



Protected Disclosures (Whistleblowing) Policy Guidelines

Purpose & Principles

As a major supplier of essential services, Trustpower strongly encourages disclosure of serious wrongdoing because it is an important means of creating a positive work environment, managing risk, promoting openness and transparency, and protecting the reputation of Trustpower and its people. Our underlying principle is “we want to know”.

The purpose of this policy is to encourage disclosure of suspected or actual serious wrongdoing as soon as possible, to provide guidance for our people about how to report and to provide assurance to our people that they may raise concerns without fear of retaliation, irrespective of the outcome.

Trustpower takes disclosures of potential or actual wrongdoing seriously and will respond in a measured way, which addresses the matter fully.

Our people are protected from any retaliatory action by Trustpower if the report of serious wrongdoing is made in accordance with this policy and the Act.

This policy does not limit the right of any individual to make a disclosure to the New Zealand Police or any other authority.

1 Scope

This is a Trustpower wide policy that extends across all Trustpower business units and its subsidiaries. It applies to all Trustpower employees, directors, consultants and contractors, current and previous. For the purposes of this Policy, we refer to these groups of people as "our people".

2 Application

2.1 Protected Disclosures Act 2000

The purpose of the Protected Disclosures Act 2000 (“the Act”) is to facilitate the investigation and disclosure of serious wrongdoing and protect people who make an allegation of serious wrongdoing

The Act applies to both public and private organisations.

What this Policy covers

This policy covers the disclosure of serious wrongdoing within Trustpower (refer to page 2 for more details and definitions). It is not intended to replace the standard internal procedures for employment issues or complaints contained in any individual or collective employment agreements or to replace the contractual dispute process with contractors.

Employees may see further information about these matters in the Code of Ethics and their employment agreement or may contact the People and Capability team for information or guidance. Contractors may see further information about resolving disputes in their contractual arrangement.

Where there is a complaint or dispute in matters outside of this scope of this policy, the individuals affected are encouraged to raise these matters with Trustpower early so that we might resolve them together in a positive manner.

3 Disclosures

We all have a part to play in ensuring that Trustpower is a safe place to work where our people can be high performing. We want to know about any wrongdoing so that we can address it. For that reason, everyone is encouraged and expected to disclose actual or suspected serious wrongdoing as soon as possible after observing the behaviour. This is especially the case where you are a witness to the behaviour but may not be directly impacted by it.

3.1 Before reporting wrongdoing

Before reporting any serious wrongdoing, you should:

- Be an employee or past employee (see *definitions*) of Trustpower; and
- Have information about serious wrongdoing by or at Trustpower; and
- Believe on reasonable grounds that this information is true or likely to be true; and
- Want the serious wrongdoing to be investigated; and
- Want your disclosure to be protected.



Protected Disclosures (Whistleblowing) Policy Guidelines

If you report serious wrongdoing in accordance with the above, then it will be a protected disclosure for the purposes of the Act.

4 How to make a disclosure

The Guidelines outline the process by which a disclosure of serious wrongdoing should be made.

5 Protection for people making a disclosure

Trustpower will not tolerate any attempt by any director, employee, consultant or contractor to apply any sanction or detriment to any person who has reported serious wrongdoing.

Trustpower will treat any such sanction or detriment by its employees as a serious disciplinary matter.

Where such sanction or detriment is undertaken by a contractor or consultant, Trustpower will regard this as a breach of contract.

The Guidelines outline the process for anyone who has, or suspects they have, suffered a personal disadvantage as a consequence of making a disclosure of serious wrongdoing should raise their concerns with Trustpower.

6 Immunity to civil and criminal proceedings

If you make a protected disclosure in accordance with this policy, then you are not liable to any civil or criminal proceeding or to a disciplinary proceeding by reason of having made that disclosure¹.

This immunity from civil and criminal proceedings applies notwithstanding any contractual agreement you may have signed with Trustpower.

