

1.0 Purpose

The purpose of this Policy & Procedure is to proactively encourage the reporting of concerns of malpractice or wrongdoing. TPH wants to ensure that all direct employees and other workers are able to raise concerns without fear of retribution and all such reports given due consideration. For the purpose of this policy, other workers include consultants, agency staff and suppliers and the term “Employees” includes TPH’s direct employees and these other workers. TPH’s Code of Ethics, which has been made available to all direct employees, contains details of the whistleblowing process and this policy & procedure provides more in depth guidance and information. This policy & procedure and the Code of Ethics reflect good practice and comply with all relevant legislation.

2.0 Policy

TPH is fully committed to the highest standards of openness, integrity and accountability and it aims to conduct its business at all times in a responsible manner. All Employees are required to act in a similar manner. TPH proactively encourages Employees to raise concerns about any malpractice or wrongdoing and ensures that any Employee who identifies any such conduct is able to disclose this in confidence and without fear of punishment either through their people manager, an established reporting procedure such as the Grievance Process or the dedicated independently managed Whistleblowing Helpline (See 3.4)Such disclosure overrides any confidentiality provision in the direct employee’s contract of employment and the normal restrictions that prevent direct employees from divulging confidential information acquired during their employment will not apply.

TPH is committed to complying with The Public Interest Disclosure Act 1998, also known as the ‘PIDA’, together with the Employment Rights Act 1996; (together the “Acts”) which together ensure that Employees cannot be punished, victimised, dismissed or made to suffer any detriment by their employer as a consequence of he/she making a valid protected disclosure (as defined in PIDA).

Employees are strongly encouraged to report any suspected malpractice or wrongdoing by TPH or its Employees that falls short of TPH values and its Code of Ethics or is not compliant with its other policies and procedures or the law.

TPH undertakes to treat each disclosure with due regard and undertake a level of investigation appropriate to the seriousness of the allegation. Any investigation will be undertaken by an investigator appointed by the Monitoring Officer, who is the Group Legal Director or his/her nominated representative. The investigator will be independent and in most circumstances will be from a different part of the business.

3.0 Procedure

3.1 Principles

This policy & procedure is mandatory and describes the way in which TPH deals with protected disclosures. Within this policy & procedure all disclosing individuals are referred to as “Whistle-blowers”.

This policy & procedure does not replace or overrule other TPH policies and procedures which are already in place; nor should it be used when other procedures are more appropriate. For example, the Grievance Policy procedure should be used in relation to most employment issues.

3.2 Making a Disclosure

An Employee should first consider whether the matter can be resolved locally by raising it directly with the person in question or their people manager or pursuing it through another more appropriate TPH policy or procedure (see flow chart at Appendix 1). There are well published and robust reporting mechanisms in place in respect of a range of matters including for example health & safety and employment issues. Should none of these options be applicable or appropriate then disclosure should be made through the independently managed Whistleblowing Helpline (See 3.4) and in accordance with this policy & procedure.

3.3 What Is Required to Make a Disclosure?

To make a protected disclosure under this policy & procedure, an employee must have a “reasonable belief” that one or more of the following seven “failures” either has occurred or is likely to occur:

1. Non-compliance with TPH’s Code of Ethics
2. A criminal offence
3. A failure to comply with a legal obligation
4. A miscarriage of justice
5. An act creating risk to health and safety
6. An act causing damage to the environment
7. A deliberate concealment of information about any of 1-6 above.

Criteria 2 to 7 above are qualifying disclosures under the law. Criterion 1 is not a qualifying disclosure under the law but is given the status of a protected disclosure under this policy & procedure.

The Employee making the disclosure must:

1. Have an honest and reasonable belief that one of the seven relevant “failures” set out above has occurred or is likely to occur.
2. Be making the disclosure in the company or public interest. Employees who do not fulfil both these requirements lose the protection offered under the Acts and under this policy & procedure. An Employee does not have to be able to prove the allegation, but does need a

reasonable and genuine belief that the information they share is true. While some allegations may prove to be unfounded, TPH would prefer the issues or concerns to be raised, rather than run the risk of not identifying a problem early on.

3.4 Who to make the Disclosure to

If an Employee feels unable to raise the concern with their people manager and there is no other appropriate reporting regime for such issues, TPH offers an independently managed Whistleblowing ACAS Helpline (telephone 0300 123 1110). The Whistleblowing Helpline is provided by ACAS an independent third party organisation, which will pass all information provided to the Monitoring Officer, speedily and unfiltered.

Employees using the Whistleblowing Helpline will be asked to set out the background and history of their concern, giving names, dates and places where known, and the reason why they are particularly concerned about the situation.

Although Whistle-blowers are not expected to prove the truth of an allegation, they will need to demonstrate that there are sufficient grounds for the concern.

