



POLICY Whistleblower

Vector Limited
APRIL 2014



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1. Introduction

Vector is committed to the principles of whistleblower protection.

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.

and demonstrates Vector's commitment to encouraging Staff to speak up about serious misconduct or serious wrongdoing and details the protection offered if this occurs.

2. Definitions

The policy outlines the process involved in reporting serious misconduct and serious wrongdoing. The definition of "serious misconduct" is detailed within the Vector Code of Conduct and Ethics.

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.

For the purposes of this policy Staff of Vector means: current and former Vector directors, employees, contractors and service providers.

3. Purpose

The purpose of this policy is to:

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

This policy should be read alongside Vector's [Fraud Control Policy](#), [Fraud Control Guideline](#), and [Code of Conduct and Ethics](#).

4. Scope

This policy applies to:

- All the operations and Staff of Vector and its related companies; and
- Any actual, alleged or suspected serious misconduct or serious wrongdoing involving Staff, vendors or other external parties and/or any other parties with a business relationship with Vector.

5. Process

Reporting concerns

If you become aware of serious misconduct or serious wrongdoing, you must report it to:

- A relevant manager; or
- If not appropriate for any reason, to the Chief Risk Officer; or
- If not appropriate for any reason, to the Group Chief Executive; or
- If not appropriate for any reason, the Chair of the Board; or
- If none of the above are appropriate for any reason and you wish to make a protected disclosure, an appropriate external authority (see Glossary for a list)

6. Investigation Process

All suspected instances of serious misconduct or serious wrongdoing will be investigated using the procedure described in Vector's [Whistleblower Investigation Procedure](#).

In situations involving criminal matters these will be reported to appropriate authorities and, where appropriate, referred to the NZ Police with a view to prosecution.

Any person receiving a complaint regarding serious misconduct or serious wrongdoing will acknowledge receipt of the allegation within 24 hours. The steps in the investigation process will be outlined and communication timeframes agreed within 5 working days. The outcome of the investigation will be advised in due course.

The role of the person receiving the complaint is to oversee the investigation process for all serious misconduct and serious wrongdoing allegations and ensure the protection of any Staff making a protected disclosure.

The investigation process will include;

- An initial assessment to determine if the allegation should be dealt with by the recipient of the complaint, or escalated to a more senior level;

- A detailed assessment to determine if an investigation is required (if not required, this decision will be reported back to the Staff member making the allegation);
- Plan the investigation utilising Vector's [Whistleblower Investigation Procedure](#) for guidance;
- Report back to the Staff member making the allegation detailing the high-level investigation plan and the indicative timeframe required to complete the investigation within a 5 working day period from initial receipt of allegation;
- Conduct and document the investigation;
- Report the outcome of the investigation to the Chief Risk Officer or most appropriate senior role, along with recommended next steps and any corrective action required;
- Report the outcome of the investigation to the Staff member making the allegation including agreed next steps and corrective action recommended.

This protection of any Staff making a protected disclosure shall include, at a minimum:

- Prevention of victimisation of any Staff making an allegation; and
- Maintenance of confidentiality of details of both the allegation, and of any Staff making an allegation.

7. Protected Disclosures

When a protected disclosure can be made

Staff can choose to make a protected disclosure when:

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

The main difference between reporting serious misconduct and wrongdoing and making a protected disclosure is in the protection offered. By meeting the requirements of when a protected disclosure can be made, Staff receive these protections as detailed below. All protected disclosures will be immediately referred to the Chief Risk Officer as the Disclosure Officer for Vector.

What are the protections

Staff who:

- a) make a protected disclosure of information; or

b) refer a protected disclosure of information to an appropriate external authority for investigation;
are not liable to any civil or criminal proceeding, or to a disciplinary proceeding, by reason of having made or referred that disclosure of information.

Where Staff who make a protected disclosure of information suffers retaliatory action from Vector, that person can take personal grievance proceedings under the Employment Relations Act. It is also unlawful to treat whistleblowers or potential whistleblowers less favourably than others in the same or similar circumstances. Where Staff are victimised in this way, that person may be able to take legal remedies under the Human Rights Act.

False allegations

The protections offered by the Protected Disclosures Act and the Human Rights Act do not apply where the disclosing staff 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 implicating Executives or Directors is considered serious misconduct and will result in disciplinary action.

