

**PORTERBROOK BUSINESS MANAGEMENT SYSTEM**

Procedure Reference: **PBK/T2/05**  
Title: **Whistleblowing Policy & Procedure**  
Procedure Owner: **General Counsel**

**Approval**

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**Introduction:**

The generic meaning of ‘whistleblowing’ is making a disclosure that exposes any kind of information or activity that is deemed as illegal, unethical or breaches an organisation’s protocols or regulatory obligations.

Any raised concern must be a genuine issue and such concerns can include, but are not limited to:

- a violation of company policy/rules;
- a criminal act;
- a miscarriage of justice;
- a health and safety matter;
- fraud and corruption; or
- the concealment of such acts.

The purpose of this policy is to set out how Porterbrook will deal with a whistleblowing event, namely how such incidents should be reported, how the raised concerns will be investigated and what the whistle blower can expect in terms of feedback irrespective of whether the notification originates from within Porterbrook or elsewhere.

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## **1 Policy Scope and Purpose**

- 1.1 This policy is deemed to cover all legal entities within the 'Porterbrook Group'
- 1.2 All individuals employed by any company within the 'Porterbrook Group' (irrespective of whether a full-time/part-time employee), a self-employed contractor retained by Porterbrook under any form of agency agreement or an individual on a work experience placement, are covered by this policy. Each such employee or other person covered by this policy is referred to in this policy a "**Relevant Individual**".
- 1.3 This policy outlines the internal procedure under which Relevant Individuals can express concerns about a wrongdoing. Porterbrook encourages all Relevant Individuals to speak up at an early stage so that an appropriate remedy can be put in place.
- 1.4 Any concern raised by any Relevant Individual will be taken seriously and all Relevant Individuals are encouraged to communicate their concerns through one of the approved channels.
- 1.5 Where an allegation originates from outside Porterbrook, Porterbrook will ensure the matter is thoroughly investigated, will not release the name of the complainant without that Relevant Individual's express consent, and will report back their findings in a timely manner and act effectively upon the investigation findings.

## **2 Description & Assurances**

- 2.1 The 'Whistleblowing' mechanism is intended to cover serious public interest concerns that fall outside the scope of Porterbrook's other policies and procedures. For example, grievances about work related matters will typically fall outside of this policy and should be dealt with in accordance with Porterbrook's Grievance Procedure. This Whistleblowing Policy & Procedure, in accordance with the Public Interest Disclosure Act 1998, is to be used for the reporting of any wrongdoing, suspected wrongdoing or dangers in relation to Porterbrook's activities. This can include:

- the commission of a criminal offence, e.g., fraud, bribery, theft, tax evasion or other criminal activity;
- where a person has failed, is failing or is likely to fail to comply with any legal obligation;
- where there has been a miscarriage of justice, or where a miscarriage of justice is occurring or is likely to occur;
- where the health and/or safety of any individual has been, is being or is likely to be endangered; and
- where the environment has been, is being or is likely to be damaged,

providing the raising of such matters is in the public interest.

The PLCL Board and the Executive Committee are fully committed to this policy. If a genuine concern is raised, the whistle-blower will not be at risk of losing their job or suffering any detriment (such as reprisal or victimisation), provided their actions are undertaken in good faith, including if it is subsequently proven that the whistle-blower is genuinely mistaken in their assessment of the situation or if there is an innocent explanation for their concerns.

Given the above mentioned assurance, Porterbrook hopes that any concern can be raised openly. In return, individuals can expect their concern(s) will be reviewed quickly, impartially and regular feedback will be provided on progress.

### **3 Raising a Concern:**

To raise a concern under this policy, the preferred option is for the Relevant Individual to either speak to, or provide full details in writing, to their line manager and/or line director to determine the best way forward. However, it is recognised that there may be circumstances when a Relevant Individual would prefer to speak to another person (e.g. HR Manager or General Counsel) first before taking this step.

