

Chair and Directors' Corrupt Conduct Procedure

CORP PRO 15

Creation, Review and Approval

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1. Purpose

DEALING WITH A COMPLAINT INVOLVING THE CHAIR OR MEMBER OF THE BOARD OF SUNWATER LIMITED (S. 156 GOVERNMENT OWNED CORPORATIONS ACT 1993 AND S. 38 and 48A OF THE CRIME AND CORRUPTION ACT 2001).

The objective of this Procedure is to set out how Sunwater will deal with a Complaint that involves or may involve corrupt conduct of the Chair of the Board of Directors of Sunwater (Chair) or another member of the Board of Sunwater (Director).

The relevant obligations in respect of notifying complaints of suspected corrupt conduct relating to Sunwater are set out in section 156 of the GOC Act. It provides that the Sunwater CEO (CEO) must notify the CCC of a Complaint relating to the GOC if the CEO suspects the complaint involves, or may involve, something that would be corrupt conduct under CC Act (if the GOC were a unit of public administration). This Procedure has been developed with a view to being consistent with policies of Units of Public Administration under section 48A of the CC Act, (despite section 48A of the CC Act not applying to Sunwater). This Procedure is designed to assist Sunwater to:

- Promote public confidence in the way suspected corrupt conduct of the Chair or a Director is dealt with (section 156 GOC Act).
- Promote accountability, integrity and transparency in the way Sunwater deals with a Complaint that is suspected to involve, or may involve, corrupt conduct of the Chair or a Director.

2. Scope

This Procedure applies if there is a Complaint which involves or relates to the Chair or a Director regardless of whether it is suspected the Complaint involves corrupt conduct, or not.

3. Procedure

3.1. Nominated Person

In respect of a Complaint in relation to the Chair, this Procedure nominates the Chair of the Audit & Risk Committee of the Board (including any person acting in that role from time to time given they are not the same person as the Chair of the Board) as the Nominated Person (Chair Nominated Person). In relation to a Complaint in relation to a Director, this Procedure nominates the Chair of the Board as the Nominated Person (Director Nominated Person).

3.2. Notification

For the purposes of notifying a Complaint to which this Procedure applies, sections 156(1) and (2) of the GOC Act apply to Sunwater. In assessing a Complaint, the Nominated Person must, at all times, use their best endeavours to act independently, impartially and fairly to investigate the Complaint (and such other matters that the nominated person identifies) and assess and determine whether there are grounds to suspect the Complaint involves, or may involve, something that would be corrupt conduct under the CC Act if the GOC were a unit of public administration, having regard to the:

- purposes of the CC Act;
- the importance of promoting public confidence in the way suspected corrupt conduct in Sunwater Limited is dealt with; and
- Sunwater's statutory, policy and procedural framework.

The CEO must be notified as soon as reasonably practicable if the Nominated Person determines there are grounds to suspect the Complaint involves, or may involve, something that would be corrupt conduct under the CC Act. The CEO must, pursuant to section 156 of the GOC Act, notify the CCC of a Complaint relating to the GOC.

If the CEO suspects a Complaint may involve corrupt conduct of the Chair or a Director, the CEO must report the Complaint to the Nominated Person as soon as practicable and (subject to meeting the requisite threshold) must also notify the CCC under section 156 of the GOC Act.

The Nominated Person must report to the Board of Directors of Sunwater about the action taken or not taken in respect of a notification of the Complaint.

If the Chair suspects a Complaint may involve corrupt conduct on his or her part, the Chair must:

- report the Complaint to the Chair Nominated Person as soon as practical; and
- take no further action to deal with the Complaint unless requested to do so by the Chair Nominated Person.

If a Director suspects a Complaint may involve corrupt conduct on his or her part, the Director must:

- report the Complaint to the Director Nominated Person; and
- take no further action to deal with the Complaint unless requested to do so by the nominated person in consultation with the Director Nominated Person.

3.3. Post Notification – Dealing with a Complaint

The Nominated Person has the responsibility to deal with a Complaint notified under section 156 GOC Act to which this Procedure applies when:

- directions issued under section 40 of the CC Act apply to the Complaint; or
- pursuant to the CC Act, the CCC refers the Complaint to the CEO, the Chair Nominated Person or the Director Nominated Person.

In such circumstances, the GOC Act and CC Act will apply as if a reference to the CEO of Sunwater was a reference to the Nominated Person and the Nominated Person:

- is delegated the same authority, functions and powers as the CEO to direct and control staff of Sunwater as if the Nominated Person is the CEO of Sunwater for the purpose of dealing with the Complaint only;
- is delegated the same authority, functions and powers as the CEO to enter into contracts on behalf of Sunwater for the purpose of dealing with the Complaint;
- must deal with the Complaint; and
- must, before finally dealing with the Complaint, report to the Board about the action proposed to be taken or not taken, subject to any lawful direction of the CCC.

