



## **UBICO LIMITED**

### **WHISTLEBLOWING POLICY**

#### **DOCUMENT HISTORY**

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<b>Version Number</b>	<b>Version Date</b>	<b>Summary of Changes</b>
2	July	Updated relevant legislation- Enterprise and Regulatory Reform Act 2013
3	December 2018	Reviewed by Grant McCoubrey to present to CMT
4	January 2019	Reviewed and amended by SMT
5	March 2019	Reviewed and amended after TU consultation
6	May 2019	Final version approved following reviews and TU consultation
7	December 2019	Inclusion of independent reporting mechanism via ARA and process flow charts

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## 1. Introduction

Employees/workers are often the first to realise that there may be something seriously wrong within Ubico Limited ('the Company'). However, they may be discouraged from expressing their concerns because they feel that speaking up would be disloyal to their colleagues or to the Company. They may fear harassment or victimisation. In these circumstances, it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice. It is important to the business that any fraud, misconduct or wrongdoing by employees/workers of the Company is reported and properly dealt with.

Ubico is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, Ubico encourages all individuals to raise any concerns that they may have about the conduct of others in the business or the way in which the business is run. Ubico also recognises that certain cases will have to proceed on a confidential basis.

This policy sets out the way in which individuals may raise any concerns that they have and how those concerns will be dealt with.

This policy applies to all employees of Ubico. Other individuals performing functions in relation to Ubico, such as agency workers and contractors, are also encouraged to use it.

## 2. Background

Under the Public Interest Disclosure Act 1998, which amends The Employment Rights Act 1996, as amended by the Enterprise and Regulatory Reform Act 2013 protection is provided for employees/workers who raise legitimate concerns about specified matters. These are called "qualifying disclosures". A qualifying disclosure is one made in the public interest by an employee/worker who has a reasonable belief that:

- a criminal offence;
- a miscarriage of justice;
- an act creating risk to health or safety;
- an act causing damage to the environment;
- a breach of any other legal obligation; or
- concealment of any of the above;

is being, has been or is likely to be, committed. It is not necessary for the employee/worker to have proof that such an act is being, has been, or is likely to be, committed - a reasonable belief, in the public interest, is sufficient. The employee/worker has no responsibility for investigating the matter - it is the company's responsibility to ensure that an investigation takes place.

An employee/worker who makes such a protected disclosure has the right not to be dismissed, subjected to any other detriment or victimised, because he/she has made the disclosure.

Ubico encourages employees/workers to raise their concerns under this procedure in the first instance. If an employee/worker is not sure whether or not to raise a concern, he/she should discuss the issue the Company's HR team, or they may raise it with a union representative.

### **3. Principles**

- Everyone should be aware of the importance of preventing and eliminating wrongdoing at work. Employees/workers should be watchful for illegal or unethical conduct and report anything of that nature that they become aware of.
- Any matter raised under this procedure will be investigated thoroughly and promptly, and the outcome of the investigation reported back to the employee/worker who raised the issue. The matter will be investigated on a confidential basis unless it is so serious that it should be disclosed e.g. to the police.
- This policy encourages employees/workers to put their name to their allegation. Concerns expressed anonymously are much less powerful, but they will be considered at the discretion of the Company.
- No employee/worker will be victimised for raising a matter under this procedure. This means that the continued employment and opportunities for future promotion or training of the employee/worker will not be prejudiced because he/she has raised a legitimate concern.
- If an employee makes an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against the employee. If, however it is established that the employee makes malicious or vexatious allegations, disciplinary action may be taken against them.
- If the employee raising the concern is already the subject of disciplinary, grievance, capability or redundancy process it may be appropriate to halt that process until the outcome of the whistleblowing allegation is concluded.
- Victimisation of an employee/worker for raising a qualified disclosure will be a disciplinary offence.
- If misconduct is discovered as a result of any investigation under this procedure the Company's disciplinary policy and procedure may be used, in addition to any appropriate external measures.
- Maliciously making a false allegation may be treated as a disciplinary offence.
- An instruction to cover up wrongdoing can in itself be a disciplinary offence. If told not to raise or pursue any concern, even by a person in authority such as a manager, employees/workers should not agree to remain silent. They should report the matter to the Company's HR team or a member of the Executive Board.

### **4. Procedure**

There are existing procedures in place to enable employees to lodge a grievance relating to their own employment. This procedure lays down the steps which should be taken if an employee/worker believes that any person officially

connected with the operation and business of the Company may be acting improperly in the context of the Company's Whistleblowing Policy. The steps are also outlined in a process diagram in appendix 1.

### **Step 1**

In the first instance, employees/workers may choose to raise any concerns that they may have with either a member of the HR team or if they prefer to report the matter to an independent body, they can contact Audit Risk Assurance (ARA) on 01452 427052.