Confidentiality

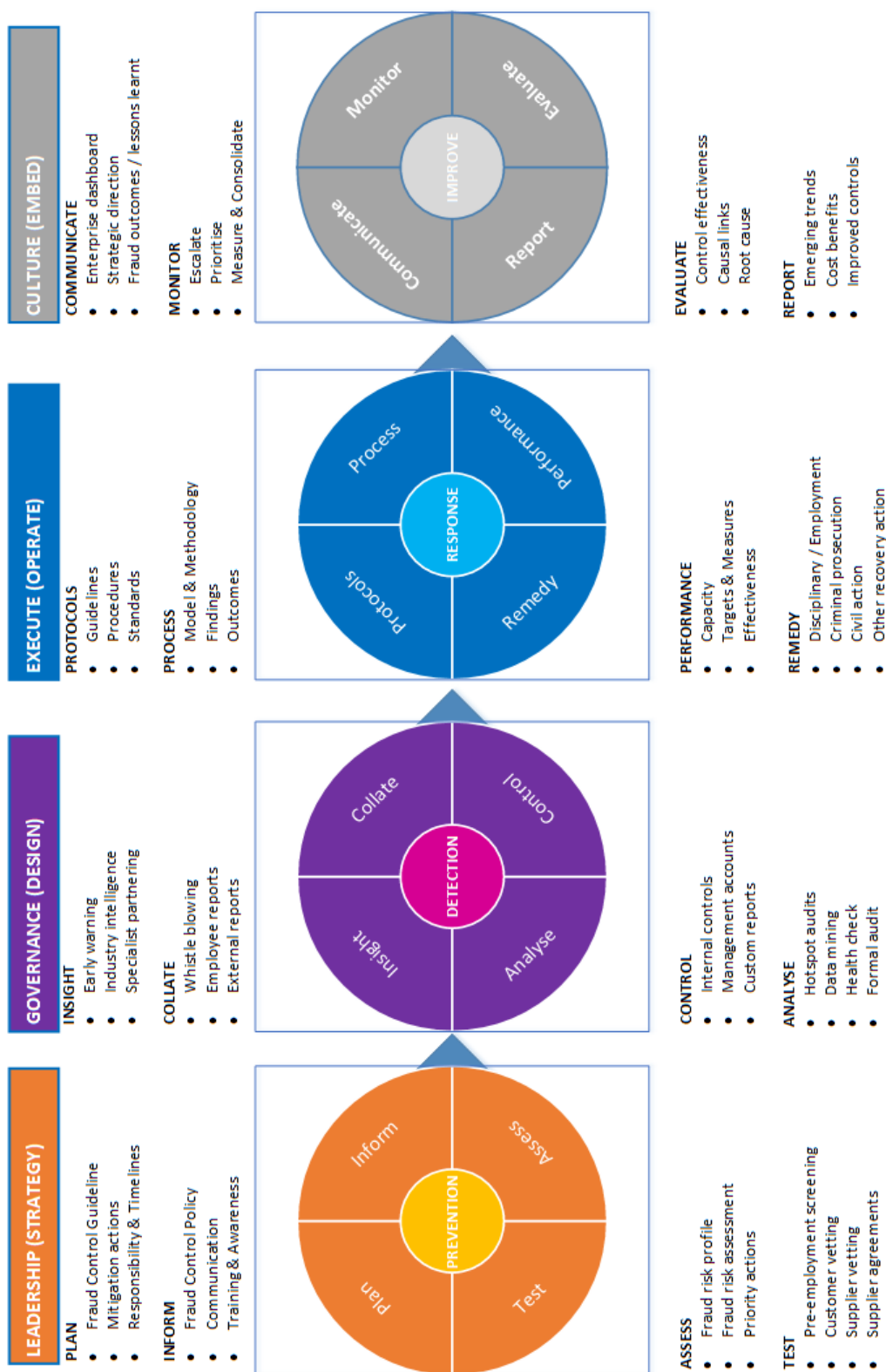
Any person to whom a protected disclosure is made or referred must use his/her best endeavours not to disclose information that might identify Staff who made the protected disclosure, unless:

- a) The disclosing Staff consents in writing to the disclosure of that information; or
- b) The 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.

Glossary

Appropriate external authority	For these purposes includes (but is not limited to) the Commissioner of Police, the Controller and Auditor-General, the Director of the Serious Fraud Office, the Inspector-General of Intelligence and Security, an Ombudsman, the Parliamentary Commissioner for the Environment, the Independent Police Conduct Authority, the Solicitor-General and includes a private sector body which comprises members of a particular profession or calling and which has power.
Bad faith	Intentional deceit of others, or self-deception.
Bribery	<p>The act of offering, giving, receiving, or soliciting of something of value for the purpose of influencing the action of an official in the discharge of his or her public or legal duties.</p> <p>This does not include gifts, entertainment or hospitality that is transparent, culturally appropriate and incapable of compromising an inducement to act dishonestly or in breach of any duty.</p>
Corruption	Dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity.
Disclosure Officer	Person nominated by Vector for the receipt and investigation of protected disclosures (for Vector this is the Chief Risk Officer).
Discriminatory	Making or showing an unfair or prejudicial distinction between different categories of people or things, especially on the grounds of race, age or sex.
Fraud	<p>Any act or omission by any person made with a dishonest or illegal intent to obtain a benefit or advantage for one's self, any other person, or organisation.</p> <p>The definition of fraud is inclusive of bribery, corruption, misappropriation, and other criminal acts.</p>
Fraud Control Guideline	Document that explains how the Fraud Control Program works. It describes the specific actions to be taken and procedures to be followed in implementing the Fraud Control Policy.
Fraud Control Policy	Document that informs the fraud control approach including key responsibilities for all staff in achieving this
Fraud Control Programme	The framework outlining Vector's approach to managing fraud.
Gross mismanagement	The exercise of management responsibilities in a manner materially deviating from the standard of care of competence that a reasonable person would observe in the same situation.
Grossly negligent	A conscious or voluntary disregard of the need to use reasonable care, which is likely to cause foreseeable serious injury to people, property or both.
Misappropriation	Fraudulent taking for one's own use funds or property entrusted to your care but actually owned by someone else.
Protected disclosure	Any disclosure made about suspected serious misconduct where staff wish the disclosure to be protected under the Protected Disclosures Act 2000.

Appendix: Vector's Fraud Control Programme



Version Control

Control	Details
Owner	Chief Risk Officer
Version	2.1
Department	People, Safety and Risk
Effective date	1/05/2014
Review date	1/05/2016

History

Version	Date	Summary of Changes	Author
V1.0	April 2013	Whistleblowers (Protected Disclosures) Policy	Dianne Green
V2.0	March 2014	<i>[Policy 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>	<i>Kate Beddoe Harley Brown</i>
V2.1	March 2014	<i>Feedback from Board Risk & Assurance Committee</i>	<i>Kate Beddoe Harley Brown</i>

Approval

Version	Date	Approved at	By
V2.1	29/04/2014	Board meeting	Board