



Protected Disclosures Policy

CLNZ encourages personnel aware of wrongdoing to raise their concerns. Our Protected Disclosures Policy supports our commitment to high standards of compliance and ethics, without concern for reprisal. This policy describes how to raise matters of serious wrongdoing, and how CLNZ will investigate protected disclosures and ensure protection for disclosers. This policy was first approved by the CLNZ Board at its meeting held 19 August 2022.

A. PURPOSE AND SCOPE

Copyright Licensing New Zealand (the trading name of Copyright Licencing Limited, hereafter referred to as CLNZ) is committed to maintaining high ethical standards and legitimate business practices and wishes to encourage the identification and prevention of any Serious Wrongdoing (as defined in this policy) that may affect this commitment. The purpose of this policy is, therefore, to provide CLNZ personnel (including employees, contractors, Company Directors and other Board appointees) with a system whereby they can disclose any knowledge of actual or intended Serious Wrongdoing; and to confirm that persons who provide such disclosure, and are acting in good faith, and on the basis of reasonable belief, should not be victimised (including retaliation or threat of retaliation) or subject to other adverse action if they make such a disclosure.

This policy applies to all CLNZ personnel and any other individual who may have dealings with CLNZ: current or former employees, secondees, contractors, board members, and volunteers. This policy does not apply to matters which have been or may be investigated under the Code of Conduct, an employment or independent contractor agreement, or other CLNZ policies. This policy shall not be used to provide a platform for dishonest, vexatious or frivolous allegations.

B. DEFINITIONS

- *Complaints Officer* refers to the Chief Executive or CLNZ Board Chair.
- *Protected Disclosure* is a disclosure of information where the discloser believes, on reasonable grounds, that there is or has been serious wrongdoing in or by the discloser's organisation, discloses information about that in accordance with the Act, and does not disclose it in bad faith.
- A *Discloser* is an individual who is or was formerly an employee, secondee, contractor to, board member, or volunteer of CLNZ.
- *Serious Wrongdoing* includes any act, omission, or course of conduct in or by CLNZ that is one of more of these:
 - An offence

- A serious risk to public health, or public safety, or the health or safety of any individual, or 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

C. POLICY STATEMENT

- A. Where a person acting in good faith and on the basis of reasonable belief, becomes aware of actual, suspected or intended Serious Wrongdoing (as defined in this policy), they should report such Serious Wrongdoing, as soon as learning of them, to their supervisor or, if they consider it is appropriate, the Chief Executive, or the Board Chair of CLNZ. If the person considers it necessary, they should also file a report with the Ombudsman as the appropriate external authority: <https://www.ombudsman.parliament.nz/what-ombudsman-can-help/serious-wrongdoing-work-whistleblowing>.
- B. A Discloser may make their disclosure externally to the appropriate external authority in certain circumstances. This may occur where the employee has reasonable grounds to believe that:
- a. The head of the organisation is or maybe involved in wrongdoing; or
 - b. Reporting to the appropriate authority is justified due to the urgency of the matter to which the disclosure relates or some other exceptional circumstance; or
 - c. That no action or recommended action has been taken within 20 working days of the employee making the report according to the organisation's procedures, or to the head of the organisation; or
 - d. The employee has already made substantially the same disclosure in accordance with the organisation's internal procedures, to the head of the organisation, or to an appropriate authority, and the employee 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 but has not made progress within a reasonable period of time; or
 - iii. Has investigated but not taken or recommended any action
- C. A person, acting in good faith and on the basis of reasonable belief, may refuse to carry out any request, order or direction which is (or they are concerned may be) Serious Wrongdoing, and which is given by an individual who has direct or indirect control over their employment or engagement. Such requests should be reported immediately to the Complaints Officer. If the person considers it necessary, they should also file a report with the Ombudsman as the appropriate external authority (as defined in this policy): <https://www.ombudsman.parliament.nz/what-ombudsman-can-help/serious-wrongdoing-work-whistleblowing>.
- D. Employees are expected to co-operate fully with appropriate authorities during any investigation process or proceedings related to acts of alleged Serious Wrongdoing or work refusals under this policy.
- E. Where allegations are covered by the Protected Disclosures (Protection of Whistleblowers) Act 2022, there are statutory protections afforded to the Discloser (see [section 11](#) and [sections 17 to 24](#)).
- F. Nothing in this policy is meant to take precedence over a person's duties under statute law or common law. Any unlawful Serious Wrongdoing must be reported immediately.

- G. Anonymous reports are discouraged. If a person, for whatever reason, believes that they cannot otherwise make a report of Serious Wrongdoing, anonymous reports can be sent to the Chief Executive or the Board Chair.
- H. Complaints or reports of Serious Wrongdoing shall be investigated, and any person found to have participated in actions of Serious Wrongdoing will be subject to disciplinary action up to and including summary termination or termination of engagement.
- I. Any and all information collected under this policy or through the investigative process shall be held in confidence, except where disclosure may be necessary to further the investigation, address or respond to the issue, or as required by law. Any person who breaches this confidentiality requirement may be subject to disciplinary action up to and including summary termination or termination of engagement.
- J. All persons are required to co-operate with the investigation of incidents under this policy and, if necessary, shall be granted paid time off to do so.
- K. Protection shall not be provided under the Protected Disclosures (Protection of Whistleblowers) Act 2022 where disclosures are made to the media. The Act does not provide for media as a separate reporting avenue, nor as an appropriate authority to which a disclosure can be made and may constitute a breach of employment obligations.
- L. At the time of a protected disclosure CLNZ shall have regard to current procedural guidance issued by the Ombudsman.

D. EXPECTATIONS

Any person who receives a report of alleged Serious Wrongdoing under this policy (including supervisors and the Chief Executive) must hold the report and the identity of the reporting person in confidence except where disclosure may be necessary to further the investigation, address or respond to the issue or as required by law.

Persons

- Any person, acting in good faith and on the basis of reasonable belief, should report actual, suspected or potential incidents of Serious Wrongdoing, and co-operate with any investigation into such allegations.
- A person is responsible for adhering to CLNZ's policies in relation to confidentiality when making reports to external appropriate authorities, except where required by law, or where a person's safety or public safety is imminently threatened.

Complaints Officer

The Chief Executive and the Board Chair are expected, after receiving reports of Serious Wrongdoing, alleged Serious Wrongdoing or anticipated Serious Wrongdoing to:

- Assess the situation in order to make a determination of the process of investigation to be followed;
- Determine whether external authorities should be notified;
- Lead the internal investigation process;
- Report any matters disclosed under this policy to the Chair of the Board and provide appropriate updates as the matter proceeds;
- Implement actions to resolve the issue and ensure any procedural or policy changes that may be necessary in order to prevent a recurrence;

- Develop and prepare, in consultation with the most appropriate senior authority, a communications strategy for internal and external use regarding the Serious Wrongdoing and/or investigation; and
- Take reasonable steps to protect and support disclosers; and
- Provide any information or follow-up reports as required by executive management, external authorities or agencies.

The Chief Executive and the CLNZ Board of Directors reserve the right to involve legal counsel and/or independent auditor representatives throughout the process.

E. BREACH

Any breach of the policy may result in disciplinary action that could result in termination from the organisation.

F. LEGISLATION

The Protected Disclosures (Protection of Whistleblowers) Act 2022 exists in New Zealand to provide protection for employees in organisations who make disclosures of information about serious issues and wrongdoings. CLNZ has elected to adopt as relevant the processes and principles of the Act.

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