

# Corrupt conduct allegations concerning CleanCo Directors

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.

Because the CEO reports to the Board, this policy has been developed to set out how CleanCo will deal with a complaint that involves, or may involve, corrupt conduct, any of the Directors of the Board.

This policy applies to all complaints involving alleged corrupt conduct of a Director 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, 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 its Directors.

Collaborative:

- Sharing and displaying information relating to how to raise a concern about a Director 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 a Director.

## Complaints about a Director

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

- the Under Treasurer of Queensland Treasury at [GOCcomplaints@treasury.qld.gov.au](mailto:GOCcomplaints@treasury.qld.gov.au),
- the CEO at [CEOoffice@cleancoqld.com.au](mailto:CEOoffice@cleancoqld.com.au)
- the Chair of the Board at [Chair@cleancoqld.com.au](mailto:Chair@cleancoqld.com.au)

- the Chair of the Audit and Risk Committee at [ARCChair@cleancoqld.com.au](mailto:ARCChair@cleancoqld.com.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 Under Treasurer.

If the recipient of the complaint (other than the CEO) reasonably suspects the complaint may involve corrupt conduct of a Director, they are to:

- notify the Under Treasurer (and provide all relevant documents) so the Under Treasurer of Queensland Treasury (**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 unless directed otherwise by the CCC, and in consultation with the Under Treasurer,
  - if the complaint concerns a Director other than the Chair of the Audit and Risk Committee or Chair of the Board, notify them both of the complaint and steps taken,
  - if the complaint concerns the Chair of the Audit and Risk Committee, notify the Chair of the Board of the complaint and steps taken,
  - if the complaint concerns the Chair of the Board, notify the Chair of the Audit and Risk Committee of the complaint and steps taken, and
- take no further action to deal with the complaint unless requested to do so by the CCC or the Under Treasurer.

If the CEO is the recipient of the complaint and reasonably suspects the complaint may involve corrupt conduct of a Director, they are to:

- notify the CCC of the complaint (pursuant to s. 156 (2) of the GOC Act), this will give the CCC jurisdiction over the complaint in the same way as a complaint received by the CCC from the Under Treasurer pursuant to s.156 (4) of the GOC Act.

## Recordkeeping requirements

If a recipient of a complaint decides that it does not give rise to a reasonable suspicion of corrupt conduct by a Director, they must make a record of the decision in accordance with s 40A of the CC Act and provide this to the Under Treasurer. 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 Director, the recipient will refer the complaint to the Chair of the Audit and Risk Committee or Chair of the Board to be managed as appropriate.

## Public Interest and Whistleblower Disclosures

If a complaint involving alleged corrupt conduct of a Director is made by a current CleanCo employee or Director, then it may also be a public interest disclosure under the *Public Interest Disclosure Act 2010*. A complaint involving alleged corrupt conduct of a Director 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, it must be handled in accordance with CleanCo's Whistleblower and Public Interest Disclosure Protection Policy.

## 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 a Director. The CEO (or their delegate) 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 a Director.
- The **CEO** is accountable for
  - referring any complaint, information or matter that is suspected to involve, or may involve, corrupt conduct of a Director to the CCC and Under Treasurer, 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.cleancoql.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:

Board	The Board of Directors of CleanCo
Chair	The Chair of the Board
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)
Director	A Director of CleanCo appointed pursuant to section 89 of the <i>Government Owned Corporations Act 1993</i> (Qld)

### Document governance

Title:	Corrupt Conduct allegations concerning the Chair
Approved by:	CleanCo Queensland Limited Board
Periodicity of review:	2 years
Approved:	22 February 2024

### Version control

Version	Date	Description	Approved By
1	February 2024	Initial document	Board