

1. Purpose

This policy aims to ensure that the Country Universities Centre Norfolk Island (CUCNI) adheres to all relevant Australian laws, regulations, and guidelines. This includes, but is not limited to, the *Corporations Act 2001* (Cth), Australian Securities and Investments Commission (ASIC) regulations, and other legal requirements. It serves as a guide to ethical decision-making and behaviour, aligning with principles like integrity, honesty, and respect for everyone.

The policy is designed to identify, assess, and mitigate risks associated with non-compliance and governance failures. By adhering to compliance and governance standards, the policy helps build and maintain trust among students, staff, and the wider community.

2. Scope

This policy applies to CUCNI:

- Staff and volunteers,
- Students,
- Board members,
- Contractors, suppliers and agents of CUCNI,
- Practices and behaviours expected to protect CUCNI's reputation.

3. Policy

A. Risk Management

CUCNI maintains a risk management framework that provides a holistic, structured, and integrated approach to the management of risk consistent with Australian government and state authorities for risk management. Staff regularly:

- Identify, assess, and report risk, including opportunity,
- Apply risk management practices consistently and reliably,
- Adopt cost effective controls and assurance strategies,
- Share information with the Board,
- Monitor and review changes in risk, and
- Keep strong records of risk using a comprehensive risk matrix.

B. Reporting and Accountability

CUCNI places a high value on being an accountable, transparent, and ethical organisation and has accountability and reporting arrangements in place to support good standards of practice. The Centre Manager of CUCNI is accountable to the Board. Other staff members are accountable to the Centre Manager.

The Centre Manager will provide a report to each Board meeting in a format agreed between the Board of Directors and the Centre Manager. The report may include (but is not limited to)

- Update on students and staffing
- Operations update
- Financial reports
- Update on policies, reporting and compliance
- Items for Board inputs and/or endorsement
- Plans for the next month/events

The Board will review these documents prior and raise questions during the Board meeting.

C. Records Management

All staff are obligated to create, capture, manage, and retain full and accurate records of CUCNI's business activities. Records can be in any format, and can include:

- Legal documents including contracts, agreements, memorandums of understanding, etc,
- Records of decisions made by the CUCNI Board of Directors and employees in relation to CUCNI-related matters,
- Incoming and outgoing communications with external people, stakeholders, and other bodies,
- Board meeting papers including agendas, minutes, action items, and decisions made,
- Meeting papers of *ad hoc* meetings,
- Financial transactions,
- Personnel transactions including appointment of staff, performance reviews etc, and
- Communication with students either electronically or hard copy.

Digital and hard copy records will be kept by relevant staff within the CUCNI and uploaded to SharePoint promptly and disposed of only in compliance with relevant laws.

D. Conflict of Interest

It is the policy of CUCNI as well as a responsibility of the Board, that ethical, legal, financial, or other conflicts of interest be identified, managed, controlled, or avoided. A conflict of interest may be actual, potential, or perceived and may be financial or non-financial.

Categories of Conflict of Interest

- Competitive Activities
- Using company intellectual property for private advantage
- Using company property for private advantage
- Accepting Benefits
- Self-Dealing
- Influence Peddling
- Post-Employment activities
- Secondary Employment

Identification and evaluation of conflict of interest

All employees who identify an actual, apparent or perceived conflict of interest are required to report that conflict of interest to a director and to use the Conflict-of-Interest Register form.

Any director with an actual or potential conflict of interest is required to disclose that conflict in relevant board meeting and use the conflict-of-interest register form.

Once identified, CUCNI will assess each conflict of interest to determine if the conflict can be controlled and managed.

Disclosure of Conflicts of Interest

Disclosure will often not be of itself sufficient to manage a conflict of interest, but it is a necessary and vital part of a broader approach of managing the process.

Where possible, the disclosure will be provided in a timely manner, and sufficiently in advance of the impact of the conflict to allow reasonable time to make assessment of the likely effect.