This preferred option does not withdraw a Relevant Individual's right to express a concern anonymously, but such action is less powerful as it may be more difficult to identify all the relevant aspects of the concern. In such circumstances Porterbrook will have the discretion whether to go forward with the concern and will base its decision on the following factors:

- The seriousness of the issue(s) raised;
- The credibility of the concern; and/or
- The likelihood of confirming the allegation from attributable sources.

Where an individual does not wish to come forward as a witness, Porterbrook retains the right to pursue the matter further but will respect the anonymity of the individual unless it breaches legal and/or regulatory protocols or any national laws.

### **4 Raised a concern**

#### **4.1 Process Map**

See Section 12

#### **4.2 Initial Assessment:**

Once the concern has been reported, the person to whom a Relevant Individual has raised an issue will discuss the matter with the General Counsel who will assess the concern and consider what action is the most appropriate way forward. Depending on the nature of the subject matter, the General Counsel may, where appropriate, consult with the Chief Executive Officer, Chief Financial Officer and/or Chief Commercial Officer.

This may involve having an initial informal meeting with the whistle-blower in order to verify the nature of the concern(s). During the course of such a meeting, details

will be provided on how the matter will be handled, who will lead the review, how the reviewer can be contacted and what further assistance we may need from the Relevant Individual.

#### 4.3 Review Stage:

The scope of the review will always be commensurate with the nature of the allegation.

##### (i) Simple Matter (dealt with internally)

Where it is possible, the review into such matters can be undertaken by the appropriate line director or another Porterbrook director if the line director is implicated by the allegation.

##### (ii) Complex Matter (review requires external professional assistance)

If it is considered that the matter is more serious, or any previous investigation did not, or will not, resolve the matter, the General Counsel, or a Board Member (if necessary), shall determine who is best placed to conduct the review.

If the concern relates directly to a Porterbrook director (other than the Group Chairman), the General Counsel or a Board Member will become the reviewer and shall consult with the Group Chairman immediately regarding the nature of the allegation and the next steps to be taken.

If the identity of the Relevant Individual raising the concerns is known, that Relevant Individual has the right to address the concerns direct to the reviewer. That Relevant Individual has the right to be accompanied by a member of the Porterbrook staff during this interview process.

At this stage, the role of the reviewer is to confirm the areas of concern, whether the Relevant Individual wishes their identity to be disclosed and to provide guidance on protection from possible victimisation. The Relevant Individual will be asked to submit a written statement. The reviewer will prepare minutes of any interviews conducted under this procedure with the Relevant Individual and ensure the minute(s) are signed by both the reviewer and the Relevant Individual as being accurate and retained for future use on a confidential basis.

If the concern raised is very serious or complex, a formal investigation may need to be held. In such cases, the terms of reference shall be agreed by the General Counsel, or a Board Member (if necessary), after formal consultation with the Group Chairman.

Depending on the identified circumstances, the employment of external professionals may be necessary if there is insufficient expertise internally within Porterbrook or the matter necessitates an independent check to be undertaken to achieve a comprehensive review.

It is possible the investigation may need to be carried out under the terms of strict confidentiality (i.e. by not informing the subject of the concern until it becomes necessary to do so). In certain cases, suspension from work may have to be

considered but again the confirmation of the General Counsel, or a Board Member (if necessary), should be sought before this action is taken.

The reviewer will initially report the review findings to the General Counsel, as appropriate.

If the result of the investigation is that there is a case to be answered by any individual, Porterbrook's Disciplinary Policy will be used, and the details discovered by the formal investigation transferred to that process.

If there is no case to answer but there is evidence that the allegation was made frivolously, maliciously or for personal gain, disciplinary action may be faced by the Relevant Individual.

If the initial allegation originates outside the Porterbrook Group, the concern needs to be handled in a similar professional manner as adopted for an internal allegation and the depth of the review process should be sufficiently robust to establish the veracity of the claim. Again, where possible, the claimant, if known, should be kept advised of all material developments.

