


# transcorp Hotels

## WHISTLE BLOWING POLICY

# transcorp Hotels

## Approval

This Whistle Blowing Policy was approved by the Board of Directors of Transcorp Hotels Plc this <sup>23<sup>rd</sup></sup> day of <sup>March</sup>....., 2016.

On behalf of the Board	Signature	Date
Chairman		23-3-16

## Document History

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## **1. Policy Aims**

- 1.1. Employees are often the first to realize that there is something seriously wrong within an Organization, however they may not express their concerns as they feel that speaking up would be disloyal to the organization or that they may be victimized.
- 1.2. This Policy therefore aims to:
  - 1.2.1. Encourage employees to feel confident in raising serious concerns, and to question or act on malpractice concerns;
  - 1.2.2. Provide avenues for employees, vendors, suppliers and other stakeholders to raise those concerns and receive feedback on any action taken;
  - 1.2.3. Ensure that concerns expressed are given proper consideration;
  - 1.2.4. Reassure employees that they will be protected from possible reprisals or victimization where there is reasonable belief that a disclosure has been made in good faith.

## **2. Purpose**

- 2.1. Transcorp Hotels Plc ("Transcorp" or "the Company") has established policies for the running of its business. The Company has zero tolerance for any infractions, malpractices and fraud.
- 2.2. All employees are expected to carry out their duties in a manner that is consistent with the laid down policies. If employees become aware of circumstances which are not in compliance with any Company policy, rules, regulation and laws, they should communicate their suspicions as laid down by this Whistle Blowing Policy (the "Policy").

## **3. Applicability**

This Policy is applicable to all the Company's employees, the Board, Vendors, third parties that may come in contact with the Company and everybody that has interest in Transcorp.

## **4. Scope**

- 4.1. The Company is committed to the highest possible standards of transparency, probity and accountability. In line with this commitment the

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Company encourages employees and other stakeholders with serious concerns about any aspect of the Company's business, to come forward and voice those concerns rather than overlooking such a concern. Any such complaints made:

- 4.1.1. Must be made in good faith;
  - 4.1.2. The giver of the information must believe same to be substantially true;
  - 4.1.3. Must not be a malicious or false allegation;
  - 4.1.4. Must not be made for personal gain.
- 4.2. This Policy provides a complimentary procedure for raising concerns about any actual or potential infraction of the Company's business principles, ethics and related policies.
- 4.3. In majority of cases, employees with concerns usually share those concerns in confidence with their line managers. However, it is recognized that certain cases will have to proceed on a confidential basis. This Policy makes it clear that staff can do so without fear of reprisal.
- 4.4. This Policy is intended to encourage and enable the Company's employees, shareholders, directors, vendors and other stakeholders to raise serious concerns within the Company.

## **5. Definition of Whistle Blowing**

- 5.1. An employee who witnesses, observes or is aware of any actual or potential infraction of the Company's business principles, ethics, policies or laws applicable to the Company's operations is enjoined to take steps to blow the whistle.
- 5.2. The Directors and management of Transcorp are committed to making it an acceptable practice for shareholders, employees, consultants/contractors, suppliers and other stakeholders of the communities in which the Company operates to raise concerns about unethical conducts relating to the Company's business by any director, shareholders, employees and consultants/contractors.

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5.3. This Policy is primarily for concerns where the interests of the Company or its stakeholders are at stake.

## 6. Reportable Conducts

6.1. **Illegal conduct:** Any conduct that contravenes the laws of the Federal Republic of Nigeria or applicable international laws.

6.2. **Non-procedural conduct:** Any conduct that violates the Company's established policies, rules, processes, practices, and standard operating procedures.

6.3. Employees and other stakeholders may raise concern about actual and potential infraction of the Company's corporate business principles, other ethics related policies or violation of the Company's processes and procedures such as:

- Insider dealing and illegal information brokerage
- Conflicts of interest and abuse of office
- Improper payments
- Compromise of Company's Health, Safety & Environmental Policy or Standards
- Commission of a crime
- Failure to comply with any legal obligations
- A miscarriage of justice
- Damage to the environment
- Fraud and financial irregularities
- Improper business conduct
- The deliberate concealment of information tending to show one of the above is occurring or likely to occur
- Other policies and procedures

6.4. Personal grievances, which should be pursued through line managers, should not be a matter for whistle blowing.

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## 7. Safeguards

### 7.1. Harassment or Victimization

The Company recognizes that the decision to report a concern can be a difficult one to make, mainly because of the fear of reprisal from those responsible for the alleged malpractice. The Company will not tolerate harassment or victimization and will take action to protect any employee who raises a concern in good faith. However, ongoing disciplinary procedures will not be halted as a result of the involved employee's whistle blowing.

### 7.2. Confidentiality

The Company will endeavor to treat in strict confidence any concerns raised by employees and other stakeholders regarding actual or potential infraction of the Company's Corporate Business Principles, other ethics related policies, processes and procedures.

