

# Board Composition Matrix

The Group Board of St John Ambulance Western Australia Ltd and Apollo Health Ltd (the St John WA Group) oversees a company which functions with a Group Model of about 20 services. The Board is committed to reviewing its composition matrix annually to ensure the Board continues to have an appropriate mix of Board members, working within a team environment of up to eight Non-Executive Directors (NEDs). As at April 2023, the Board consists of eight members.

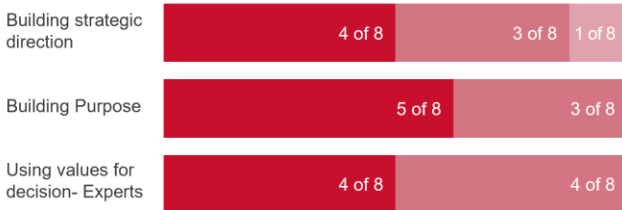
## 1. Board member experiences aligned at the four roles of the St John WA Board

Board members were asked to rate their experience (other than St John WA Board) as a NED for companies greater than a \$300m pa turnover.

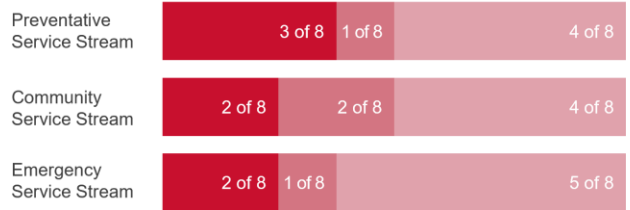


## 2. Board member competencies aligned to:

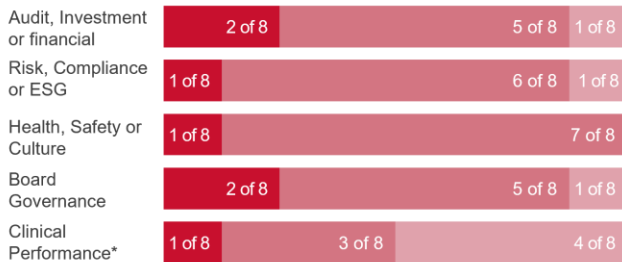
### Strategic Direction



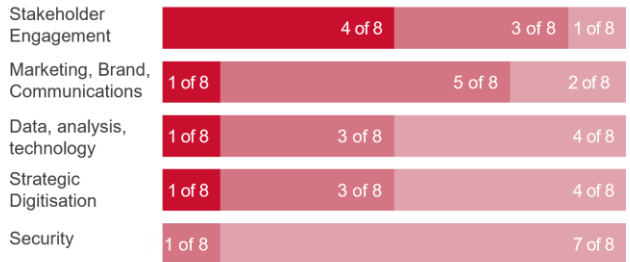
### Group Model



### Board Committees and Governance



### Current Organisational Drivers

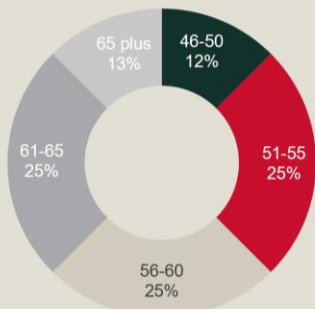


\*The Board has two Co-opted Independent Committee Members to supplement clinical expertise at Board level

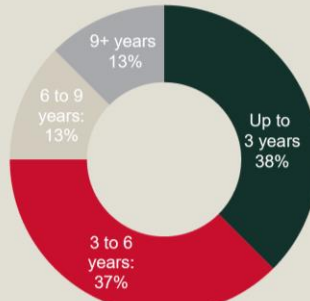
- **Expert** – substantial, leading or celebrated career experience in this field of work
- **Experienced** – considerable career experience in this field of work
- **Interested** – little career experience in this field of work, yet high interest



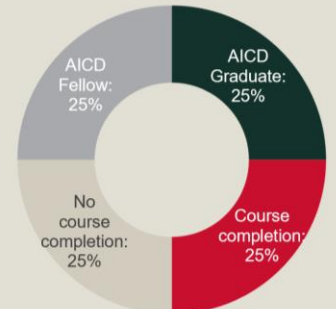
### 3. Board member diversity and background



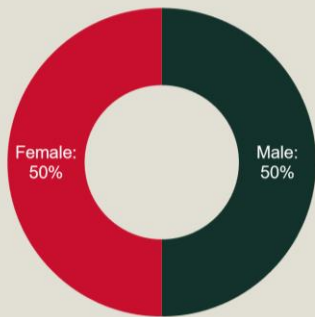
AGE GROUP



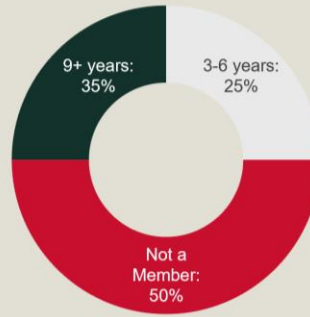
TENURE



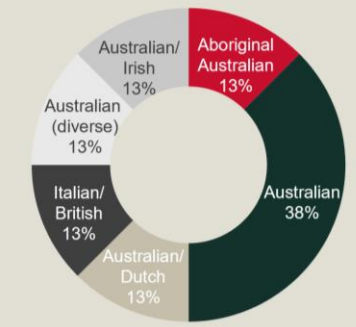
AICD QUALIFICATIONS



GENDER (SELF-ASSIGNED)

