



Protected Disclosures (Whistleblowing) Policy (NZ)

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Document Approved by	Approval Date
Chief People Officer	July 2025

1. Introduction

Gentrack is committed to conducting our business with honesty and integrity, and we expect all employees to maintain high standards in accordance with our Code of Conduct. However, all organisations face the risk of things going wrong from time to time, or of unknowingly being subject to illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.

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2. Purpose

The purpose of this policy is to ensure that Gentrack operates an appropriate internal procedure for receiving and dealing with information about serious wrongdoing in or by Gentrack in accordance with the provisions of the Protected Disclosures (Protection of Whistleblowers) Act 2022. The aims of this policy are to:

- encourage employees to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected;
- provide employees with guidance as to how to raise those concerns; and
- reassure employees that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

This policy does not form part of any employee's contract of employment and it may be amended at any time.

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3. Scope

This policy applies to all individuals working at all levels of the organisation, including senior managers, officers, directors, employees, consultants, contractors, trainees, part-time and fixed-term workers, casual and agency employees, collectively referred to as employees in this policy.

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4. Definitions

Whistleblower	A person who raises a genuine concern in good faith relating to suspected serious wrongdoing or dangers at work (disclosure of information).
Serious wrongdoing	Serious wrongdoing includes an act, omission or course of conduct that is: • an offence. • a serious risk to public health or public safety or the health or safety of any individual, or to the environment. • a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences or the right to a fair trial.

	• an unlawful, corrupt or irregular use of public funds or public resources • oppressive, unlawfully discriminatory, or grossly negligent, or constitutes gross mismanagement by persons discharging public powers or functions.
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5. Responsibilities

5.1. Employees

All employees are responsible for the success of this policy and should ensure that they use it to disclose any suspected danger or wrongdoing.

5.2. People Experience Director & Company Secretary

The People Experience (PX) Director and Company Secretary are responsible for:

- the overall governance of this policy;
- ensuring a review of the effectiveness of actions taken in response to concerns raised under this policy; and
- ensuring that the employees who deal with concerns or investigations under this policy, have the appropriate experience and receive appropriate training where required.

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6. Protected Disclosure

6.1. Protected Disclosures Act

The purpose of the Protected Disclosures Act is to promote public interest:

- by facilitating the disclosure and investigation of matters of serious wrongdoing in or by an organisation; and
- by protecting employees who, in accordance with the Act, make disclosures of information about serious wrongdoing in or by an organisation.

6.2. Serious Wrongdoing or Dangers at Work

Disclosure of information which relates to suspected serious wrongdoing or dangers at work may include the following:

- criminal activity;
- miscarriages of justice;
- danger to health and safety;
- damage to the environment;
- failure to comply with any legal or professional obligation or regulatory requirements;
- financial fraud or mismanagement;
- negligence;
- breach of our internal policies and procedures including our Code of Conduct;
- conduct likely to damage Gentrack's reputation;

- unauthorised disclosure of confidential information; or
- the deliberate concealment of any of the above matters.

This policy should not be used for complaints relating to an employee's own personal circumstances, such as the way they have been treated at work. In those cases, the employee should use the Grievance Procedure.

If there is uncertainty whether something is within the scope of this policy, employees should seek advice from the PX team or the Company Secretary.

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7. Raising a Protected Disclosure

Employees can raise any concerns with their line manager or the People Experience team verbally or in writing. This method is a way of resolving concerns quickly and effectively.

Where an employee wishes to disclose serious wrongdoing, or they feel that their line manager or the People Experience team has not addressed their disclosure, they should raise their concerns to the Disclosure Officer.

The Disclosure Officer nominated by Gentrack for the receipt and investigation of protected disclosures is the People Experience (PX) Director, or their appropriately delegated nominee. They may be able to agree a way of resolving your concern quickly and effectively. In some cases, they may refer the matter to the Company Secretary.

A disclosure of information will be a protected disclosure if:

- the information is about a serious wrongdoing in or by Gentrack; and
- the employee making the disclosure believes on reasonable grounds that the information is true or likely to be true; and
- the employee wishes to disclose the information so that the serious wrongdoing can be investigated; and
- the employee wishes the disclosure to be protected.

This policy applies to all employees in their capacity as Disclosers and any other employee of Gentrack who voluntarily provides supporting information to the Discloser, or anyone involved in investigating it, will be provided with the same protections.

If the issue relates to conduct in the workplace, this should be raised in accordance with Gentrack's policies. If Gentrack fails to take appropriate action in relation to an employment issue, this may give rise to a personal grievance.

If an employee raises a protected disclosure and employment issues, the employment issues will be dealt with through the relevant process, separate from the protected disclosure process. They may be dealt with at the same time.

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7.1. Internal Procedure

The following procedure should be used when raising a disclosure of serious wrongdoing:

- a) Raise it in writing to the Disclosure Officer except in certain circumstances (see item (e) below).
- b) The disclosure statement should include all relevant details and should be signed and dated by the disclosing employee.
- c) Upon receipt of the disclosure statement, the Disclosure Officer will acknowledge receipt, in writing, of the statement, and take whatever action they deem appropriate to investigate and resolve the serious wrongdoing.
- d) The Disclosure Officer will, within 20 working days after the date on which the disclosure was made, report in writing to the disclosing employee what action they have taken or recommended to be taken.
- e) A disclosure may be made directly to the CEO if:
 - I. the disclosing employee believes on reasonable grounds that the Disclosure Officer is or may be involved in the serious wrongdoing alleged in the disclosure; or
 - II. the disclosing employee believes on reasonable grounds that the Disclosure Officer is, by reason of any relationship or association with a person who is or may be involved in the serious wrongdoing alleged in the disclosure, not a person to whom it is appropriate to make the disclosure.

