



EirGrid Group Whistleblowing Policy (POL_IA_WBLOWvn2.0)

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V2.0	10/09/15	Revisions to take into account new organisation structure and brand	Alan Thomson	Head of Internal Audit & Compliance & CS&HR Director

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About this Policy

The EirGrid Group¹ is committed to promoting the highest standards of openness, probity and accountability. An important aspect of fostering a culture of accountability and transparency is having a mechanism in place to enable individuals to make disclosures of wrongdoing without any fear of penalisation², safe in the knowledge that any disclosures made will be taken seriously, investigated appropriately, and their anonymity will be protected.

This is particularly important where an individual has a reasonable belief that the information he or she has discovered is “relevant information”. To qualify as “relevant information”, an Individual must reasonably believe that the information disclosed tends to show one or more of the “relevant wrongdoings” (listed below), and it must come to an individual’s attention in connection with his other employment.

It should be emphasised that this Whistleblowing Policy (the “Policy”) is intended to provide guidance as to how individuals can make disclosures relating to suspected relevant wrongdoings. This Policy should not be used as a means by which an individual questions financial or business decisions taken by any entity within the EirGrid Group, or for raising complaints of a personal nature in respect of treatment at work. In those instances, an individual should use the appropriate Grievance Procedures.

Scope of this Policy

This Policy is applicable to all employees on permanent and temporary contracts, officers, contractors, consultants, agency workers, secondee employees, casual workers, volunteers, interns, trainees, former employees of all entities within the EirGrid Group, and anybody who is contracted to do work which is primarily determined by the EirGrid Group management team.

What are the ‘relevant wrongdoings’ that can be disclosed?

The following are classified as “relevant wrongdoings”:

- A miscarriage of justice
- Misuse of public monies; mismanagement by a public official; financial malpractice and/or impropriety, fraud, bribery or corruption;
- Non-compliance with a legal obligation
- Health & Safety threats
- Danger to or damage to the environment
- That an offence has been, or is likely to be committed
- The commission of an offence (including for the avoidance of doubt, criminal activity)
- Improper conduct or unethical behaviour; an act of omission by or on behalf of a public body is oppressive, discriminatory or grossly negligent or constitutes gross mismanagement; and
- Concealment or destruction of information relating to any of the foregoing.

Please note that there are no geographical boundaries for the commission of a wrongdoing. Consequently, if the wrongdoing is committed abroad i.e. outside Ireland and Northern Ireland, this Policy still applies whether or not the wrong doing would be regarded in that country as an offence.

What support is provided to Individuals if they decide to whistle-blow?

Individuals should feel confident about coming forward to raise genuine concerns and we will:

¹ EirGrid Group shall include the following entities: EirGrid plc, EirGrid UK Holdings Ltd, SONI Ltd, and SEMO (a contractual joint venture between EirGrid plc and SONI Ltd).

² Penalisation means any act or omission that affects an Individual to the Individual’s detriment: e.g. dismissal or disciplinary action; selection for lay-off or redundancy; demotion or loss of opportunity for promotion; transfer of duties, change of location of place of work; reduction in wages / change in working hours; suspension; and unfair treatment and discrimination.

- always deal with genuine concerns seriously when they raise them and look into them thoroughly and with care;
- respect individuals' view when they come forward, and encourage them that they have done the right thing;
- do everything possible to invoke measures to protect an individual's identity and ensure that any disclosure made is treated confidentially;
- support individuals when they raise an issue, and protect them from any reprisals and victimisation;
- assure individuals that coming forward with a genuine concern will not affect their career, regardless of the outcome;
- treat any pressure, criticism or victimisation towards an individuals, in relation to their reporting of a concern, as a disciplinary matter; and
- always use our disciplinary procedures to pursue fraud and serious abuse and other illegal actions as rigorously as possible, and take legal action as necessary.

Raising a Whistleblowing Concern – Who to contact?

