



Audit & Investment Committee Charter

The Board of St John WA has established an Audit & Investment Committee. This Charter outlines the roles, responsibilities, and terms of operation of the Committee and should be read with the Board Charter.

St John WA recognises that its members and other stakeholders form an important part in how it supports the local communities and are entitled to know how St John WA is acting and using its resources (finances and any assets) on their behalf.

1. Purpose & Responsibilities

The purpose of the Audit and Investment Committee (**Committee**) is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to St John WA's financial reporting, performance and investments.

The responsibilities of the Committee include oversight of:

- a) the *Australian Charities and Not-For-Profits Commission Act 2012* (Cth), the *Corporations Act 2001* (Cth), and Australian Accounting Standards, in respect of statutory financial reporting requirements;
- b) the integrity of St John WA's corporate reporting;
- c) investments and property; and
- d) the external audit function.

The Board has delegated to the Committee the responsibilities set out in **Attachment 1** and may make other delegations to the Committee from time to time.

2. Authority

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.

The Committee does not have any powers to commit the Board or management to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee has the authority to conduct or direct investigations into any matters within its Charter.

The Committee is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision-making.

3. Committee Composition

The Committee will comprise at least three members, all of whom must be independent non-executive directors.

The Committee members will be appointed by the Board.

The Board will appoint the Chair of the Committee, who will not be the Chair of the Board.

All Committee members will have a working familiarity with finance and accounting practices.

At least one Committee member will have relevant qualifications, that is, a qualified accountant or other finance professional with experience in financial and accounting matters.

If a Committee member ceases to be a director of the Board, that member ceases to be a member of the Committee.

4. Administrative Matters

4.1 Committee Meetings

The Committee meets at least three times per year, or more often, if necessary, to fulfil its responsibilities.

A quorum of the Committee will comprise at least two members.

If the Chair of the Committee is unable to attend a Committee meeting, the members present or the Board Chair will appoint another member who is an independent director (and not the Chair of the Board) to act as Chair at that Committee meeting.

Committee members may attend meetings in person or participate by videoconference or other electronic means.

Committee decisions may be made by circular or written resolution. A circular or written resolution signed by all Committee members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes email or other electronic means.

Management is responsible to the Committee for making recommendations to the Committee and implementing recommendations of the Committee, which the Board approves.

4.2 Conflicts of Interest

A Committee member who has a material personal interest in a matter that relates to the affairs of St John WA must give the other Committee members notice of his or her interest.

Committee members shall not participate in discussions and shall not vote on any issues in respect of which there is a material actual or perceived conflict of interest.

4.3 Work Plan, Agenda and Documentation

Each Committee meeting will have a structured agenda. The Committee's work plan and meeting agenda are determined by the Committee Chair, with input from the Group Chief Executive Officer (**GCEO**), the Chief Financial Officer (**CFO**), and the Company Secretary. Any director, the external auditor and the internal auditor may request that a particular item be added to the agenda.

The agenda and supporting documentation for each Committee meeting will be circulated within a reasonable time before the meeting to Committee members, other directors, the GCEO, the CFO, the internal auditor, the external auditor, and other attendees, as appropriate.

4.4 Notice of Meeting and Attendance

Notice of Committee meetings will be provided to all directors. Directors who are not members of the Committee may attend Committee meetings and will have access to Committee papers and minutes.

Notice of Committee meetings will also be provided to the GCEO, the CFO, the Internal Auditor and the Lead Audit Partner appointed by the external auditor, who must attend meetings if requested by the Chair of the Committee. Other members of management and advisers may be invited to participate in the meetings as the Chair of the Committee thinks fit.

The external auditor will be required to meet separately with the Committee, without management, upon the request of the Chair of the Committee.

4.5 Company Secretary

The Company Secretary (or their nominee) will be the Secretary of the Committee.

