

Board Composition Matrix

The Board actively seeks to structure its membership to ensure a right balance of skills, knowledge, experience, and diversity, to enable it to discharge its responsibilities with the highest standards of corporate governance.

St John WA Group

St John WA is an organisation committed to its purpose, and is non-profit providing preventative, community and emergency health-based services to Western Australians. St John WA is a group of companies comprising of St John Ambulance Western Australia Limited, a public company limited by guarantee and a wholly owned subsidiary, Apollo Health Limited, a public company limited by shares.

Board

The Board is the governing body of St John WA currently providing 17 services, employing more than 7500 team members (both paid and volunteer), and turns over an operating revenue greater than \$500m. The Board is accountable to Members and stakeholders for the strategic direction, governance, and performance of St John WA. At the uppermost level, the Board has four district accountabilities:

- Support and oversight of the Group CEO;
- Oversight of performance and accountability;
- Oversight of risk and compliance; and
- Setting the long-term strategic direction

The Board of St John WA has a fifth, non-corporate-governance role, in achieving the Royal Statutes of St John International – and that is to maintain and grow the Order of St John in the region of WA.

On top of day-to-day oversight, impetus and impact, the Board has eight formal Board meetings, 16 Committee meetings, one Board Planning Day and one Professional Development Day.

As of January 2024, the Board comprises of eight Non-executive Directors, each of them uniquely purposeful in nature and skilled at governance of a company larger than the size and scale of St John WA.

Independence

The Board considers all the Non-executive Directors are independent. In making assessments of independence, the Board follows the evaluation criteria set out in the Board Charter.

Appointment and Tenure

At St John WA the appointment of Non-executive Directors and the Chairperson to the Board is subject to a transparent and rigorous external selection process.

The Board has set clear expectations about Non-executive Director tenure. Directors serve no more than six (6) years (being two 3-year terms) from the date of their first election by Members. Directors may serve for longer, up to a maximum of nine (9) years, if the Board considers it to be of significant benefit to St John WA. The maximum tenure of the Board Chairperson is six (6) years of continuous service.

Performance Review

The Board's performance is subject to an annual assessment, against the core elements for effective governance and how the Board is adding value to St John WA.

The evaluation includes a review of the performance of individual Directors, the Chairperson, Board Committees, Committee Chairpersons, and the Board as a whole. This review alternates between internal and external, and in 2023, that review was externally assessed.

Professional Development

The Board also promotes continuing the professional development for its Non-Executive Directors to ensure they maintain an appropriate understanding of St John WA's operations and stay ahead of expertise in matters relating to directors' duties.



Board Committees

The Board functions in a distributed leadership pattern overseeing four governance committees and one subject matter committee as follows:

- Audit & Investment Committee
- Risk, Compliance and ESG Committee
- Health, Safety and Culture Committee
- Nominations and Remuneration Committee
- Clinical Performance Committee

In relation to Board composition matters the role of the Nominations and Remuneration Committee is to review, advise, and recommend to the Board on:

- Structure and composition of the Board and its Committees, including diversity;
- Board succession planning, selection and appointment of Board Chair and Directors;
- Board’s annual performance review processes and development and training;
- The structure, design, and operation of Board remuneration arrangements and benchmarking.

| Members | Qualifications | Committee Roles |
|------------------|----------------|--|
| Sally Carbon OAM | OAM FAICD | Chair of the Board Chair of Nominations and Remunerations Committee |
| Andrea LeGuier | MAICD | Chair Risk, Compliance and ESG Committee Member Clinical Performance Committee |
| Craig Heatley | GAICD | Chair Audit and Investment Committee Member Health, Safety and Culture Committee |
| Elisa Fear | GAICD | Chair Health, Safety and Culture Committee Member Audit and Investment Committee |
| Amanda Healy | MAICD | Member Health, Safety and Culture Committee Member Nominations and Remuneration Committee |
| Jeffrey Williams | AAICD | Chair Clinical Performance Committee Member Nominations and Remunerations Committee |
| Monish Paul | MAICD | Member Risk, Compliance and ESG Committee Member Audit and Investment Committee |
| Matt Mueller | GAICD FGIA | Member Risk, Compliance and ESG Committee |



Board Composition Matrix

The Board is committed to reviewing its composition matrix periodically to ensure that its composition covers the required attributes.

In 2024, the Board continues to strive for high performance governance. Following a seven-month long robust external review process, in November 2023, the Board received a three-part external assessment to indicate its governance standards listed below:

- **Organisation-wide governance standards:** St John WA’s corporate governance received a score of 71% across 118 governance standards, as compared to 40% seven months earlier;
- **Board governance standards:** St John WA’s Board collectively scored between 75% and 65% for its governance performance across nine core elements for Board effectiveness.
 - A score above 70% is considered “Very Good Performance” as per the external reviewers’ benchmarks.
- **Median Non-Executive Director performance standards:** St John WA’s eight Non-Executive Directors received scores between 94% and 66%. Each Director, regardless of score, received opportunities for growth and improvement.
 - As a team, the median score for Director performance was 82%, with an externally set need to achieve 80% as minimum standard median.
 - Note: There were two new Non-Executive Director appointments since the performance review, thus not reflective of current Board composition.

In unison to the governance work, in 2023 the Board set a new longer-term strategic direction for the company, towards the year 2030.

