

Whistle-Blowing Policy

&

Procedure



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Document History

The Legal department is the custodian of this policy and shall update this document as circumstances dictate, subject to approval of the Chief Executive Officer (CEO) and/or Board of Directors.

Reviewed By	Designation	Approved By	Designation	Version	Date
Tunde Israel	Legal Advisor	Isaac Omotayo	CEO	V1.0	Oct., 2021



1 Purpose

The purpose of this policy is to:

- Encourage employees to feel confident to make a disclosure of concerns about issues that fall under this policy.
- Provide avenues for employees to raise those concerns.
- Reassure employees that they will be protected when employees raise a concern.
- Provide a framework in which individuals can raise concerns about malpractice in a supportive atmosphere.

2 Policy Statement

MERIT aims to maintain the highest standards of openness, decency, integrity and accountability in its work. Everyone who works with or for MERIT must be vigilant for signs of wrongdoing or criminal activity by individuals or organisations working with or for MERIT and are encouraged to report such behaviour using this policy.

3 Who does this Policy apply to?

This Policy applies to all MERIT people, i.e. directors, employees, consultants, suppliers, temporary staff, contractors and other people at MERIT Telecoms.

In addition, this policy applies to anyone who wants to raise a concern about MERIT, including those who use MERIT services or take part in MERIT activities, as well as other stakeholders and the public.

4 Whistle-blowing Definition

Whistle-blowing can be defined as the disclosure of information, a perceived wrongdoing in an organisation, or the risk thereof, to individuals or entities believed to be able to effect action.

Whistle-blowing is a term used to describe a situation in which an employee, director, contractor or any other individual linked or associated with MERIT raises a concern about possible malpractice, fraud, crime, danger, safeguarding or any other serious risk that could threaten primary actors, employees, the public or MERIT's integrity and reputation.

The difference between a whistle-blowing issue and an employee grievance is that in the case of whistle-blowing, the concern is about a danger or illegality that has a public interest to it; a grievance or private complaint, by contrast, is a dispute about the employee's own employment position and has no additional public interest dimension. *Please see MERIT employee handbook for further information on how to raise a grievance.*

5 What kind of concerns should I disclose under this policy?

Any serious concerns employees may have about any aspect of the activities of MERIT or those who work within MERIT can be reported under this policy. Examples of malpractice which employees should report include, but are not limited to, the following:

- Corruption, bribery or blackmail;
- Incidences of money laundering;
- Incidences of contracting with, or funding a terrorist organisation;
- Other criminal offences;
- Fraud and financial irregularity;
- Failure to comply with legal or regulatory obligations;
- Breach of MERIT internal policies and procedures;
- Irregularities with MERIT's Procurement Policy;
- Abuse of position at MERIT to obtain personal benefits;
- Showing undue favour over a contractual matter or to a job applicant;
- Endangering the health and safety of any individual;
- Endangering or abusing (either physically or mentally) children or vulnerable adults with whom MERIT is working;
- Incidences of bullying, harassment or discrimination;
- Unauthorised disclosure of confidential information;
- Environmental damage
- Gross injustice; and
- Concealing any of the above.

Concerns should be raised as early as possible. Concerns may be raised verbally or, preferably, in writing or by email, giving any background and history, including relevant dates.

6 Who should blow the whistle?

Any individual who becomes aware of malpractice in any part of MERIT has an obligation to report that conduct, and should do so as described using the procedure below. Anyone can report conduct under this policy: primary actors, staff members, trustees, volunteers, partner organisations and their employees or anyone else who is concerned, including members of the general public.

6.1 What is confidential whistle-blowing?

A whistle-blower may choose to reveal his or her identity when a report or disclosure is made. In this case, MERIT will respect and protect the confidentiality of the whistle-blower, and gives an assurance that it will not reveal the identity of the whistle-blower to any third-party insofar as it is possible to do so (sometimes it is not possible to achieve this; for example, if something is being investigated by the police, or the court orders disclosure). An advantage for MERIT of a confidential (as opposed to anonymous) report is that it is easier to investigate the report. Importantly, the MERIT assurance of confidentiality can only be effective if the whistle-blower also maintains confidentiality.

6.2 What is anonymous whistle-blowing?

As an alternative to confidential reporting, a whistle-blower may choose not to reveal his or her identity. Although the whistle-blower is then sure about anonymity, this does make it harder for MERIT to investigate fully. An anonymous whistle-blower should be careful not to reveal his or her identity to a third party.