Control and Management of Conflicts of interest

The directors and employees of CUCNI commit to the following:

- Identify and disclose any conflicts of interest, using the Conflict-of-Interest Register form.
- Discuss conflicts in Board meetings, both initially and regularly where required.
- Carefully manage any conflicts of interest and follow this policy to respond to any breaches.
- Where every other Board member shares a conflict, the Board should refer to ACNC *Governance Standard 5* to ensure that proper disclosure occurs.
- Where every other Board member shares a conflict, ensure the relevant Board of Directors and CUC Central staff are informed, preferably the CUC Chief Executive Officer (CEO) who will use discretion in informing relevant personnel.
- Store conflict of interest documentation in a secure location (SharePoint, locked cabinet).
- The Chair of the Board will ensure that details of the conflict, disclosure and disqualification from voting are duly recorded in the minutes of the meeting.

When considering what action to take based on disclosure, the Board of Directors will decide:

- What approach to take, to manage and control the conflict. This could include disqualification from voting, discussions, determinations or no action required.
- Whether the conflict will realistically impair the disclosing person's capacity to impartially.
- Participate in decision-making and discuss options about identification, control, and management. Avoidance through termination or resignation is only used as a last resort.

Conflict of Interest Register

CUCNI will maintain a Conflict-of-Interest Register which will:

- contain all written disclosures of conflicts of interest,
- contain all control measures undertaken in respect of conflicts of interest, and
- note details of all independent businesses and officeholdings of directors of CUCNI.

E. Anti-Corruption

CUCNI is committed to implementing measures to ensure that its staff, contractors, suppliers, and agents are aware of these obligations and are held to them. All staff are also expected to act with

integrity and transparency in the performance of their duties. CUCNI reserves the right to take appropriate action against any individual who breaches these obligations.

The Centre is committed to:

- *A zero-tolerance approach to corruption, bribery, fraud, and unethical behaviour.* CUCNI requires that all its staff act with integrity, respect, and honesty. Any reported case of misconduct is investigated, and disciplinary action is taken if necessary. CUCNI also takes steps to prevent such conduct in the first place.
- *Adhering to all relevant Australian laws, legislation.* CUCNI ensures that its staff are aware of relevant laws and regulations.
- *Promoting ethical conduct and professional behaviour.* CUCNI strives to maintain the highest standards of professionalism, courtesy, and fairness in all dealings, and respect the rights of others.

No staff member, volunteer, or Board Member shall engage in bribery or corrupt practices. This includes but is not limited to, offering, soliciting, or accepting bribes, kickbacks, or other illicit incentives. Employees, volunteers, and Board Members may not accept gifts or favours that could be construed or perceived as a bribe or corrupt practice.

F. Whistle-blowing

CUCNI is committed to providing support and protection to all employees and associates and complying with the *Corporations Act 2001* (Cth) and other legislation applicable in Norfolk Island. CUCNI encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent, or undesirable conduct involving CUCNI and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal. CUCNI will actively ensure the safety and wellbeing of any discloser is prioritised throughout the whistle-blower process and promote a positive and open environment of welcoming concerns to be raised.

What is whistle-blowing?

CUC employee (current or former), contractors, associates, officers, volunteers or spouses, relatives, or dependents of any of those listed may make a report or disclosure in accordance with this policy if they have reasonable grounds that an employee, associate or representative of CUC has engaged in conduct that should be reported (Reportable Conduct). This includes behaviour that is:

- Dishonest, unethical, fraudulent, or corrupt.
- Illegal (such as theft, dealing in or the use of illicit drugs, violence or threatened violence and criminal damage to property).
- In breach of any relevant legislation and/or CUCNI's policies such as the Code of Conduct.
- Oppressive or grossly negligent.
- Potentially damaging to CUCNI, its employees or a third party.
- Misconduct or an improper state of affairs.
- Dangerous, or represents a danger to the public or the financial system.
- Harassment, discrimination, victimisation, or bullying.
- A concealment or delay in disclosure of any of the above conduct.

Exclusions

Reportable Conduct does not apply to former or current employees who wish to lodge a personal employment complaint or grievance, employees from competing organisations, and customers and/or clients of CUCNI, including students.

Anonymity

Eligible whistle-blowers who become aware of Reportable Conduct are expected to disclose relevant information in line with this policy. They may choose to make a disclosure anonymously and are not obligated to confirm their personal information. It may be difficult for CUCNI to thoroughly investigate the disclosure in full if the disclosure is made anonymously, however, this is not a requirement.

