

# Corrupt conduct allegations concerning the Chief Executive Officer Policy

February 2024

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## Purpose

Under the *Crime and Corruption Act 2001* (Qld) (**CC Act**) and section 156(2) of the *Government Owned Corporations Act 1993* (Qld) (**GOC Act**), the Chief Executive Officer (**CEO**) is CleanCo's public official for the purposes of the CC Act.

The purpose of this policy (Policy) is to set out how CleanCo will deal with a complaint that involves, or may involve, corrupt conduct, of the CEO.

This policy applies to all complaints involving alleged corrupt conduct of the CEO made by any person, including CleanCo employees, contractors or suppliers or members of the public.

## Scope

This Policy applies to all CleanCo officers, employees, contractors, suppliers and the public. Whilst CleanCo is not a Unit of Public Administration for the purposes of the CC Act and is therefore not subject to the requirement to have a s.48A policy, it is considered best practice to adopt such a policy.

## Values

Genuine:

- Promote accountability, integrity and transparency in the way CleanCo deals with a complaint, information or matter that is suspected to involve, or may involve, corrupt conduct of the CEO.

Collaborative:

- Sharing and displaying information relating to how to raise a concern about the CEO with our people and stakeholders.
- Implementing a best practice framework for corrupt conduct referral and handling obligations.
- Embracing a positive culture of complying with corrupt conduct referral and handling obligations.

Curious:

- Understanding and complying with corrupt conduct referral and handling obligations.
- Monitoring and managing our approach to complying with corrupt conduct referral and handling, with a critical review every two years.

Courageous:

- Empowering our people and stakeholders to raise concerns about potential corrupt conduct of the CEO.

## Nominated person to receive complaints about the CEO

Having regard to s. 48A(2) and (3) of the CC Act, this policy nominates:

- the Chair of the CleanCo Board, and
- the Chair of the Audit and Risk Committee of the CleanCo Board,

as the nominated persons to notify the Under Treasurer of Queensland Treasury (**Under Treasurer**) (and provide all relevant documents) so the Under Treasurer can consider whether to notify the Crime and Corruption Commission (**CCC**) about the complaint pursuant to s.156 (4) of the GOC Act. This includes complaints, information and matters that is suspected to involve, or may involve, corrupt conduct of the CEO.

The nominated persons will - with or without consulting each other or the Under Treasurer - decide who will be the nominated person for a particular complaint. Where a nominated person decides to notify the Under Treasurer about a complaint, the nominated person for that particular complaint will inform the other nominated person and the Under Treasurer that they are the nominated person for the particular complaint.

If both the nominated persons have a conflict of interest in dealing with a particular complaint, then they must consult with the Under Treasurer as to who should be the nominated person to deal with the particular complaint.

## Complaints about the CEO

If a complaint may involve an allegation of corrupt conduct of the CEO, the complaint may be reported to:

- one of the nominated persons at:
  - Chair@cleancoqld.com.au
  - ARCChair@cleancoqld.com.au
- the Under Treasurer of Queensland Treasury at [GOCcomplaints@treasury.qld.gov.au](mailto:GOCcomplaints@treasury.qld.gov.au), or
- a person to whom there is an obligation to report under an Act (this does not include an obligation imposed by ss37, 38 and 39(1) of the CC Act).

If there is uncertainty about whether or not a complaint should be reported, it is best to report it to the nominated person.

If the nominated person reasonably suspects the complaint may involve corrupt conduct of the CEO, they are to:

- notify the Under Treasurer so the Under Treasurer can consider whether to notify the CCC about the complaint pursuant to s.156 (4) of the GOC Act; and
- deal with the complaint, subject to the CCC and Under Treasurer's monitoring role, if pursuant to s. 46 of the CC Act, the CCC refers the complaint to the nominated person to deal with.

If the CEO receives a complaint which may involve corrupt conduct of themselves, they must:

- report the complaint to one of the nominated persons as soon as practicable and may also notify the Under Treasurer; and
- take no further action to deal with the complaint unless requested to do so by the nominated person in consultation with the Under Treasurer.

## Recordkeeping requirements

If a nominated person decides that the complaint does not give rise to a reasonable suspicion of corrupt conduct by the CEO, they must make a record of the decision in accordance with s 40A of the CC Act. The record must include:

- the details of the complaint or information or matter
- the evidence on which the nominated person relied in making the decision
- any other reasons for the decision.