7.3. The Company will do its best to protect the identity of any persons who raise concerns and do not want their names disclosed.

### 7.4. Anonymous Allegations

The Company encourages whistle blowers to put their names to allegations. Concerns expressed anonymously are much less powerful but may be considered at the discretion of the Internal Auditor. In exercising the discretion, the factors to be taken into account will include:

7.4.1. The seriousness of the issues raised; and

7.4.2. The likelihood of confirming the allegation from credible sources.

Allegations which do not appear to be motivated by personal animosity and which, if true, would have serious implications for the Company, are more likely to be considered, even though made anonymously.

It should be appreciated that if an investigation is conducted as a result of whistle blowing, the investigation may reveal the source of the information and a statement by the whistle blower may be required as part of the evidence.

## 7.5. **Untrue Allegations**

The Company accepts that deciding to report a concern can be very difficult and uncomfortable. If one genuinely believes that what he or she is saying is the truth, then there is nothing to be afraid of because it will be seen as a performance of one's duty and action in the public interest.

Any allegation made in good faith, but not confirmed on the investigation, carries no penalty. However, where an allegation is frivolous, malicious or for personal gain, disciplinary action may be taken against the whistle blower.

## 8. **How to Raise Concerns**

- 8.1. As a first step, whistle blowers should raise concerns with their line managers or superiors. This however depends on the seriousness and sensitivity of the issues involved and who is thought to be involved in the malpractice. For example, if it is believed that Management is involved, the Internal Audit Team or Human Resources should be approached.
- 8.2. Concerns are better raised in writing but if the whistle blower does not feel comfortable to put his or her concern in writing, the Internal Auditor may at his/her discretion decide to receive a complaint made by telephone or in person at a meeting. Written concerns should set out the background and history of the concern, giving names, dates and places (if known). In order to ensure the confidentiality of any expression of concern it is suggested that a whistle blower sends the letter/written note in a sealed envelope addressed to the Internal Auditor and clearly marked as **"Strictly Private and Confidential - To be opened by addressee only."**
- 8.3. Whistle blowers need not sign or give their names. Where such is done, the Internal Auditor may exercise his/her discretion not to investigate an anonymous complaint.
- 8.4. It is a serious disciplinary offence for any person to seek to prevent a communication of concerns from reaching the Internal Auditor or to hinder any investigation, which the Internal Auditor or anyone on his/her behalf may make.



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- 8.5. The earlier a concern is raised, the easier it is to take action.
- 8.6. Although whistle blowers are not expected to prove the truth of an allegation, they will need to demonstrate to the Internal Auditor or the officer appointed to investigate the matter that there are sufficient grounds for their concerns. Advice and guidance on how matters of concern may be pursued can be obtained from the following:
- Chief Internal Auditor;
  - Human Resources Manager; or
  - Company Secretary.
- 8.7. The use of a dedicated fraud mobile line is another way of raising concerns. You can call direct on 07034067924 (or +234-7034067924 from outside Nigeria) at any time to speak with the Chief Internal Auditor. The call will be treated strictly in confidence.
- 8.8. Whistle blowers can also raise their concern through a dedicated e-mail address: [whistleblower@transcorphotelsplc.com](mailto:whistleblower@transcorphotelsplc.com). Fill the form attached and submit same online.
- 8.9. Whistle blowers are also given the option of disclosing or protecting their identity. Messages will go directly to the Internal Auditor.

## 9. Protection

It is hereby emphasized once again that:

- 9.1. Whistle blowers can speak up without fear of harassment, victimization (including informal pressure), discrimination or disadvantage.
- 9.2. Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary procedures that already affect employees.
- 9.3. Whistle blowers will be listened to and supported at all times.

## 10. How Concerns Can Be Taken Further

10.1. This Policy is intended to provide you with an avenue to raise concerns within the Company and hopes you will be satisfied that the whistle blowing procedure is a satisfactory way of dealing with concerns. If you are not, and if you feel it is necessary to take the matter outside the Company, the following are possible contact points:

- The External Auditors;
- The External Solicitor; or
- The Police or any other relevant security agency.

10.2. The disclosure of official confidential information would normally constitute a grave disciplinary offence, which could result in dismissal or other disciplinary action.

Accordingly, if the matter is taken outside the Company, the whistle blower needs to ensure that either no confidential information is disclosed or that there are wholly exceptional circumstances for which the Company would consider the disclosure justified.

## 11. Roles and Responsibilities

11.1. The Company accepts that the decision to report a concern can be very difficult and uncomfortable. The Company is committed to supporting individuals through the process and protecting them from any 'come-back', victimization or harassment.

11.2. Management must have a positive commitment to this Policy. Concerns reported to Line Managers will be taken seriously and treated sensitively.

11.3. Employees who genuinely believe that people they work with are behaving in a way that seems wrong or have a serious concern about any aspect of service will be doing their duty and acting in the public interest by speaking out. If they act in good faith and there are reasonable grounds for concern, they have nothing to fear.