#### 4.4 Following the investigation

The General Counsel, or a Board Member (if necessary), will arrange a meeting with the Relevant Individual (where the identity has been disclosed) to give feedback on any action taken. The feedback will be provided as soon as possible but **will not** include details of any proposed disciplinary action against any member of Porterbrook staff.

In addition, as part of the review process the internal policies and procedures need to be evaluated to determine whether any changes are required to the existing protocols in light of the findings.

#### 4.5 Concerns about the Porterbrook Chief Executive Officer

In the event that the concern is about the Porterbrook Chief Executive Officer, this concern should be raised directly with the Porterbrook Chairman, by either the member of staff or their line manager, who will decide on how the investigation will proceed.

The Porterbrook Chairman can be contacted on a confidential basis through the following email address: [chairman@porterbrook.co.uk](mailto:chairman@porterbrook.co.uk)

#### 4.6 Concerns about Other Board Members

In the event that the concern is about any Porterbrook Board Member (other than the Porterbrook Chief Executive Officer), this concern should be raised directly with the Porterbrook Chief Executive Officer, by either the Relevant Individual or their line manager, who will decide on how the investigation will proceed.

#### 4.7 Raising Concerns with outside bodies

The legislation provides an individual with the right to report matters direct to regulatory bodies although it is hoped that such action will only be undertaken after Porterbrook has been given the opportunity to investigate the matter at the outset.

If a Porterbrook employee is contemplating making a wider disclosure, they are strongly advised to seek external guidance from appropriate parties before proceeding because if done unjustifiably this could result in disciplinary action and could undermine public confidence in the rail industry as a whole.

### 5 Responsibilities

#### 5.1 General Counsel:

The General Counsel is the main sponsor for the Porterbrook Whistleblowing Policy and Procedure. The General Counsel will ensure all concerns raised are dealt with fairly, thoroughly and in accordance with the policy.

#### 5.2 Line Directors/Managers:

All managers are responsible for ensuring that all Relevant Individuals are aware of the policy, and its application, and for creating an environment under which allows all Relevant Individuals to be able to express any concern freely and without fear of reprisal.

#### 5.3 Individuals:

All Relevant Individuals have a right to raise any matter of concern. The policy is designed to provide a clear commitment to all Relevant Individuals that concerns will be taken seriously and to encourage all Relevant Individuals to communicate their concerns through the appropriate channels.

### 6 Monitoring & Compliance

This policy can be reviewed by the Board of Porterbrook Leasing Company Limited and/or the Porterbrook Audit & Risk Committee at any time.

The Audit & Risk Manager is responsible for collating details of any cases which are dealt with under this procedure and providing a 'high-level' briefing to the Porterbrook Audit & Risk Committee on an annual basis. This reporting mechanism will only outline the nature of the concern and the outcome in a form that does not endanger the employee's confidentiality.

**7 Reference and related documents**

<u>Policies &amp; Procedures</u>	<u>Reference</u>
Anti-Bribery Act	PERS-T2-20
Anti-Fraud Act	FIN-T2-44
Anti-Slavery & Human Trafficking Policy	LEG-T2-06
Data Protection Policy	PBK-T1-04
Disciplinary Policy (Employee Handbook)	PERS-T2-03
Grivence Procedure (Employee Handback)	PERS-T2-03
Safety Manual	SM-T1-200

**8 Implementation Plan**

A staff communique will be issued to raise awareness of the introduction of this policy and procedure.

**9 Records**

Any requirement to retain records as a result of this policy and procedure will be undertaken in accordance with the Record Retention Policy - LEG/T2/05.

**10 Controlled hard copy distribution**

The company policy is to hold procedures within the DMS/BMS electronically, unless otherwise stated in the procedure being written.

**11 Revision History**

Issue	Pages	Date	Details
Issue 1	All	February 2017	New document
Issue 2	All	January 2019	Revised Document

**12 Appendix 1 – PROCESS MAP**

See next sheet

# Whistleblowing Policy & Procedure

# Process Map