4.6 Minutes

Minutes of each Committee meeting will be prepared by the Company Secretary (or their nominee), approved by the Chair of the Committee in draft and circulated to all Committee members.

The minutes of a Committee meeting will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

The Committee's Chair approved minutes of each Committee meeting will be included in the Board papers.

4.7 Reporting

The Chair of the Committee will report to the Board on the business matters arising out of a Committee meeting.

The Committee will refer any matters to the Board or another Board Committee where the matter falls within their responsibility or if it would benefit from having the Board or that Board Committee's consideration.



5. Access to Information & Advice

5.1 Access to Management and Others

The Committee has free and unfettered access to the GCEO, the CFO, the Head of Risk, executive management, the external auditor, and the internal auditor (with or without the presence of management), and to information and may make any enquiries to fulfil its responsibilities.

The GCEO, the CFO, the Head of Risk, executive management, the external auditor, and the internal auditor have free and unfettered access to the Committee.

The external auditor and the internal auditor have a direct reporting line to the Committee and to the Risk, Compliance and ESG Committee.

5.2 Access to Independent Professional Advice

The Committee has the right to seek independent professional advice, subject to the approval of the Board Chair (or, in the Board Chair's absence, the Deputy Chair), at St John WA's expense, in respect of any matter related to the discharge of its responsibilities.

Advice received should be distributed to the whole Committee as appropriate.

Committee members are entitled to rely on the expertise of independent experts, so long as they are not aware of any grounds that would make such reliance inappropriate.

6. Workshops and Training

The Committee may hold workshops and training sessions to maintain the skills and knowledge required to perform its role effectively.

The Committee keep themselves informed on material developments in accounting standards and other relevant regulations.

7. Review

7.1 Committee Performance Review

The Board will conduct an annual review of the Committee's performance and effectiveness.

When considered appropriate, the Committee will review its membership and make recommendations to the Board.

7.2 Review of this Charter

The Committee will review this Charter every two years, or sooner if circumstances require, with any amendments recommended to the Board for approval.

8. Related Documents

Board Charter.

External Audit and Non-Audit Services Standard.

Board to GCEO Delegation of Authority Policy.

Investment Policy.



Attachment 1

Duties and Responsibilities

In making decisions and recommendations, the Committee will consider its responsibilities and the activities of the Board's other committees and, where appropriate, coordinate with and consider information arising out of those committees and any other relevant factors.

The duties and responsibilities of the Committee are as follows:

1. Financial Reporting

- 1.1. Review and recommend to the Board for approval the annual report and annual financial statements of the Group and the accounting policies on which they are based.
- 1.2. Review the appropriateness of accounting policies and material judgements exercised by management in preparing the annual financial statements.
- 1.3. Review changes to accounting standards and regulatory requirements and their effect on the annual financial statements.
- 1.4. Review the representations provided by management to the external auditor concerning St John WA's annual financial statements and satisfy itself that:
 - a) accounting records are maintained correctly in accordance with statutory requirements;
 - b) the management representation letter to the external auditor is accurate; and
 - c) the GCEO and CFO declaration under section 295A of the Corporations Act has been formed based on a sound risk management system and internal controls.
- 1.5. Review disclosures on related party transactions, including any disclosures on directors' and executives' remuneration arrangements.
- 1.6. Review and monitoring of solvency, including the solvency of subsidiary entities.
- 1.7. Review of write-offs that are outside the GCEO's delegation.
- 1.8. Review any material claims or issues involving fraud, misstatement or other significant breakdowns of financial controls.

- 1.9. Make recommendations from the above reviews for consideration by the Board in connection with the approval of St John WA's annual financial statements.

2. External Audit

- 2.1. Recommend to the Board the appointment and, should it be necessary, the removal of the external auditor, subject to approval by St John WA's members.
- 2.2. Review and approve the external auditor's engagement terms, including their annual audit fees.
- 2.3. Review the overall scope and adequacy of the external audit plan, including identified risk areas and any additional procedures considered necessary.
- 2.4. Review the reports and findings of the external auditor and overseeing that any issues identified are being managed and rectified in an appropriate and timely manner.
- 2.5. Engage with the external auditor regarding any matters concerning the external audit.
- 2.6. Assess, at least annually, the performance of the external auditor.