If there is no reasonable suspicion of corrupt conduct by the CEO, the nominated person will then refer the complaint to the General Manager - Legal and Governance to be managed in accordance with CleanCo's complaints management procedures (for example, managing it as a complaint under the Respectful Workplaces Policy or under the Complaint Handling Procedure).

## Public Interest and Whistleblower Disclosures

If a complaint involving alleged corrupt conduct of the CEO is made by a current CleanCo employee or Board Member, then it may also be a public interest disclosure under the *Public Interest Disclosure Act 2010*. A complaint involving alleged corrupt conduct of the CEO made by anyone may also be a whistleblower disclosure under the *Corporations Act 2001* (Cth).

If the complaint is assessed as a public interest and/or whistleblower disclosure, the nominated person must handle it in accordance with CleanCo's Whistleblower and Public Interest Disclosure Protection Policy.

## Resourcing the nominated person

If the nominated person has responsibility to deal with the complaint in accordance with the CC Act:

- CleanCo will ensure that sufficient resources are available to the nominated person to enable them to deal with the complaint appropriately, and
- the nominated person is to ensure that any consultations for the purpose of securing resources sufficient to deal with the complaint are confidential, and not disclosed except to the CCC without:
  - authorisation under a law of the Commonwealth or the State, or
  - the consent of the nominated person responsible for dealing with the complaint.

In dealing with the complaint, the nominated person may seek the assistance of an appropriate party, for example, the General Manager - Legal and Governance, Company Secretary or external legal counsel.

The nominated person must at all times 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 CleanCo is dealt with, and
- CleanCo's statutory, policy and procedural framework.

If the nominated person has responsibility to deal with the complaint, they:

- are delegated the same authority, functions and powers as the CEO to direct and control employees and contractors of CleanCo as if the nominated person was the CEO for the purpose of dealing with the complaint only
- are delegated the same authority, functions and powers as the CEO to enter into contracts on behalf of CleanCo for the purpose of dealing with the complaint, and
- do not have any authority, function, or power that cannot legally be delegated by either the Chairperson or the CEO to the nominated person.

## Liaising with the CCC about this policy

The CEO (or their delegate) will consult with the CCC when amending or replacing this policy about how CleanCo will deal with a complaint that involves or may involve a reasonable suspicion of corrupt conduct of the CEO.

The CEO is to keep the CCC and the nominated person/s informed of:

- the contact details for the CEO and the nominated person/s; and

- any proposed changes to this policy.

## Roles and Responsibilities

- The **Board** is accountable for ensuring an appropriate process exists for dealing with a complaint, information or matter that is suspected to involve, or may involve, corrupt conduct of the CEO.
- The **CEO** is accountable for
  - referring any complaint, information or matter that is suspected to involve, or may involve, corrupt conduct of themselves to the nominated persons, and
  - Ensuring that this policy is reviewed every two years to ensure continued effectiveness and compliance, and liaising with the CCC in relation to any proposed changes to the policy.

## Further information about this Policy

To obtain additional information about this Policy, including whether a matter is within the scope of CleanCo's Whistleblower and Public Interest Disclosure Protection Policy, please contact the Company Secretary.

Alternatively, you may wish to seek independent legal advice.

This Policy is available for public viewing at <http://www.cleancoqld.com.au> and available internally to employees on our intranet, Watts On.

## References

This Policy is to be read with:

- Code of Conduct
- Whistleblower and Public Interest Disclosure Protection Policy
- Anti-bribery and Corruption Policy
- Fraud and Corruption Prevention Policy
- Enterprise Risk Management Policy
- Compliance Framework

The following legislation and external policies are applicable to this Policy:

- *Corporations Act 2001 (Cth)*, including regulations made for the purposes of that Act
- *Taxation Administration Act 1953 (Cth)*, including regulations made for the purposes of that Act
- *Public Interest Disclosure Act 2010 (Qld)*, and Public Interest Disclosure Standards
- *Crime and Corruption Act 2001 (Qld)*
- *Government Owned Corporations Act 1993 (Qld)*

## Definitions

The following definitions apply to this Policy:

Chair	The Chair of the Board of Directors of CleanCo appointed pursuant to section 89 of the <i>Government Owned Corporations Act 1993</i> (Qld)
CleanCo	CleanCo Queensland Limited ACN 628 008 159
Corrupt conduct	means the same as the definition in section 15 of the <i>Crime and Corruption Act 2001</i> (Qld)

### Document governance

Title:	Corrupt Conduct allegations concerning the Chief Executive Officer
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### Version control

Version	Date	Description	Approved By
1	February 2024	Initial document	Board