7 Protecting a Whistle-Blower

MERIT's systems to protect confidentiality and offer anonymity aim to keep a whistle-blower safe. To ensure the safety of whistle-blowers, MERIT undertakes to treat all whistle-blowing reports as either confidential or anonymous. The choice between confidential or anonymous whistle-blowing is entirely that of the whistle-blower.

Safety is a concern because anyone who is benefiting from misconduct might try to retaliate against or victimise a whistle-blower. But this can only happen if the identity of the whistle-blower becomes known through a breach of confidentiality. An anonymous whistle-blower cannot be victimised, provided that the whistle-blower also protects his or her identity.

Providing a matter of concern is raised in good faith (see the definition below), no action will be taken against the whistle-blower even if the concern turns out to be unfounded. However, reports which are malicious, knowingly untrue or made for personal gain are viewed as serious matters. An employee or contractor who makes a report in respect of which bad faith is proven, is liable to disciplinary action, which may include dismissal.

To be protected, reports must be made in **good faith**. Essentially, **this means that the report must be made honestly for the purpose of allowing the concern to be addressed**. A report may not be treated as being in good faith when it is made mainly for some other improper motive.

8 Whistle-blowing Procedure

There will always be disagreements about the best way of doing something, and challenges will often be made to practices and decisions in working life. This does not mean that all such matters should be reported.

MERIT policies give specific examples of matters which are of serious concern and which should be reported. These documents are not exhaustive and, if employees cannot find the guidance employees need, or if employees remain unsure, it may be helpful to go through the following questions:

- Does this feel right to me?
- Does it appear reasonable?
- Would I feel comfortable justifying this to public scrutiny?

If employees answer ‘NO’ to these questions, employees should report the concerns.

If employees become aware, directly or indirectly, of a practice or incident which causes concern, there are two options available:

1. Report through normal line of management; or
2. If this has already been done and no action has been taken, or if employees feel unable to talk to employees’ line manager, employees may contact someone outside of line management, for example, a member of the Management Board or manager of another unit.

8.1 How to Report a Concern

In most cases, staff concerns should be raised with a staff member’s immediate line manager, who has a responsibility to investigate allegations in line with MERIT’s disciplinary procedures.

However, if staff feel uncomfortable about discussing the matter with their line manager, or if they are not satisfied with the way reported concerns have been responded to, they should report their concerns (in the strictest of confidence) to any of the following:

- A more senior manager or director;
- An HR representative;
- The Head of Internal Audit and Business Risk;
- If the concern is about a member of the Executive Board, contact the Chief Executive;
- If the concern is about the Chief Executive, contact the Chair of the Board of Directors;
- For any other concerns, contact the Human Resources representative, a member of the Senior Management Team or Management Board;

- If employee is a Director, you should contact the Chair of the Board of Directors, if the concern relates to another Director or the Chief Executive, but otherwise contact the Chief Executive; or whistle-blowing email address: whistleblowing@merittel.com .

For concerns regarding safeguarding, it is not the responsibility of employees to decide whether or not abuse has taken place. However, concerns should be raised with an individual's line manager, unit lead or Whistle-blower officer who will initiate the procedure for dealing with suspected or actual incidents of abuse.

Any employee thinking of reporting a concern has the right to seek advice from a one trusted colleague, under the following conditions:

- if a report is subsequently made, the name of the trusted colleague with whom the concern has been discussed must be disclosed;
- the trusted colleague must be informed at the time of the discussion that the matter is confidential and that his/her name will be disclosed if a report is made.

If employees are a Contractor or a partner, employees should raise concerns with the relevant User department manager, or the dedicated MERIT whistle-blowing email address:

whistleblowing@merittel.com

As noted above, MERIT will respect an individual's request for confidentiality and every effort will be made to protect the identity of the disclosing individual. However, MERIT does not encourage staff or volunteers to make disclosures anonymously. Proper investigation may be more difficult or impossible if MERIT cannot obtain further information. It is also more difficult to establish whether any allegations are credible and have been made in good faith.

Whistle-blowers who are concerned about possible reprisals if their identity is revealed should come forward to one of the contact points listed above and appropriate measures can then be taken to preserve confidentiality.

If employees are in any doubt employees can seek advice from the confidential dedicated MERIT whistleblowing email address: whistleblowing@merittel.com .

It should however be noted that it may, in some circumstances, be obvious to MERIT who has raised the concern, or the investigation may lead to a point where the individual is required to give evidence. In such circumstances, where finding the truth is hindered by confidentiality, MERIT cannot guarantee complete confidentiality to the reporting employee.