Any allegation of financial irregularity or impropriety must be referred to ARA. If such a matter is reported to the HR team, they will also inform ARA.

Line managers can support the employee to make the report if required.

Please note: If the whistleblowing complaint is about or involves a member of the HR team it should be made to ARA.

If the whistleblowing complaint is about or involves the Managing Director the complaint should be made to ARA.

### **Step 2**

The HR Team/ARA will take a preliminary statement from the employee/worker to establish the grounds for concern.

HR/ARA will inform a member of CMT who will together appoint an appropriate investigating officer.

The investigating officer will write to the employee/worker within ten working days of the concern being received.

- acknowledging that the concern has been received
- indicating how it is proposed to deal with the matter
- giving an estimate of how long it will take to provide a final response
- if it has been decided not to investigate further, explaining why.

The investigation may involve the employee/worker and other individuals involved giving a written statement. The employee/worker's statement will be taken into account, and he/she will be asked to comment on any additional evidence obtained. The investigating officer will then report to a member of the Corporate Management Team, who will take any necessary action including reporting the matter to any appropriate government department or regulatory agency and will update other members of the Corporate Management Team. If disciplinary action is required, the investigating officer will report the matter to the HR Team. He/she will put in place the necessary steps to commence the Company's disciplinary procedure. On conclusion of any investigation, the employee/worker will be told the outcome of the investigation and what the Company has done, or proposes to do, about it. If no action is to be taken, the reason for this will be explained.

### **Step 3**

If the employee/worker is not satisfied that the appropriate action has been taken, the employee/worker should escalate the case back to the Corporate Management Team who will review the case again and arrange for another manager to review the investigation, make any necessary enquiries and make his/her own report.

### **Step 4**

If on conclusion of stages 1, 2 and 3 the employee/worker reasonably believes that the appropriate action has not been taken, he/she should report the matter to the proper authority. The legislation sets out a number of bodies to which qualifying disclosures may be made. These include:

- HM Revenue & Customs;
- the Financial Conduct Authority ;
- the Serious Fraud Office;
- the Independent Office for Police Conduct;
- the Competition and Markets Authority;
- the Health and Safety Executive; and the Environment Agency.

### **Data protection**

When an individual makes a disclosure, the organisation will process any personal data collected in accordance with its [data protection policy](#). Data collected from the point at which the individual makes the report is held securely and accessed by, and disclosed to, individuals only for the purposes of dealing with the disclosure.

## Appendix One

### **Processes for reporting a Whistleblowing concern**

Allegations which:

- Involve the Managing Director
- Involve any Human Resources colleagues
- are about financial irregularity or impropriety

must be reported to ARA. Should an allegation of this nature be received by HR it will be immediately referred to ARA. The investigation process is outlined in diagram 2 below.

For all other allegations, the whistleblower can choose to approach either HR or ARA. The investigation process is outlined in diagram 1 below.

*Diagram 1*

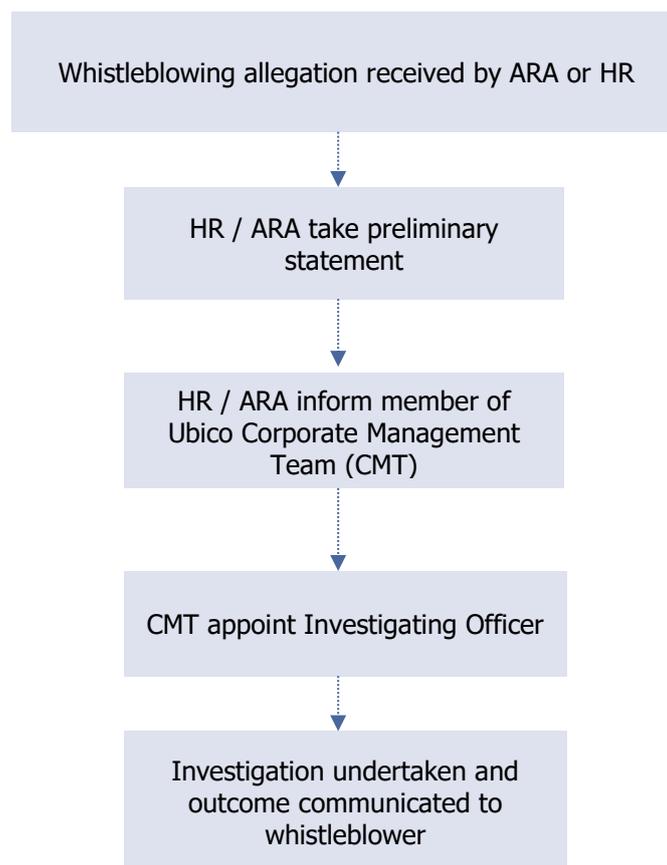


Diagram 2