The purpose of this Policy is to give individuals the opportunity and protection needed to raise concerns internally without reporting the concern to an external body. It is, therefore, expected that initially, individuals will raise concerns internally in accordance with the steps outlined below. In the event that making a disclosure internally is not possible or inappropriate, there are alternative options available as outlined below.

Internal Disclosures

1. Internal Discussion with a Member of the Management Team

In the event that an individual is considering invoking the Whistleblowing Policy, he or she is encouraged initially to raise the issue for consultation with a member of the Management Team i.e. Managers and Directors within the EirGrid Group. The Management Team are obliged to treat such matters confidentially, and to protect the individual's anonymity. The purpose of this discussion is to talk about the individual's concerns in a safe environment. At the end of this meeting, should the individual wish to invoke the Policy, he or she will be directed to one of the nominated individuals (see below) who have been assigned the role of "Investigating Officer".

2. Disclosure to an Investigating Officer

An Individual who either feels unable in the first instance to speak with a member of the Management Team for whatever reason, or they have consulted with a member of the Management Team and still wish to make a disclosure, he or she should approach any one of the following Investigating Officers:

- Head of Internal Audit & Compliance;
- HR Director; or
- Chief Executive.

3. Disclosure to the Chairman

Should none of the above routes be suitable or acceptable, the individual may bypass the above methods and discuss the disclosure with the Chairperson. The Chairperson may then, assuming there is no conflict of interest, refer the individual back to one of the Investigating Officers if he feels that the Investigating Officer can more appropriately investigate the disclosure.

External Disclosures

Where an individual reasonably believes that:

- evidence in respect of the relevant information will be destroyed and/or concealed if a disclosure is made internally;

- He or she will be subjected to penalisation by the Company ; or
- the relevant wrongdoing is of an exceptionally serious nature,

then the individual can make an external disclosure to a person³ other than his or her employer provided that he or she (i) **reasonably** believes that the information disclosed is **substantially true**, (ii) that the **disclosure is not made for personal gain**, and (iii) it **must be reasonable** for the individual in all the circumstances, to make the disclosure.

Examples of External Persons to whom a disclosure can reasonably be made

- Prescribed Persons

In Ireland, the Minister for Public Expenditure and Reform may prescribe a wide list of “prescribed persons” (mainly heads of regulatory bodies) whose roles and responsibilities are defined by law. In Northern Ireland, the Public Interest Disclosure (Prescribed Persons) (Amendment) Order (Northern Ireland), 2012 provides a list of prescribed persons for this purpose.

- Disclosure to a legal adviser

An individual may make a disclosure in the course of obtaining legal advice from a barrister, solicitor, or trade union official.

When to contact?

Individuals are encouraged to make a disclosure at soon as they have a reasonable belief of suspected relevant wrongdoings. Whilst we do ask that individual exercise due care to ensure the accuracy of the information, they are not expected to fully investigate the matter, or to prove that their disclosure is well-founded. If an individual is uncertain whether something is within the scope of this Policy, he or she should seek advice from the Head of Internal Audit & Compliance in the first instance.

Is the individual obliged under the legislation to report a wrongdoing?

No, there is no legal obligation imposed on individuals to disclose any wrongdoing. However, individuals must still comply with other legal obligations to disclose information, such as those imposed by criminal law. For example, it is an offence for a person not to report to An Garda or the Police Service of Northern Ireland information which he or she knows or believes might be of material assistance in preventing the commission of certain offences or securing the conviction of any persons for those relevant offences.

Investigating Procedure

Due to the varied nature of the disclosures raised, which may involve internal investigators and/or An Garda /the Police Service Northern Ireland, it is not possible to lay down precise timescales for such investigations. The Investigating Officers should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The Investigating Officer should, as soon as practically possible, send a written acknowledgement of the disclosure to the individual who made the disclosure (the “**Discloser**”), and thereafter, inform him or her in writing in respect of the outcome of the investigation, and on the action that is proposed. If the investigation is prolonged, the Investigating Officer should keep the individual informed in writing, as to the progress of the investigation, and as to when it is likely to be concluded.

