

# Protected Disclosures / Whistleblowing Policy

## 1. Policy Statement

- 1.1 The Protected Disclosures (Protection of Whistleblowers) Act 2022 facilitates the disclosure and investigation of serious wrongdoing in an organisation and protects employees who disclose the information in accordance with the procedures set out in this policy.
- 1.2 Disclosure of serious wrongdoing is strongly encouraged by SPNZ as a means of managing risk, promoting openness and transparency and protecting the reputation of the Company. SPNZ will endeavour to provide all possible support to employees who, in good faith, disclose such wrongdoing. By adopting this policy, SPNZ is supporting the protection of employees who chose to follow the procedures established by this policy.

## 2. Purpose

- 2.1 The purpose of this policy is to establish a policy that:
- Facilitates the disclosure and investigation of serious wrongdoing in or by SPNZ and/or a subsidiary company;
  - Sets out the protections for employees who make disclosures of information about serious wrongdoing in or by SPNZ in accordance with this policy;
  - Sets out an internal procedure for receiving and dealing with information about serious wrongdoing in or by SPNZ which is intended to assist employees who believe they have discovered serious wrongdoings.
- 2.2 The policy is for specific purposes of whistleblowing and not to provide a mechanism through which employees can question SPNZ's regular financial, business or other decisions, nor to revisit matters that have already been addressed under prescribed processes for dealing with harassment, employment relations, discipline or other staff matters.
- 2.3 It is important for employees to be aware that the protections afforded by this policy only apply to those employees who follow the procedures set out in this policy. Whilst employees are encouraged to use these procedures to avail themselves of these protections, employees should also be aware of the overriding obligation to report breaches, or suspected breaches, of the Code of Ethics in accordance with that Code, regardless of whether they choose to follow the procedures in this policy.

## 3. Definitions

- 3.1 "Employee" includes:
- A current or former SPNZ employee;
  - A person seconded to SPNZ;
  - An individual who is engaged or contracted under a contract for services to do work for SPNZ;
  - A person concerned in the management of SPNZ.

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### 3.2 “Serious Wrongdoing” includes, but is not limited to:

- An unlawful, corrupt or irregular use of funds or resources; or
- An act, omission, or course of conduct that constitutes a serious risk to health or safety or the environment; or
- An act, omission, or course of conduct that constitutes an offence or breach of any law, rule or regulation; or
- An act, omission, or course of conduct by an official that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement; or
- Conduct damaging the reputation of SPNZ.

The wrongdoing can have occurred before the commencement of the Protected Disclosures (Protection of Whistleblowers) Act or the adoption of this policy.

## 4. Protections

### 4.1 An employee who makes a protected disclosure in accordance with the Protected Disclosures (Protection of Whistleblowers) Act 2022 and only in respect to that act of disclosure:

- Is immune from civil or criminal proceedings, and
- Is immune from disciplinary proceedings, and
- Has a personal grievance if his or her employer (or ex-employer) takes retaliatory action.

### 4.2 A disclosure will be considered to be a protected disclosure if the procedures in 5.1 to 5.4 are followed.

### 4.3 It is unlawful under the Human Rights Act to treat a person differently because they have made or intend to make a protected disclosure. The Company has an important responsibility concerning the welfare of any Whistleblower and must refrain from any activity that is, or could be perceived to be, victimisation or harassment of a Whistleblower.

### 4.4 The Act does not authorise a person to disclose information protected by legal privilege.

## 5. Procedure for Making a Protected Disclosure

### 5.1 Prior to making the disclosure the employee must have information about a serious wrongdoing and:

- Believe that the information is true or likely to be true; and
- Want that information investigated; and
- Wish any disclosure of that information to be protected under the Protected Disclosures (Protection of Whistleblowers) Act 2022.

### 5.2 Disclosure about a serious wrongdoing must be made to the Chief Executive Officer except where it is believed the Chief Executive Officer may be involved, then disclosure must be made to the Chair of the Audit and Risk Committee. If it is believed that the Board is involved then the disclosure should be made to SPNZ's external auditors.

