether an investigation will be conducted.

OES may decide to take action in response to any findings which may include, but is not limited to, disciplinary action, reporting the matter to an appropriate regulator, conducting training or addressing procedural and policy deficiencies.

FAIR TREATMENT OF PERSONS INVOLVED

Unless there are confidentiality or other reasons not to do so, employees who are the subject of a report of wrongdoing will be informed of the matters raised in the report at an appropriate time and will be given a chance to respond to any allegations made against them. They will also be advised of the outcome of any investigation.



INTERNAL REPORTING

The OES Board Audit and Risk Management Committee will regularly receive reports on any reports made under this Policy. The summary will not identify individual reporters. The Board will monitor the whistleblower management system summary reports to ensure that broader trends, themes and emerging risks highlighted by the disclosures made under this policy are addressed and mitigated as part of OES's risk management and corporate governance.

AVAILABILITY OF THIS POLICY AND TRAINING

OES will endeavor to ensure that employees (including new employees) have access to and are informed about this Policy. A copy of this Policy will also be available on OES's website.

Training will also be provided to individuals who may receive whistleblowing reports or otherwise have a role under this Policy.

REVIEW OF THIS POLICY

OES's whistleblower protections and this Policy will be reviewed every two years. In particular, within the constraints of confidentiality and any other legal restrictions, the review will consider the fairness of the investigations undertaken, any consequences for people who have reported wrongdoing and compliance with this Policy generally. The review will consider whether the Policy is operating effectively and whether any changes are required.

RELATIONSHIP TO OTHER POLICIES

This Policy should be read in conjunction with the following Policies:

- Code of Conduct as applies to the business;
- OES Anti-Bribery and Corruption Policy; and
- Grievances Resolution Policy or the formal grievance resolution policy which applies to the relevant business or location.

QUESTIONS

Any questions about this Policy can be referred to the OES Compliance Officer who is the Executive Director Human Resources.



ANNEXURE A

1. LEGAL PROTECTIONS PROVIDED TO WHISTLEBLOWERS IN AUSTRALIA

1.1. When legislative protections may apply

The law in Australia provides that legal protections will apply when each of the following three criteria are satisfied:

- a) The person making the report is an **'eligible whistleblower'**;
- b) The eligible whistleblower has reasonable grounds to suspect **wrongdoing** in relation to OES or one of its related companies (see section 3 of this policy); and
- c) The eligible whistleblower reports the wrongdoing to Your Call, an **eligible** recipient (see section 4 of this policy) or one of the other persons listed in this Annexure in the table below.

If the report meets each of these three criteria, it is a **"Protected Disclosure"**. If the report does not meet the above criteria, OES still encourages raising the concerns. However, only Protected Disclosures receive the legal protections outlined in this Annexure A.

Who are eligible whistleblowers?

An eligible whistleblower is someone who is currently, or previously have been, in relation to OES or a related body corporate either:

- an officer;
- an employee, including any volunteers and work experience students;
- a person who supplies goods or services whether paid or unpaid, or an employee of such a person; or
- a spouse, relative or dependent of a person referred to above.

What is wrongdoing and who should it be reported to?

The types of matters that may be "wrongdoing" are set out in this policy. In Australia, wrongdoing needs to be reported to certain people to attract the legal protections under the Corporations Act. Examples of the types of wrongdoing and recipients are outlined in the table below:

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> • Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to OES or a related body corporate • This includes information that OES or any officer or employee of OES or a related body corporate has engaged in conduct that: 	<ul style="list-style-type: none"> • A person authorised by OES to receive protected disclosures under this Policy – i.e. Your Call and the Compliance Officer • An officer or senior manager of OES or a related body corporate • An auditor, or a member of an audit team conducting an audit, of OES or a related body corporate



Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> - contravenes or constitutes an offence against certain legislation (eg the Corporations Act); - represents a danger to the public or the financial system; or - constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more 	<ul style="list-style-type: none"> • ASIC or APRA • A legal practitioner for the purpose of obtaining legal advice or legal representation
<ul style="list-style-type: none"> • Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of OES or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of OES or an associate 	<ul style="list-style-type: none"> • An auditor, or a member of an audit team conducting an audit, of OES or a related body corporate • A registered tax agent or BAS agent who provides tax services or BAS services to OES or related body corporate • A director, secretary or senior manager of OES • An employee or officer of OES or related body corporate who has functions or duties that relate to the tax affairs of OES or related body corporate
<ul style="list-style-type: none"> • Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to OES 	<ul style="list-style-type: none"> • Commissioner of Taxation

The law also protects certain disclosures made in "emergency" and "public interest" situations, to journalists and members of parliament. OES's Executive Director Human Resources can provide more information about emergency and public interest disclosures. As there are specific requirements for making these types of disclosures, OES encourages the discloser to seek its own legal advice before doing so.

A "**personal work-related grievance**" is generally not a wrongdoing, except if, in summary:

- the grievance includes information about wrongdoing, or information about wrongdoing that includes or is accompanied by a personal work-related grievance (mixed report);
- OES has breached laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;



- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

What are reasonable grounds to suspect wrongdoing?

An eligible whistleblower will have 'reasonable grounds' to suspect that something constitutes or potentially constitutes wrongdoing if they have some factual basis for their suspicion. An eligible whistleblower does not need to prove their allegations but are encouraged to provide evidence in support of their disclosure if it is safely available. An eligible whistleblower can still qualify for protection even if their protected disclosure turns out to be incorrect.

Specific protections and remedies

The Australian law provides protections if a "protected disclosure" is made, including that:

- a) the discloser is not subject to any civil, criminal or administrative liability for making the disclosure (other than for making a false disclosure);
- b) no contractual or other remedy may be enforced or exercised against the discloser the basis of the disclosure; and
- c) in some limited circumstances (e.g. if the disclosure has been made to a regulator such as ASIC), the information provided may not be admissible in evidence against a discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Except as provided in paragraph (c) above, the protections under Australian law do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

Compensation and other remedies may also be available through the courts for loss, damage or injury suffered because of a disclosure or if OES failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

It is illegal for a person to identify a discloser or disclose information that is likely to lead to the identification of the discloser, outside the exceptions in section 5 of this policy.

OES's Executive Director Human Resources can provide more information about the protections or remedies available under the law in Australia.

2. LEGAL PROTECTIONS PROVIDED TO WHISTLEBLOWERS IN THE UNITED KINGDOM

2.1. When legislative protections may apply

In the United Kingdom, legal protections apply to employees and contractors who make protected disclosures under the Public Interest Disclosure Act 1998 (UK). To be protected, the person must make a disclosure of information which, in their reasonable belief, is made in the public interest and tends to show that wrongdoing relating to one or more of the following has, or is likely to occur:



- criminal offence
- failure to comply with a legal obligation
- miscarriage of justice
- health and safety
- risk or actual damage to the environment; or
- deliberate concealment of information relating to any of the above.

Information regarding wrongdoing should be reported to Your Call or the Compliance Officer in accordance with section 4 of this policy. OES's Executive Director Human Resources can provide more information about the protections or remedies available under the law in the United Kingdom.

Online Education Services retains the right to amend this policy at any time.