This immunity does not apply should you be considered consequent to any investigation, or by admission, to be the serious wrongdoer.

7 Limits on protection & disclosure

The protections offered by the Protected Disclosure Act and this policy do not apply where a person makes a disclosure they know to be false or otherwise acts in bad faith. Allegations made maliciously or in bad faith may result in disciplinary action or investigations, which may result in termination of employment or termination of contract.

8 Definitions

“decision maker” means the individual or team who are responsible for resolving the matter, which may include communicating with the person making the disclosure, appointing an investigator, reviewing the findings of the investigator, undertaking further process, including referring the matter to other bodies.

On receiving a disclosure, the decision maker will be determined to be either the Assessment Team (made up of the Chief Financial Officer and General Manager, People and Culture) or the Escalation Team (Chief Executive Officer and the Chair of the Audit and Risk Committee).

“employee” in relation to an organisation includes:

- (a) current employee;
- (b) a former employee;
- (c) a person seconded to Trustpower;
- (d) an individual who is engaged or contracted under a contract for services to do work for Trustpower;
- (e) a person concerned in the management of Trustpower (including a person who is a member of the Board of Trustpower).

“investigator” means a person independent of the person or persons who have or are alleged to have committed serious wrongdoing.

“serious wrongdoing” includes any serious wrongdoing of any of the following types:

¹ Refer Section 18 Protected Disclosures Act 2000.



Protected Disclosures (Whistleblowing) Policy Guidelines

- (a) an unlawful, corrupt, or irregular use of Trustpower's funds or resources; or
- (b) an act, omission, or course of conduct that constitutes a serious risk to public health or public safety or the environment; or
- (c) an act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and protection of offences and the right to a fair trial; or
- (d) an act, omission, or course of conduct that constitutes an offence; or
- (e) an act, omission, or course of conduct by any of our people that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mis-management.

9 Reference Artefacts

Document Name	Relevance
Code of Ethics	Sets out the standards of conduct and moral judgement which our people are expected to adopt in their professional capacity
Protected Disclosures Act 2000	Facilitates the disclosure and investigation of serious wrongdoing; and protects employees who, in accordance with the Act, make disclosures of information about serious wrongdoing
Employment Relations Act 2000	Promotes good faith in all aspects of the employment environment and employment relationship
Human Rights Act 1993	Protects people from discrimination in a number of areas of life; is intended to help ensure that all people are treated fairly and equally; and sets out the role of the Human Rights Commission.

10 Breach of Policy

Any breach of this policy will be fully investigated and may result in termination of employment or termination of contract.

Signed

DocuSigned by:

 08EAF50B26E4490...
 David Prentice, Chief Executive
 Date: 18/10/2021

Policy Revision history

Date	Version	Policy	Policy Steward	Approved By
March 2021	4.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Trustpower Board of Directors
December 2018	3.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive
October 2013	2.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive
Jan 2005	1.0	Protected Disclosures (Whistleblowing) Policy	GM, P&C	Chief Executive

Policy Review

This Policy will be reviewed at least every two years or as often as required to meet the needs of a changing environment.

Next Review scheduled: MARCH 2023



Protected Disclosures (Whistleblowing) Policy Guidelines

Protected Disclosures (Whistleblowing) Policy Guidelines

The following information provides detail of how a disclosure of serious wrongdoing may be made and the process Trustpower will follow to resolve the matter.

Trustpower acknowledges the courage it may take in order to make a protected disclosure and will seek to make the process simple and safe for all parties.

If an individual would like guidance about the policy, whether their concerns are covered by the policy or another process, or have other questions, they should talk confidentially to someone in the People and Capability team, Trustpower's Legal Counsel, Assurance and Compliance Specialist or Workplace Support. All contact details are included at the end of the Guidelines.