Should a disclosure under this policy & procedure, be received by a people manager or person other than the Monitoring Officer, it is that person's responsibility to complete the Whistleblowing Referral Form (see Appendix 3) and send it to the Monitoring Officer without undue delay. Details should be provided of what actions, if any, have been taken to investigate and resolve the issue disclosed. It is important that all whistleblowing type disclosures are identified and brought to the attention of the Monitoring Officer. The Monitoring Officer will then be in a position to determine the need for any additional investigation or actions.

3.5 Investigation of the Disclosure

For each disclosure made via the Whistleblowing Helpline, a Whistleblowing Referral Form (see Appendix 2) will be forwarded by the Whistleblowing Helpline to the Monitoring Officer. Concerns or allegations that reasonably fall within the scope of other specific procedures, for example health and safety or grievance issues, will normally be referred by the Monitoring Officer for consideration under those procedures. The Whistleblower is informed when this is the case.

The Monitoring Officer may consult with the TPH Executive Team and decides whether an investigation is required and, if so, what form it should take. The Monitoring Officer may decide to take no further action if an allegation is considered to be trivial or vexatious. Decisions will be reported quarterly to the TPH Executive Committee.

Some concerns may be resolved without the need for formal investigation and unless the Whistleblower has chosen anonymity, they may be invited to take part in any necessary discussions with the Monitoring Officer. If the Monitoring Officer determines that an investigation is required, then he/she will designate an appropriate TPH senior manager to investigate the matter further. Following this the investigator will, within a reasonable

amount of time, contact the Whistleblower for an initial discussion in respect of the disclosure. The investigator will also provide to the Whistleblower:

- An acknowledgment that an investigation will be carried out
- An indication of how he/she proposes to deal with the matter
- An estimate of how long the process will take
- Confirmation that any investigation will, as far as practical, be carried out in the strictest confidence
- Confirmation of the protection provided for the Whistleblower by this policy & procedure
- Confirmation that the investigator will keep them informed of progress.

Following any investigation, the investigator will produce a formal report which will be provided to the Monitoring Officer. The Monitoring Officer will then decide what if any further action is to be taken in respect of the report's findings. At this stage the Monitoring Officer informs the disclosing employee of the status of their disclosure.

The Whistleblower will be kept informed of progress from time to time. If, after following the procedure outlined above, the Whistleblower reasonably believes that appropriate action has not been taken, he/she may report the matter to the relevant proper authority (if applicable) and inform the Monitoring Officer/Whistleblowing Helpline accordingly. The Acts set out a number of regulatory bodies to which qualified disclosure may be made. For example, these include:

- HM Revenue & Customs
- Financial Conduct Authority
- Health & Safety Executive
- The Information Commissioner
- Environment Agency
- Police

3.6 Confidentiality

All protected disclosures will be treated in a confidential and sensitive manner and all reasonable steps will be taken to protect the identity of the Whistleblower making the allegation. However, the Whistleblower may be asked to provide a statement as part of the investigation.

3.7 Anonymous Allegations

Employees are encouraged to give their name when making a disclosure. Anonymous disclosures are not automatically disregarded but are more difficult to investigate. Any concern raised anonymously will be considered at the Monitoring Officer's discretion, taking into account the following factors:

- The seriousness of the issue raised
- The credibility of the concern and
- The likelihood of confirming the allegation from attributable sources.

3.8 Protection of Whistleblower

TPH undertakes that no one who makes a protected disclosure in the company's or public interest under this procedure will be subjected to any punishment as a result. If a Whistleblower feels that they are being subjected to any prejudice or harassment as a consequence of their disclosure, then they must immediately inform their people manager or, if that is not appropriate, a senior person, such as a director or the Monitoring Officer, and appropriate action will be taken to protect them. However, a Whistleblower should be aware that making a protected disclosure may not necessarily protect him/her from other actions that may be unrelated to the disclosure.

3.9 Contractual Liability

It is a term of all TPH contracts of employment that direct employees have a duty to their employer, to prevent them from disclosing their employers' confidential information. In addition, TPH will require certain categories of staff to sign a specific confidentiality clause in their contracts of employment. However, a disclosure made under this policy & procedure would not be considered a breach of the direct employee's employment contract unless it was found to have been made maliciously or unreasonably.

3.10 Malicious Allegations

If a disclosure is subsequently deemed by the Monitoring Officer to be deliberately malicious, vexatious or knowingly false, disciplinary action may be taken against the person that made the disclosure.

3.11 Retraction of Allegation

Once the disclosure has been made it may be retracted by the Whistleblower at any time but TPH reserves the right to proceed with any investigation, even if the Whistleblower does not wish to proceed further.

Managing Director
Mr Wyn Thomas

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Signed