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7.2. External Procedure (Whistleblower Hotline)

There may be scenarios where an external disclosure is made to the Gentrack Whistleblower hotline. Such situations include but are not limited to the following:

- a) Where an employee has already made substantially the same disclosures and believes on reasonable grounds that the person or appropriate authority to whom the disclosure was made:
 - i. has decided not to investigate the matter; or
 - ii. has decided to investigate the matter but has not made progress with the investigation within a reasonable time after the date on which the disclosure was made to the person or appropriate authority; or
 - iii. has investigated the matter but has not taken any action in respect of the matter nor recommended the taking of action in respect of the matter, as the case may require; or
- b) continues to believe on reasonable grounds that the information disclosed is true or likely to be true.

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7.2.1. Whistleblower Hotline

Gentrack utilises the independent Employee Assistance Programme (EAP) Whistleblower hotline **0800 327 669**. This provides a confidential 24/7 service for all employees to report concerns or possible serious wrongdoings against the Company's Code of Conduct.

While Gentrack cannot always guarantee the outcome an employee is seeking, the Company will try to deal with concerns fairly and in an appropriate way. If an employee is not happy with the way in which a concern has been handled, the Company Secretary can be contacted directly.

An employee may make a disclosure to an Appropriate Authority at any time including where a protected disclosure has already been made to Gentrack yet there has been no action or recommended action. Examples of an Appropriate Authority are set out in Schedule 2 to the Protected Disclosures (Protection of Whistleblowers) Act 2022 and include:

- Commissioner of Police
- WorkSafe New Zealand (where work-related)
- Human Rights Commission
- Commerce Commission
- Director of the Serious Fraud Office
- Privacy Commissioner
- Ministry of Transport
- a private sector body comprising members of a particular profession or calling, having the power to discipline its members.

Ministers of the Crown, Members of Parliament (MPs) or media organisations are not an 'appropriate authority' for the purposes of a disclosure. A disclosure made to an MP or to the media can never be a protected disclosure.

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7.3. Confidentiality

Every person to whom a protected disclosure is made or referred must use their best endeavours not to disclose information that might identify the employees who made the protected disclosure unless:

- the disclosing employee consents in writing to the disclosure of that information; or,
- the person who has acquired 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; or,
 - is essential to prevent serious risk to public health or public safety or the environment; or,
 - is essential having regard to the principles of natural justice.

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7.4. Protection and Support for Whistleblowers

It is understandable that whistleblowers are sometimes worried about possible repercussions. Gentrack aims to encourage openness and will support an employee who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

Employees will not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats or other unfavourable treatment connected with raising a concern. If an employee believes that they have suffered any such treatment, they should inform the People Experience team or the Company Secretary immediately. If the matter is not remedied, they should raise it formally using Gentrack's

Employees must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

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7.5. Immunity from Civil and Criminal Proceedings

No employee who makes a protected disclosure of information; or refers a protected disclosure of information to an appropriate authority for investigation, is liable to any civil or criminal proceeding or to a disciplinary proceeding by reason of having made or referred that disclosure of information. The exception would be if they are involved in the disclosure.

The above applies despite any prohibition of or restriction on the disclosure of information under any enactment, rule of law, contract, or practice.

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8. Investigation and Outcome

Upon receipt of a disclosure an initial assessment to determine the scope of the investigation will be conducted within 20 business days. An indication of the likely timescales involved in providing a final response will also be provided. If it is not possible for initial enquires to be completed within 20 business days, the letter of acknowledgment will explain the situation. An employee will be informed of the outcome of the assessment if their identity is known. They may also be required to attend additional meetings in order to provide further information.

In some cases, Gentrack may appoint an independent investigator or team of investigators with relevant experience of investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable Gentrack to minimise the risk of future wrongdoing.

Gentrack will aim to keep the employee informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent Gentrack providing specific details of the investigation or any disciplinary action taken as a result. An employee must treat any information about the investigation as confidential.

If serious wrongdoing is found to have occurred, whether or not an investigation is required, further processes may be started, which can include disciplinary action, internal or external audit, or a complaint to the Police. Where less serious matters of concern are identified, appropriate action may include: disciplinary action, counselling,

or training in order to decrease the likelihood of the issue occurring again.

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8.1. False Allegations

The protections conferred by the Protected Disclosures (Protection of Whistleblowers) Act 2022 do not apply where the disclosing employee makes an allegation known to that employee to be false or otherwise acts in bad faith.

If it is concluded that false allegations have been made maliciously, in bad faith or with a view to personal gain, the employee will be subject to disciplinary action.

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9. References

- [Protected Disclosures \(Protection of Whistleblowers\) Act 2022](#)
- [Human Rights Act 1993](#)
- [Privacy Act 1993](#)