Making a Disclosure

A protected disclosure may be made to:

An external provider: This service is an independent channel through which disclosures may be made in a number of ways, including anonymously if that is your preference. Trustpower has engaged *Deloitte's Halo Service*, you may see more information about their service [here](#) and they may be contacted [via phone or email](#) or [via the online portal](#); or

A member of the Protected Disclosure Assessment Team: This team is comprised of the Chief Financial Officer and the GM, People and Culture; or

If your disclosure is about one of these individuals or you believe they may be conflicted on the matter, you may choose to raise your disclosure with the external provider, who will raise it with the Escalation team or you may choose to raise it with the Escalation team yourself. The members of the **Escalation team** are the Chair of the Audit and Risk Committee and the Chief Executive; or

If you believe that a Board Director is or may be involved in the serious wrongdoing, then you should report the serious wrongdoing to Trustpower's **Independent Auditors**. You can see contact details at the end of the Guidelines.

Process

Providing sufficient information: For a disclosure to be investigated, it needs to contain sufficient information to form a reasonable basis for investigation. For that reason, you are encouraged to provide as much information as possible. Even if you feel you do not have a lot of information, you should consider making a disclosure.

Role of the external provider: If you raise your concern through the external provider, the disclosure service will triage your concern and agree next steps with you. In most instances, this will include them referring the matter to a party within Trustpower, who then becomes the decision maker for the purpose of resolving the matter. The external provider will usually refer your disclosure to the *Assessment Team* (or escalate to the Escalation team if there is a potential conflict) who are responsible for addressing the matter (**the decision maker**). The external provider will continue to be an intermediary on your behalf if you wish.

If you report a serious wrongdoing, the decision maker will determine the next steps, which may include appointing a suitable person to investigate and report on the serious wrongdoing. The investigator may need to seek further information from you. You may choose to do this directly or with the external provider as an intermediary, along with the option to maintain your anonymity if preferred.

Progress reporting: Reports of serious wrongdoing can take time to investigate and arrive at a conclusion. If you raise a concern, you will be advised of progress, at least once every two weeks. Communications will generally be via the same channel that the disclosure was made; that is, if your initial disclosure was made through the external provider, communication with you will be made in that way, unless you advise otherwise.

Natural Justice: The investigation will comply with the principles of natural justice which include the following:

- The investigator will be unbiased and impartial;
- All parties will be given reasonable notice of any interview;
- All parties will be advised that they may be represented at any interview;
- All parties will be given a reasonable opportunity and period of time to fully understand and respond to the allegation;



Protected Disclosures (Whistleblowing) Policy Guidelines

- All parties are entitled to review and correct interview notes made by the investigator, before they reach their investigation conclusions;
- The person against whom an allegation is made is entitled to meet with and present their responses to the decision maker; and
- A decision will only be made once all parties have been given the opportunity to be heard.

As a general principle, the person against whom an allegation is made is entitled to know who has made the allegation, as this may be material to their response. However, this may not be possible if the discloser has chosen to remain anonymous. The fact that this has occurred will be considered in the investigation and decision of next steps or outcome.

Recommendations by the investigator: The investigator will recommend to the decision makers (Assessment Team or Escalation Team if the matter has been escalated):

- Whether this constitutes serious wrongdoing in terms of the Act;
- What is the best course of investigation;
- The steps to be taken by the decision maker;
- Whether it would be advisable to refer the matter to another appropriate authority; and
- The appropriate information for the person who made the disclosure of the outcome of the investigation.

Investigator's report: The investigator will produce any report in writing outlining the allegation of serious wrongdoing, any responses to the allegation, any supporting evidence, and an assessment of the allegation with recommendations.

The report will in the first instance be provided to the decision maker. They will communicate with you in a way that suits you, either directly or through the external provider, to discuss any outcome of the investigation that can be shared. It is important that you know that the allegation has been investigated even if you cannot be told the outcome of the investigation.