Taking into account the outcome from the 2023 Board performance review and the new strategic direction, the Board conducted a comprehensive review to evaluate its composition and to identify the skills, expertise and diversity present on the Board. This enabled the Nominations and Remunerations Committee to engage an external consultant to specifically target recruitment of professional Non-executive Directors to commence at the beginning of 2024.

The following combination of skills and experience was meticulously chosen as the criteria for this recruitment keeping in mind the strategic direction and desired Board composition attributes:

- Risk and compliance
- Customer journey
- Digital transformation
- Group model and strategic growth

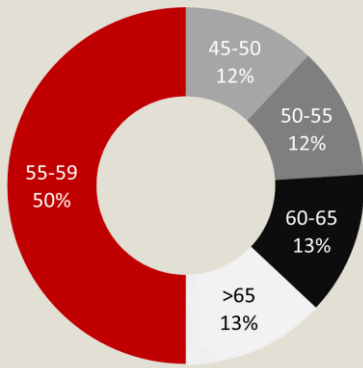
Following the two new professional director appointments, the Board Composition Matrix was reviewed and updated. The 2024 Board Composition Matrix is set out below with the depth and breadth of knowledge presently represented on the Board. Over and above the typical baseline Non-executive Director skills like financial, legal, risk, compliance and more, the matrix demonstrated the three most bespoke skills each Non-executive Director adds to the matrix.

| Depth of Knowledge: Health Sector Expertise | | | | | | | | | | Stakeholder Activism |
|--|---|--|-------------------|---------------------------|----------------|------------------|---|---|--------------------------------------|----------------------|
| Director 1 | Long-term health sector knowledge in executive space and Long-term St John WA corporate knowledge | | | | | | | | | ● |
| Breadth of Knowledge: Corporate Director Expertise | | | | | | | | | | Stakeholder Activism |
| | Government Relations | Audit & Long-term Financial Sustainability | Risk & Compliance | Long-term Digital & Cyber | HR and Culture | Workplace Safety | Customer Fairness & Journey (new Strategic Direction) | Corp Responsibility (new Strategic Direction) | Strategic Purpose + Business Builder | Stakeholder Activism |
| Director 2 | ● | | | | | | | | ● | ● |
| Director 3 | | | ● | | | | | ● | ● | |
| Director 4 | ● | | | | ● | ● | | | | |
| Director 5 | | ● | | | ● | ● | | | | |
| Director 6 | | ● | ● | | ● | | | | | |
| Director 7 | ● | ● | | | | | | | ● | |
| Director 8 | | | ● | ● | | | ● | | | |

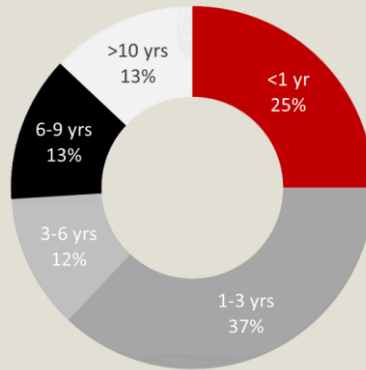


Board Member Diversity and Background

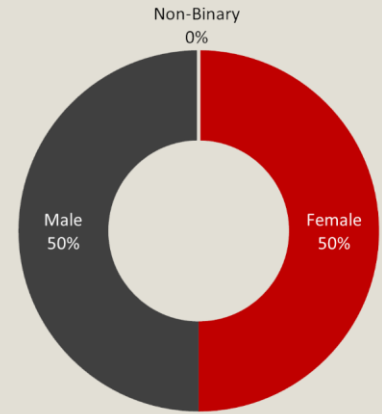
Age



Tenure

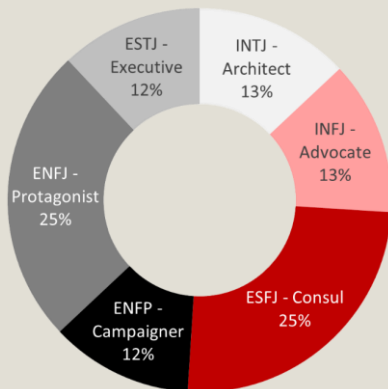


Gender (Self-Assigned)

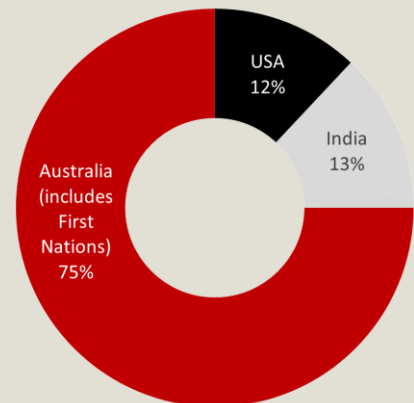


Diversity of Thought –

Based on the Myers Briggs 16 Personality Assessment



Place of Origin



Conclusion

The Board continues to set the tone for culture of the organisation, with each Non-executive Director abiding by and behaving with St John WA’s new values.

Considering Non-executive Director departures and tenure evaluations, the Board has adopted an organised approach to its succession planning. The focus for Nominations and Remunerations Committee for 2024 is succession planning for the position of the Board Chair, which is becoming available from October 2025. The Board remains committed to be best constituted to align with St John WA’s strategic direction 2030 and to maintain highest standards of corporate governance of today.



Sally Carbon
she/her

Board Chair OAM, OLY, CStJ, FAICD