



**GLOBAL BENEFITS VISION**

Knowledge & Wisdom for Global Employee Benefits Professionals



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### MARKULF BEHRENDT

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Partner, Global Head of Employment & Benefits



Markulf's combination of extensive experience in employment law, regular advice to leading B2C companies on complex proceedings, and his lecturing and speaking engagements on human resources issues, keep him at the cutting edge of his field. He holds several key management roles such as Global Head of Employment & Benefits and Co-head of the German Compliance Group. Being especially known for his expertise in all compliance related issues, Markulf is frequently involved in the development of modern corporate governance and compliance structures right up to establishing complex compliance management systems, but also in both internal and official investigations, together with related legal disputes, he also advises on employee leasing arrangements, working hours, health & safety, employee data privacy, damages claims, etc. Lately, whistleblowing has become a key issue he is advising on and asked to write or speak about.

With more than 13 years of professional experience as an employment lawyer and over 8 years of heading the Employment & Benefits group in Hamburg, Markulf's clients profit of his depth of expertise. Markulf is highly valued by his clients and peers alike and *"with his specialisation on regulation/compliance, he can become the driving force behind a generational change"* (Juve Handbook 2018/2019) being described as *"an excellent employment lawyer"*, *"fast, unbureaucratic and solution-oriented"* and *"excellently networked"* (Legal 500 2018).

His experience and expertise has established many long-standing client relationships, particularly with international companies where his advice deals with multiple legal jurisdictions. Markulf is also widely recognised for his lecturing on human resources issues (Wismar University) and regular publishing and speaking engagements, both with a strong focus on compliance related issues and especially with regards whistleblowing.

*- "Understanding the client is key to a successful on going relationship. In today's complex global business context they need straightforward, pragmatic advice from someone who is always reachable." -*



## Profiles of Contributors

**INGE VANDERREKEN***inge.vanderreken@allenovery.com***ALLEN & OVERY BELGIUM***Partner*

Inge specialises in the full range of law involving employment, employee benefits and incentives. Being an active member of Allen & Overy's Global Employment & Benefits Group, she regularly advises on multi-jurisdictional employment matters. A strong focus of her work is the advice on matters in relation with restructurings, outsourcings and HR-compliance with whistleblowing currently being a key topic. She has a reputation for successfully guiding clients through challenging cross-border cases.

Inge is a member of the Board of the Brussels "*Labour Law Association*" (a group comprising in-house counsel, practising lawyers, magistrates and judges, all specialising in employment law) and a member of the European Employment Lawyers Association (EELA). She has published and lectured on various aspects of employment law and incentives, including restructuring, outsourcing, incentive schemes, discrimination and privacy issues, and multi-jurisdictional employment matters and is always up to date regarding the latest developments and trends with regards to HR-work and employment law.

Inge is recommended by all leading industry directories and praised by clients as "*a good negotiator*" having "*excellent business acumen*" and being "*very flexible and pragmatic*" (Chambers Europe 2017/2018).



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# **EU COMMISSION PROPOSE DIRECTIVE TO PROTECT WHISTLEBLOWERS**

**SCANDALS NECESSITATE REFORMS**





Markulf Behrendt



Inge Vanderreken

# W

Whistleblowers have been making headlines almost every month this past year – and this follows a string of scandals such as LuxLeaks, Panama and the Paradise Papers as well as Dieselgate and Cambridge Analytica, which have exposed the limited assistance available for people seeking to expose wrongful corporate behaviour in the public interest. Only 10 EU member states have comprehensive legislation in place, with others offering partial protection at most. At EU level, there are some existing instruments in place that provide for whistleblower protection, but these have varying levels of detail and remain predominantly limited to financial services, transport safety and environmental protection.

In April 2018, almost five years after the idea was first floated by the European Parliament, the European Commission has proposed a directive to further protect whistleblowers (the Proposal). The Proposal specifically states that there are lessons to be learnt from these scandals that necessitate this protection.

## FRAGMENTED PROTECTION OF WHISTLEBLOWERS ACROSS THE EU

The protection given to whistleblowers in the EU is currently fragmented and inconsistent. A study commissioned by the Directorate-General Justice and Consumers assessed the national legislative frameworks on whistleblowing in all EU Member States. According to their analysis, only 10 EU Member States (France, Hungary,

Ireland, Italy, Lithuania, Malta, the Netherlands, Slovakia, Sweden and the United Kingdom) currently ensure that whistleblowers are fully protected. In the remaining EU Member States, whistleblowers are at most only partially protected: protection is only available to specific sectors, to specific categories of employees (e.g. financial services, public sector) or there are only a limited type of wrongs that can be reported (e.g. corruption). In Estonia and Finland, whistleblowers have no legal protection against retaliation, and in many other EU Member States (e.g. Italy and Portugal) there is only protection from some forms of retaliation in the workplace such as unfair dismissal or discrimination. Finally, some countries (e.g. Germany) have just suggested new laws which aim at protecting whistleblowers more effectively although they do not go so far as to provide for a full protection.

At EU level, there is only a very limited number of sectors where measures have been put in place to protect whistleblowers (mostly only in the financial services sector).

According to the EU Commission, experience shows that a piecemeal approach, which results in the fragmented protection of whistleblowers, does not provide a sufficient level of protection.

### PROPOSAL FOR AN EU DIRECTIVE: THE PROVISIONS OF THE PROPOSED DIRECTIVE IN DETAIL

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The Proposal seeks to strengthen the legal protection of whistleblowers regardless of their employment status (whether in the public or private domain) and throughout all EU Member States. It looks to create a genuine system to protect whistleblowers within the European Union.