How to disclose

Disclosures should be made in writing and include the following information:

- An outline of the wrongdoing that has been suspected or witnessed,
- Any available relevant supporting documents or evidence, and
- An indication of how they wish to be identified in relation to the disclosure, from the following options:
 - Fully – Consent to share any relevant information with any party,
 - Partially – Consent for specifically indicated information to be shared, or
 - Anonymously – No information that can identify the discloser is to be disclosed.

The following delegates are authorised people to receive disclosures:

- Chair of the Board, CUCNI
- Centre Manager, CUCNI
- Chief Executive Officer, CUC Central
- Chief Operating Officer, CUC Central
- An appointed auditor or actuary

External Disclosures

Disclosures can also be made to the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) in relation to Reportable Conduct. Eligible whistle-blowers listed in this policy will be covered by the protections outlined in this policy if they have reported their concerns to ASIC or APRA. Furthermore, disclosures can be made to a legal practitioner for the purposes of obtaining legal advice or representation. Disclosers will be covered by the protections outlined in this policy if they report concerns to a legal professional.

Under specific circumstances, disclosures can be made to a parliamentarian and/or a journalist and are protected by this policy. The following minimum requirements must be met:

- The discloser must have reasonable grounds to believe that further disclosure of the information is in the public interest, or
- The discloser must have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment.

Additional criteria must be met in these circumstances to remain protected by this policy. Disclosers must provide written notice that they intend to make an external disclosure, interest or emergency disclosure.

Protection

Anyone who makes a disclosure in accordance with this policy will be protected against any reprisals and detrimental actions. CUCNI will protect the discloser in the following ways:

- Identity protection – disclosers can remain anonymous, and all information provided is treated confidentially.
- Detrimental action and omissions – disclosers will not be subjected to any action that damages, disadvantages, or discriminates in regard to their employment, safety and wellbeing, property, or reputation.
- Compensation and remedies – if the discloser suffers any loss, damage, or injury due to the disclosure, compensation and/or remedies may be sought.
- Liability – disclosers will not be liable civilly, criminally, or administratively unless the discloser has any misconduct by the discloser is identified.

Disclosers should seek independent legal advice regarding reprisal or detrimental action following a disclosure. They may also contact regulatory authorities, such as ASIC or APRA.

Support Available

All disclosers will be supported throughout the process, from the initial disclosure, during the investigation and following the outcome determination. Support services available to disclosers include:

- The CUC Employee Assistance Program.
- An assessment of the risk involved and ongoing communication between the discloser and the investigator to the discloser by the investigator.
- Ongoing communication between the discloser and the investigator.
- Reasonable adjustments to employment, such as relocation or reassignment of tasks.
- Access independent legal advice.

Investigation

CUCNI will investigate all disclosures reported under this policy as soon as practicable after reporting. CUCNI will investigate the matter and may, where necessary, appoint an external investigator to assist in conducting the investigation. All investigations will be conducted in a fair, independent and timely manner.

CUCNI will make all reasonable efforts to preserve confidentiality during the investigation. There may be instances where the identity of the discloser may be revealed, such as:

- During the investigation where it is necessary to directly or indirectly share information in order to complete a thorough and fair review of the claim.
- To ASIC, APRA or any other party as required by the law.

CUCNI will take all reasonable steps to protect the identity of the discloser and avoid sharing information unnecessarily where possible.

At the conclusion on the investigation, the outcome will be provided to the discloser. The discloser does not accept the outcome of the investigation; they can choose to disclose to an external organisation.

4. Resources

- [Corporations Act 2001 \(Cth\)](#)
- [ASIC Home | ASIC](#)
- [Governance Standard 5: Duties of Responsible People | ACNC](#)
- [Criminal Code Act 1995 \(Cth\)](#)
- [National Anti-Corruption Commission Act 2022 \(Cth\)](#)
- [APRA Whistle-blower disclosures](#)
- [ASIC Whistle-blower protections](#)
- [Employee Assistance Program](#)
- [Fair Work Ombudsman](#)
- [Legal Aid | Norfolk Island Regional Council](#)