All responses to the Discloser should be in writing and sent to his or her home address.

In carrying out the investigation, the Investigating Officer may carry out the following steps:

- Full details and clarifications of the complaint should be obtained;

³ The legislation does not define who that “person” might be but **it must be reasonable** to disclose to that person. For example, it is unlikely to be reasonable to disclose wrongdoing to a business competitor of the EirGrid Group.

- The Investigating Officer should inform the Individual against whom the complaint is made as soon as is practically possible. The individual will be informed of their right to be accompanied by a trade union or other representative at any meetings held in accordance with this Policy;
- The Investigating Officer should consider the involvement of the company auditors (external and internal) and An Garda Síochána / Police Service of Northern Ireland at this stage and should consult with the Chief Executive or Chairperson;
- The allegations should be fully investigated by the Investigating Officer with the assistance, where appropriate, of other individuals or bodies;
- A decision concerning the disclosure and validity of the disclosure will be made by the Investigating Officer. This decision will be detailed in a written report containing the findings of the investigations and reasons for the decision. The report will be passed to the Chief Executive or Chairperson as appropriate;
- The Chief Executive or Chairperson will decide what action to take. If the disclosure is shown to be justified, certain disciplinary or other EirGrid Group procedures may be invoked as appropriate;
- The Discloser should be kept informed of the progress of the investigations and, if appropriate, of the final decision; and
- If appropriate, a copy of the decision will be passed to the Company auditors (external and internal) to enable a review of the procedures.

Please note that as the person raising the concern, the Discloser may be required to attend any fact-finding meeting(s) during the investigation process. If the Discloser wishes, he or she may be accompanied at any meeting by a fellow employee of his or her choice who may be a friend, colleague or a trade union representative. If the Discloser is accompanied at meetings, the companion's role will be to support the Discloser, rather than answer any questions on the Discloser's behalf.

Can individuals retain anonymity, and are they protected if they make an anonymous disclosure?

We will take all reasonable measures to respect an individual's identity and confidentiality. We will not reveal an individual's identity, unless we reasonably believe that the individual has waived his or her anonymity or where it is necessary to reveal the identity of the individual for the following public interest reasons:

- we are required to do so for legal reasons;
- for the prevention of crime or prosecution of a criminal offence;
- it is necessary for the effective investigation of the allegation; and
- it is essential in preventing a serious risk to public health, safety, environment.

In respect of anonymous disclosures, an individual who makes an anonymous disclosure is protected by this Policy, but we encourage individuals to put their name to any disclosures they make.

Who within the EirGrid Group Maintains Records, Monitors & Reviews this Policy?

The Head of Internal Audit & Compliance will retain confidential records in respect of all matters raised in accordance with this Policy, will review this Policy on an annual basis, and will be responsible for reporting to the Audit Committee on a bi-annual basis. This effectiveness of this Policy will be monitored by the Audit Committee.

Where can an Individual seek External Guidance

If an individual is unsure about whether or not to and/or how to raise a concern or wants external confidential advice, he or she can contact Transparency International Ireland in Ireland on its free-phone "Speak Up" helpline at 1800 844 866 or by email to helpline@transparency.ie.

In Northern Ireland, an individual can contact the independent charity, “Public Concern at Work” by calling its helpline on 020 7404 6609 (if dialling from Northern Ireland) or 00 44 20 7404 6609 (if dialling from the Republic of Ireland), or by emailing ‘helpline@pcaw.co.uk’. Their lawyers can give free, confidential advice on how to raise a concern about wrongdoing or malpractice at work.

The Relevant legislation

Republic of Ireland: Protected Disclosures Act 2014

Northern Ireland: The Employment Rights (Northern Ireland) Order, 1996, as amended by Public Interest Disclosure (Northern Ireland) Order 1998 and the Public Interest Disclosure (Prescribed Persons) (Amendment) Order (Northern Ireland) 2012