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- 5.3 In order to receive the protections afforded by the Protected Disclosures (Protection of Whistleblowers) Act, employees are required to make disclosures internally within SPNZ rather than going public. Protection is lost if an employee discloses information publicly or through the media.
- 5.4 Information to be provided at the time of disclosure - the employee will be expected to:
- Identify themselves; and
  - Identify the person(s) they believe is/are involved in the serious wrongdoing; and
  - Specify the nature of the serious wrongdoing.

## 6. Designated Person's Responsibility and Authority

- 6.1 The designated person (i.e. Chief Executive Officer, Chair of the Audit & Risk Committee or SPNZ's external auditors) will consider the information made available and decide on the form of investigation to be undertaken. This may involve one of the following options:
- Establishing an independent enquiry;
  - Referring the matter to the Police.
- 6.2 The designated person has the authority to take all necessary steps to protect evidential information and SPNZ's assets when undertaking the investigation.
- 6.3 The designated person to whom a protected disclosure is made will inform the Chair of the Board of SPNZ that a protected disclosure has been made and, at the appropriate time, the outcome.
- 6.4 The person to whom a protected disclosure is made will, in the course of the investigation, use his or her best endeavours not to disclose information that might identify the person who made the disclosure (in accordance with the Privacy Act 2020), unless:
- 6.4.1. that person consents in writing to the disclosure of that information; or
- 6.4.2. the person who has acquired the knowledge of the protected disclosure reasonably believes that disclosure of identifying information is essential:
- to the effective investigation of the allegations in the protected disclosure;
  - to prevent serious risk to public health or public safety or the environment;
  - having regard to the principles of natural justice, which include:
    - the person investigating the allegation must be unbiased and impartial;
    - a decision must only be made once all parties involved (or alleged to be involved) in any allegation have been given the opportunity to be heard;
    - all parties involved (or alleged to be involved) in any allegation must be given reasonable notice of any interview;
    - all parties involved (or alleged to be involved) in any allegation must be advised that he/she may be represented at any interview;
    - all parties involved (or alleged to be involved) in any allegation must be given a reasonable opportunity and period of time to respond to the allegation.

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- 6.5 Action or recommended action must be taken or made within 20 working days of the date on which the disclosure was made. This includes meeting the requirements of section 6.1 above.
- 6.6 The person investigating the allegation must produce a report in writing setting out the nature of the allegation, any responses to the allegation, a copy of any supporting evidence and an assessment of the allegation with recommendations. This report must be presented to the Chair of the Board.

## 7. Process if No Action Taken

- 7.1 If no action is taken within 20 working days, or there is urgency, or the employee believes the Chief Executive Officer may be involved in the serious wrongdoing, then the employee may inform the Chair of the Board or the Chair of the Audit & Risk Committee.

## 8. Related Policies

- 8.1 The Code of Ethics provides guidance to all SPNZ staff on the standards of conduct required. Any alleged breaches to these codes will be investigated. Failure to comply can result in disciplinary action including, where appropriate, dismissal.

## 9. Contact Details

In writing in an envelope marked "Confidential Addressee Only".  
By email to the address listed.

### Chief Executive Officer

Nigel Gear  
South Port NZ Ltd  
PO Box 1, Buff 9842  
Email – [ngear@southport.co.nz](mailto:ngear@southport.co.nz)

### Chair of the Board

Rex Chapman  
c/- South Port NZ Ltd  
PO Box 1, Bluff 9842  
Email – [Rex.Chapman@cplaw.co.nz](mailto:Rex.Chapman@cplaw.co.nz)

### Chair of the Audit & Risk Committee

Philip Cory-Wright  
c/ - South Port NZ Ltd  
PO Box 1, Bluff 9842  
Email – [Philip@cory-wright.co.nz](mailto:Philip@cory-wright.co.nz)

***SPNZ reserves the right to amend, update or withdraw this policy without prior notice and will review this policy as required in the event of a change in legislation or practice.***

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