8.2 Investigating Concerns

Arrangements will be made to investigate a suspicion with sensitivity, in line with MERIT's disciplinary procedure or other review procedures as appropriate. The whistle-blower may be asked to act as a witness to the investigation.

On receiving a report, an appropriate investigator will be appointed. The identity of the investigator will usually depend on the nature of the reported malpractice: for example, a health and safety matter will likely be investigated by a senior manager with health and safety experience; and a financial irregularity by a senior finance manager, internal auditor or the Head of Internal Audit and Business Risk.

The person reporting the malpractice will be told the name of the investigator, how to make contact with him or her, and whether further help will be needed.

MERIT will respect the confidentiality of the person raising the concern insofar as it is possible to do so; it may not be possible to preserve confidentiality in all instances (as explained above).

MERIT will brief the person making the report about the outcome of the investigation and any action proposed.

The person(s) accused of the malpractice will be informed of the accusation and, if necessary (if there appears to be some validity to the allegation) will be given the opportunity to respond. If a decision is taken to move into a disciplinary process, the normal provisions of the disciplinary procedure, including the rights to a hearing and to appeal, will apply.

If disciplinary action results from the investigation, the person who raised the concern may be asked to participate in the process. MERIT will support the whistle-blower and take steps to protect him or her from reprisals and victimisation. Victimising someone because they have raised a concern, or to deter them from doing so, is a serious disciplinary offence which, if proven, will be considered an act of gross misconduct and may result in summary dismissal.

MERIT may consider providing independent external support to the whistle-blower if the concern is of a complex nature, or if the investigation is likely to be protracted or of a very sensitive nature.

Where the person raising the concern is him- or herself involved in the malpractice, the fact that she or he has brought the matter to light will be taken into account in determining any subsequent disciplinary action.

After investigating all the facts, the investigator will inform the whistle-blower of their decision on what action will be taken, which may be to do nothing or to follow the full disciplinary procedure. However, sometimes the need for confidentiality may prevent MERIT giving them specific details of the investigation or any disciplinary action taken as a result. The whistle-blower should treat any information regarding the investigation as confidential.

If the whistle-blower has reason to believe that their suspicion has not been properly investigated, or that some material facts have not been taken into consideration in the investigation, they should raise their concerns with the CEO and/or Chair of the Board of Directors.

8.3 Disclosing Concerns Externally

The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing at MERIT. In most cases, a whistle-blower should not find it necessary to alert anyone outside MERIT.

The law recognises, however, that in some circumstances it may be appropriate for the whistleblower to report concerns to an external body such as a regulator. It will very rarely, if ever, be appropriate to alert the media.

MERIT strongly encourages whistle-blowers to seek advice before reporting a concern to anyone external.

Whistle-blowing concerns usually relate to the conduct of staff, but they may sometimes relate to the actions of a third party, such as a supplier to MERIT or a beneficiary of MERIT's services. The law allows concerns to be raised in good faith with a third party, where a whistle-blower reasonably believes it relates mainly to their actions or something that is legally their responsibility. However, MERIT encourages individuals to report such concerns internally first.

8.4 Responsibility of Person Receiving a Report

Every staff member, contractors and directors has an obligation to report instances of suspected malpractice. However, a specific obligation rests on the person to whom such a report is made to take the matter upwards to Management Board level (or as otherwise required by this policy).

The Management Board must be aware of all such allegations and must be satisfied that they have been adequately dealt with. In the case of directors, instances of malpractice should be reported to the Chair of the Board.

8.5 Support for Anyone Raising Concerns about Malpractice

If employees raise a concern and are then victimised (or feel victimised), employees can seek support through line management, the CEO.

9 Malicious Reports

Any employee or volunteer who uses this policy to make malicious accusations, which they know to be untrue, will not be protected by this policy and may be subject to disciplinary action or the contract status review process as appropriate.

Any employee who discusses his/her suspicions with anyone other than one chosen trusted colleague (see earlier paragraph), or the person to whom he/she has reported, will not be protected by this policy and may be subject to disciplinary action.

10 Changes to this Document

Authority to change/review/alter the Whistle-blowing Policy rests with the Head of Internal Audit and Business Risk and final approval will be sought from the CEO and/or Board of directors. All MERIT employees, contractors, consultants and implementing partners are encouraged to provide input and suggestions to Internal Audit but may not alter or change any part of the document.

The Whistle-blowing Policy will be reviewed annually and updated when required, and the availability of updated versions will be communicated to staff and contractors. It is the individual member's responsibility to ensure they are complying with the most current version of the policy.