Sunwater will ensure that sufficient resources are available to the Nominated Person to enable them to deal with any Complaint appropriately. In dealing with a Complaint, the Nominated Person must, at all times, use their best endeavours to act independently, impartially and fairly having regard to the:

- purposes of the CC Act;
- the importance of promoting public confidence in the way suspected corrupt conduct in Sunwater Limited is dealt with, and
- Sunwater's statutory, policy and procedural framework.

3.4. Consultation with the CCC

The CEO will consult with the CCC when preparing any policy/procedure about how Sunwater will deal with a Complaint that involves or may involve corrupt conduct of the CEO, the Chair of the Board of Directors or another member of the Board of Directors.

3.5. Review of Procedure

The Board will review this Procedure on a two yearly basis. The CEO and Company Secretary have the authority to approve administrative amendments to this and other governance policies, with advice to be provided to the Board on material administrative changes.

3.6. Enquiries Regarding this Procedure

Enquiries regarding this Procedure should be directed to the CEO or Company Secretary.

4. Responsibilities

Role	Responsible For
CEO & Nominated person/s under the Act	<p>Chair – if there is a Complaint that involves or relates to the CEO or a Director per the <i>CEO Corrupt Conduct Procedure</i> or the <i>Chair and Director Corrupt Conduct Procedure</i>.</p> <p>Chair of the Audit & Risk Committee – if there is a Complaint that involves the Chair.</p> <p>The CEO and/or the Nominated Person must, pursuant to section 156 of the GOC Act, notify the CCC of a Complaint relating to the GOC if the nominated person suspects the Complaint involves, or may involve, something that would be corrupt conduct under CC Act (if the GOC were a unit of public administration).</p> <p>The Nominated Person has the responsibility to deal with a Complaint notified under section 156 GOC Act to which this Procedure applies when:</p> <ul style="list-style-type: none"> • directions issued under section 40 of the CC Act apply to the Complaint, or • pursuant to the CC Act, the CCC refers the Complaint to the CEO, the Chair Nominated Person or the Director Nominated Person.
Chair	<p>If the Chair suspects a Complaint may involve corrupt conduct on his or her part, the Chair must:</p> <ul style="list-style-type: none"> • report the Complaint to the Chair Nominated Person as soon as practical; and • take no further action to deal with the Complaint unless requested to do so by the Chair Nominated Person.
Director	<p>If a Director suspects a Complaint may involve corrupt conduct on his or her part, the Director must:</p> <ul style="list-style-type: none"> • report the Complaint to the Director Nominated Person; and • take no further action to deal with the Complaint unless requested to do so by the nominated person in consultation with the Director Nominated Person.

5. Related Legislation and Documents

Legislation and Standards

- *Crime and Corruption Act 2001* (Qld)
- *Government Owned Corporations Act 1993* (Qld)
- *Public Interest Disclosure Act 2010* (Qld)
- *Corporations Act 2001* (Cth)
- Financial and Performance Management Standard 2009
- AS/NZS ISO 31000:2009, Risk Management – Principles and Guidelines

Related Sunwater Documents

- Code of Conduct
- Fraud and Corrupt Conduct Policy
- Fraud and Corrupt Conduct Procedure
- Fraud and Corrupt Conduct Control Plan
- Public Interest Disclosure & Whistleblower Policy & Procedure
- CEO Corrupt Conduct Procedure
- Gifts and Benefits Procedure
- Misconduct and Discipline Procedure

- Recruitment and Selection Procedure

6. Definitions

Defined Term	Explanation
Crime and Corruption Commission or CCC	the Commission continued in existence under the <i>Crime and Corruption Act 2001</i> (Qld)
CC Act	<i>Crime and Corruption Act 2001</i> (Qld)
Complaint	includes a complaint or information or matter. See definition provided in s48A(4) of the <i>Crime and Corruption Act 2001</i> (Qld)
corrupt conduct	as defined in s15 of the <i>Crime and Corruption Act 2001</i> (Qld)
deal with / dealt with / dealing with	as Schedule 2 (Dictionary) of the <i>Crime and Corruption Act 2001</i> (Qld)
GOC	Government Owned Corporation
GOC Act	<i>Government Owned Corporations Act 1993</i> (Qld)
Nominated person	see item 3.1 of this Procedure
Sunwater CEO / CEO	for the purposes of the CC Act and the GOC Act and to the extent relevant to this Procedure, has the same meaning as "Public Official" in Schedule 2 (Dictionary) and s48A of the <i>Crime and Corruption Act 2001</i> (Qld)
unit of public administration (UPA)	see s20 of the <i>Crime and Corruption Act 2001</i> (Qld)