#### Protection for wide range of disclosures and reporting persons

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The Proposal sets out common minimum standards for the protection of persons reporting on breaches of EU law, in particular in the following areas:

- *Public procurement*
- *Financial services, prevention of money laundering and terrorist financing*
- *Product safety*
- *Transport safety*
- *Protection of the environment*
- *Nuclear safety*
- *Food and feed safety, animal health and welfare*
- *Public health*

- *Consumer protection*
- *Protection of privacy and personal data, and security of network and information systems*
- *Breaches or the avoidance of corporate tax avoidance*
- *EU competition law*

According to the Proposal, whistleblowers are defined as reporting persons working in the private or public sectors who acquired information on breaches in a work-related context. This includes, besides those persons who are workers or self-employed, shareholders and persons belonging to the management body of an undertaking, including non-executive members, as well as volunteers and unpaid trainees and any persons working under the supervision and direction of contractors, subcontractors and suppliers.

#### Internal reporting channels

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The Proposal provides for the implementation of an internal whistleblowing reporting process which gives employees, as well as external persons, the opportunity to report breaches of EU law and ensures that such reports will be followed-up on.

All reporting means are to be offered, i.e. besides written and electronic reporting, this will also be possible via telephone and in a personal meeting. What is unusual is that the Proposal does not seek to only target breaches that have already occurred, but also those that are “likely to occur”.

This raises questions over when breaches may be considered as “likely to occur” and from whose perspective. The Proposal currently contains no clarification on this.



The obligation to implement this whistleblowing reporting process will apply in the private sector to companies with 50 or more employees or with an annual turnover of at least EUR 10 million, as well as to all companies in the financial sector irrespective of their size. Of course, the Proposal allows EU Member States to go further and impose these obligations on smaller companies after prior assessment.

As far as the reporting and follow-up process is concerned, the Proposal provides for the following:

- Secrecy of the identity of the whistleblowers: the system must safeguard the identity of the reporting person and unauthorised persons must not have access to their identity
- Restricted access to the information: a responsible person must be determined who is responsible for following-up on the whistleblowing report.
- Feedback within a maximum period of three months: companies are basically free to choose a follow-up method, and this only needs to ensure that the reporting person will receive feedback on their report within 3 months after making the report.
- Clear and easily accessible information on how and under what conditions reports may be made externally to competent authorities (see below).

In addition to this internal whistleblowing reporting process, EU Member States must provide for an external whistleblowing reporting process in the context of which whistleblowers may contact competent authorities. This whistleblowing reporting process must also allow for all forms of reporting (written, electronic, via telephone, face-to-face contact) and ensure absolute confidentiality. In this case,

whistleblowers may also expect feedback within 3 months, and in exceptional cases, within 6 months.

### Protection against retaliation

All persons who believe in good faith that the information they have reported within the scope of the directive was correct at the time of the reporting, are protected.

However, persons who report to external institutions are only entitled to protection subject to additional conditions – for example, an existing internal whistleblowing reporting system should be used first unless it is unreasonable or was not expedient (for example, because no feedback was received on the report within the three-month period).

A wide range of acts have been classified as retaliation under the Proposal, including termination, discrimination, the non-extension of employment contracts (removal of the time limit), bad evaluations, denial of training measures, downgrading or omitting promotion, etc.

The Proposal also reverses the procedural burden of proof in certain circumstances. If the reporting person claiming retaliation has reasonable grounds to believe that an act of retaliation is due to their whistleblowing, the accused company has the onus of rebutting this accusation. In practice, this will obviously be hard to fulfil. It has to be expected that employers should become even more careful when it comes to ensuring that the decision process with respect to any measure which affects individual employees is extensively documented. Finally, the Proposal states that persons who make external reports within the

meaning of the directive shall be exempt from accusations of a breach of legal or contractual confidentiality obligations.

### NEXT STEPS

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The Proposal falls under the co-decision procedure. The European Parliament and Council will now enter into negotiations with the European Commission to agree on a final text. We are probably looking at the adoption of the Proposal in the course of 2019, or later, with subsequent adoption by the EU Member States up to three years later.

### CONCLUSION

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The EU Member States will have to comply with the directive, subject to reasonable penalties, in particular, in cases when reporting is prevented or obstructed, when whistleblowers are disciplined or when the identity of the whistleblower is disclosed. Likewise, penalties for abusive reporting are also envisaged.

However, it is already obvious that the scope of the Proposal is extremely broad. Such protection of whistleblowers should be reasonable, though, taking into account the interests of the whistleblower, but also of the companies and the public.

It is also noteworthy that the personal scope of the Proposal is broad, however, any disclosure of internal company information is privileged, which means privilege takes priority over other confidentiality provisions. The reversal of the burden of proof and the catalogue of possible acts of retaliation and therefore, ineffective measures (removal of the time limit of employment contracts!) gives rise to questions and to growing concerns of abusive reporting.

It remains to be seen whether the Proposal will be watered down in some way or another. Clarifications would at any rate be desirable in many areas. ∞



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Global Benefits Vision was created from the realization that no digital, professionally published publication existed that covered global employee benefits. Our mission is to put the industry's accumulated knowledge and wisdom about global employee benefits within the reach of organizations of all sizes, by demystifying the principles behind global mobility, multinational pooling, employee benefits captives and other tools of the trade and by sharing best practices.

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