Assessment Team's responsibilities: The Assessment Team is responsible for providing an annual report to the Audit and Risk Committee, which details:

- Number and nature of disclosures;
- Trends and patterns in disclosures;
- Actions taken as a consequence of investigations; and
- Wellbeing of and protection afforded to the discloser.

Anonymity and confidentiality

Anonymity is your choice. If you wish to remain anonymous, you should raise your concerns through the external provider. You may even choose to be anonymous to them and at the time you make a disclosure, they will explain how you may continue to receive and give information, while remaining anonymous.

Revealing your identity will help in supporting your wellbeing and protections against personal disadvantage. If you are concerned about possible reprisals if your identity is revealed, you should ask the decision makers about the protections that can be put in place to protect you.

If you do not report anonymously, your identity will only be known to the decision makers and the investigator, if appointed. It is not disclosed to anyone else unless:

- In the investigation, your identity needs to be shared to ensure natural justice for all parties involved. *This will only happen after agreement with you.*
- Trustpower is legally obliged or compelled to disclose, such as during legal proceedings or on advising the NZ Police. *This will only occur after discussion with you.*
- Disclosure is required to prevent or lessen a serious threat to a person's safety, health or wellbeing. *This will only occur after discussion with you.*
- You consent in writing.

Your disclosure is held in the strictest confidence and the decision makers determine who this will be shared with. *We will always:*

- Discuss with you and seek to obtain your consent before sharing information;
- If an investigator is appointed by the decision makers, your disclosure will be shared with them after discussion with you. You may have a view on the



Protected Disclosures (Whistleblowing) Policy Guidelines

investigator and where you have concerns, these will be taken into account before an investigator is appointed or the disclosure is shared with them;

- Obtain your consent before sharing information unless disclosure is required as above. *We will let you know before we share information further;*
- Take seriously any concerns you have about potential retaliation and put appropriate measures in place to protect you;
- Keep you informed of who the disclosure is shared with, *before it is shared.*

If you believe you have suffered repercussions for making a disclosure

It is understandable that you may be worried about possible repercussions when disclosing wrongdoing. We encourage openness and will support people who raise genuine concerns under this policy, irrespective of the outcome.

Support and protection from personal disadvantage applies to anyone making a disclosure under this policy and extends to others within Trustpower who assist an investigation, as well as to the [Assessment Team](#) and the [Escalation Team](#).

Anyone who has, or suspects they have, suffered personal disadvantage in violation of this policy should report this immediately using any of the reporting channels. This will be treated as a disclosure under this policy and the outlined process and protections will apply.

Personal Grievance: Alternatively, you may choose to take a personal grievance under the Employment Relations Act 2000, or a complaint of unlawful discrimination under the Human Rights Act 1993.

Trustpower recognises that making disclosures of serious wrongdoing can be stressful for both the person making the disclosure and their support network, and encourages employees who wish to do so to contact Workplace Support, through which they or their family can access free and confidential external counselling services.

Contact Details

Role	Contact	Contact Details
External Disclosure Service	Deloitte Disclosure Service	https://australia.deloitte-halo.com/whistleblower/website/trustpower 0800 003 931 trustpowerspeakout@deloitte.com.au
Assessment Team	Chief Financial Officer, Kevin Palmer GM, People & Culture, Sara Broadhurst	021 471 779 027 255 6786
Escalation Team	Chair of the Audit & Risk Committee, Kevin Baker Chief Executive Officer, David Prentice	021 448 819 027 470 2686
Independent Auditors	PricewaterhouseCoopers Pip Cameron	Enquiry form 021 358 010 Email Pip
Other Support		
People and Capability Team		People and Capability team members peopleandcapability@trustpower.co.nz



Protected Disclosures (Whistleblowing) Policy Guidelines

Legal Counsel	Hayley Eustace	021 462 455
Risk and Assurance Specialist	Wendy Pyne	021 0223 2024
Workplace Support		0800 443 445 www.workplacesupport.co.nz