3. Independence of the External Auditor and Provision of Non-Audit Services

- 3.1. Monitor that the lead external audit engagement partner is rotated at least every five years or more frequently if the Committee considers it desirable to maintain the external auditor's independence.



3.2 Review, at least annually, the external auditor's engagement, including assessing whether the external auditor satisfies the eligibility and independence requirements in the *Corporations Act 2001 (Cth)* and the Audit Independence tests set out in the APES 110 Code of Ethics for Professional Accountants.

3.3 Receive and review a written declaration (before the completion of the statutory financial report) from the external auditor stating that the external auditor has complied with all professional and regulatory requirements relating to the auditor's independence.

3.4 Approve the external auditor's engagement for the provision of non-audit services in accordance with the External Audit and Non-Audit Services Standard.

4. Annual Operating Budget and Management Reports

4.1 Review and recommend to the Board for approval the annual budget and any re-forecast of the Group.

4.2 Review, at least annually, management reports to the Board on St John WA's and each business stream's performance and use of resources to determine if the reports appropriately measure performance against management accountabilities.

5. Strategic Matters

5.1 Review of the long-term strategic balance of revenue and expenditure across the Group.

5.2 Review and recommend to the Board acquisitions, divestments, and significant growth opportunities put forward by the GCEO.

6. Capital Management and Property

6.1 Review and recommend to the Board the approval of capital management strategies, annual capital expenditure plans and any material changes.

6.2 Review and recommend to the Board significant real estate or capital expenditure above the GCEO's delegation.

6.3 Review and recommend to the Board of commercial leases or agreements for leases outside the budget and the GCO's delegation.

6.4 Review of reports on capital management and compliance with St John WA's Capital Management Policy.

7. Investment Strategy

7.1 Review and recommend to the Board the approval of St John WA's Investment Policy.

7.2 Review of reports on St John WA's Investments and the performance of those investments.

7.3 Review and monitor investment strategies and ensure that investments are within the Board's defined risk appetite for investments.

7.4 Review investment recommendations from management and external investment advisors and consider how the investment strategies will assist in achieving investment objectives and meet the criteria outlined in the Investment Policy.

7.5 Consider and monitor the Australian and global economic environment and respond to risks and volatility issues by formulating investment strategies utilising asset allocations, allowable ranges, and direct investment instruments outlined in the Investment Policy to achieve appropriate returns.

7.6 Review the performance of external investment advisors and approve their remuneration, appointment, and termination.

8. Other Reporting to Stakeholders

8.1 Review and approve the Annual Information Statement to be filed with the Australian Charities and Not-For-Profits Commission.

8.2 Review and recommend to the Board for approval (in consultation with the Risk, Compliance & ESG Committee) reports to stakeholders on material environmental (including climate change), social and governance matters, including the existing Annual Impact Report.

9. Insurance

9.1 Review and approve the structure and adequacy of St John WA's corporate insurance program with regard to the business needs and the insurable risks it has on an annual basis.

9.2 Review and recommend to the Board the annual D&O insurance program, premium and policy terms, including, reviewing and approving the declarations to be provided to insurers on D&O insurance.



10. Governance and Regulator Engagement

- 10.1 Review and recommend to the Board the approval of the Board to GCEO Delegation of Authority Policy.
- 10.2 Approve policies that require or are reserved for the Committee under St John WA's Policy Framework, relevant to the Committee's remit.
- 10.3 Oversee engagement with regulators on St John WA's statutory financial reporting requirements and, if required, meet with any other regulatory authority on request.
- 10.4 Consider any other matters delegated by the Board to the Committee.