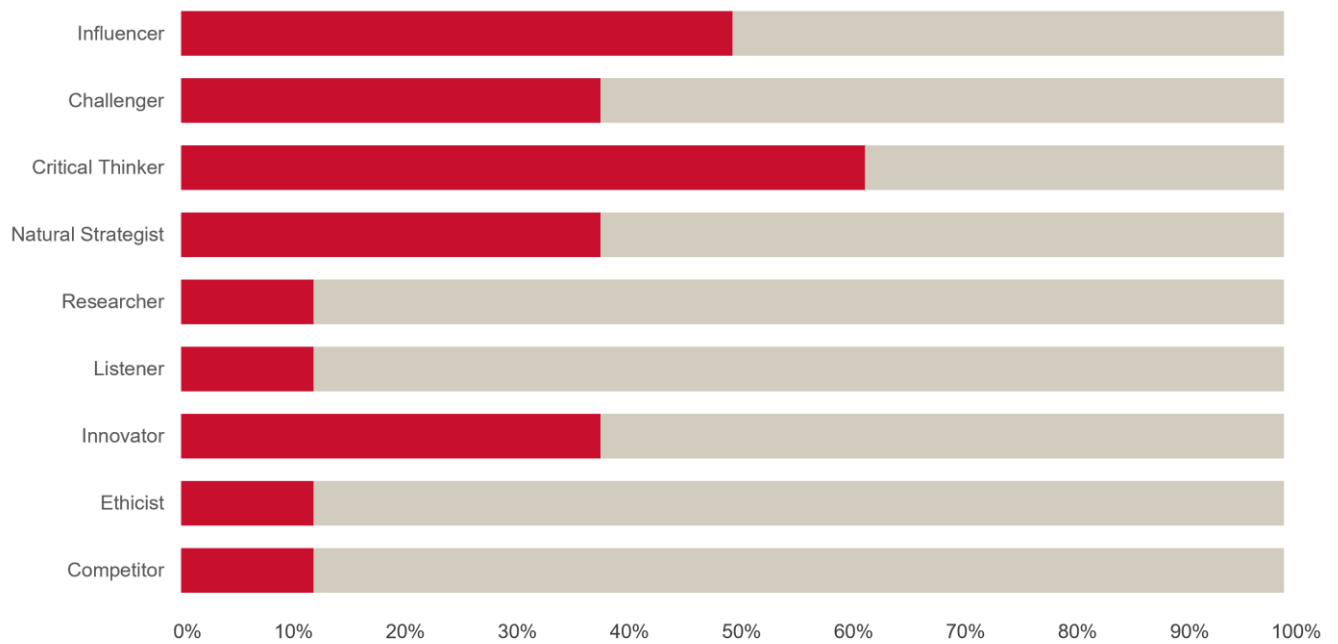


ST JOHN ORDER MEMBERSHIP



CULTURE

### 4. Board member diversity of thought and behaviour:



### Recent Composition Changes

As at April 1, 2023, the Board of St John WA Group is considered to reflect a mixture of non-executive director experience, personal attributes and wisdom to fulfil and perform in the role of a Board team.

Since November 2022, the Board decreased the number of 'clinical experts' on the Board, and increased the number of 'Company Directors' on the Board. To counter this change, the Board sharpened its focus on clinical performance by creating a new Clinical Performance Committee, attracting two highly skilled 'clinical experts' as co-opted Committee members sourced from outside of the Board.

The Board is shifting to work with dedicated Company Secretaries (2) in 2023, as opposed to having company secretaries who doubled as St John WA legal counsel.

As from 2023, all Board members are to be Australian Institute of Company Directors (AICD) Graduates, having successfully completed the Company Directors Course and assessments, by the end of their first year of tenure. The Chair is a Fellow of the AICD.

### St John WA Group Board's future-inspired three-point check:

- All Board members are to have time to commit to this role. All Board members indicate a strong commitment to this Board role, yet some are under pressure with their day jobs. Of the eight board members, half are professional (full time) NEDs, and four are NEDs while performing executive roles elsewhere.
- Independency of the Board. St John WA Group Board is completing a year-long 'Board Governance Advancement Plan' readying for an external 'Board governance review' by March 2024. This plan will trigger advanced ways that Board members are appointed in the future, including independence, and Board member tenure.
- All Board members are to model and make decisions via the values of St John WA, and are to periodically review the purpose of the organisation to make it fit for current and future years. All Board members are committed to a 'purposeful' organisation, as a charitable and not-for-profit organisation. Board members are increasing their focus on Australian charity and not-for-profit status of this organisation.

### St John WA Board Composition – next steps

St John WA Group is undergoing a large-scale strategic direction and strategic planning exercise in 2023. The strategic direction will be confirmed in September, to be presented to the company members (eligible Order members) at the AGM at the end of October. The future matrix of the Board of St John WA will be built to best achieve this future strategic position whilst achieving high governance standards.



*Sally Carbon*  
she/her

Board Chair OAM, OLY, CSTJ, FAICD