



21 February 2023

Public Interest Disclosure Review Secretariat
Strategic Policy and Legal Services
Department of Justice and Attorney-General

By email: PIDActReview@justice.qld.gov.au

To whom it may concern,

QIC's submission to the review of the Public Interest Disclosure Act 2010

Thank you for providing QIC Limited (QIC) with the opportunity to contribute to the review being conducted on the *Public Interest Disclosure Act 2010* (Qld) (PID Act). This submission will not directly respond to any question raised in the Issues Paper but will rather provide feedback on the application of the PID Act to QIC as a government owned corporation (GOC).

QIC Background

QIC has the unique privilege of being both an independent and fully commercial organisation in the financial services industry as well as a GOC. QIC operates under the provisions of the *Government Owned Corporations Act 1993* (GOC Act) and the *Queensland Investment Corporation Act 1991*. This provides a corporate structure for QIC to operate as a commercial entity without government involvement in investment management decisions. QIC charges fees for services and pays a dividend to the Queensland State Government.

QIC is a long-term specialist manager in alternatives offering infrastructure, real estate, private capital, private debt, natural capital, liquid market strategies and multi-asset investment solutions for sovereign wealth funds, superannuation funds and other institutional investors. QIC has an international presence with offices in Australia, the United Kingdom, and the United States of America.

PID Act application to GOCs

QIC submits that the PID Act should not apply to GOCs who are also obliged to comply with the whistleblowing regime under the *Corporations Act 2001* (Cth) (Corporations Act).

As one of Australia's largest institutional investment managers, QIC is compliant with the whistleblowing regime under the Corporations Act and has robust arrangements in place for reporting misconduct and other disclosures. QIC remains committed to maintaining a "safe to speak up" culture and ensuring high levels of integrity across our operations. The Corporations Act provides extensive protections for QIC employees and other eligible disclosers which go beyond the protections available under the PID Act. QIC believes that our employees do not benefit from any additional protections under the PID Act. The Corporations Act requirements are relevant and appropriate for QIC as they operate in parallel with our obligations as a public company registered with the Australian Securities & Investments Commission.

QIC is concerned that the dual operation of the PID Act and Corporations Act may cause confusion among QIC employees and other eligible disclosers, particularly given QIC's considerable international presence. This may lead to increased uncertainty and may prevent employees from making disclosures. QIC has a number of wholly owned subsidiaries, including some which are incorporated outside Australia. It is our understanding that the full protections under the PID Act do not extend to employees of QIC's subsidiaries because none of the subsidiaries are a 'prescribed GOC subsidiary' within the meaning of the GOC Act. As at 1 February 2023, approximately 46% of QIC's workforce were employed by a QIC subsidiary and are therefore not subject to or covered by the PID

Act. This creates significant practical challenges given the PID Act applies to QIC but not to QIC subsidiaries. QIC understand this challenge may be unique when compared to other GOCs.

There are also recognised inconsistencies between the PID Act and Corporations Act which further raises the complexity of complying with both regimes, and providing QIC's employees and other stakeholders with clarity on the options available to them to speak up about suspected wrongdoing. These inconsistencies concern the confidentiality of disclosers, disclosure procedures and disclosures to journalists and have been previously acknowledged by the Queensland Ombudsman Public Interest Disclosure team.

The concurrent operation of both regimes under the PID Act and Corporations Act gives rise to conflicts and operational implications when assessing employee disclosures, therefore increasing the risk of inadvertent non-compliance. QIC notes that the consequences of a contravention of either regime are serious.

If you would like to discuss this submission please contact Bill Burton, Head of Corporate Secretariat on [REDACTED]

Yours sincerely

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QIC