

# Board Charter

St John WA is committed to excellence in corporate governance, transparency, and accountability. This is essential for the long-term performance and sustainability of St John WA, and to protect and enhance the interests of our members and other stakeholders.

The Board aspires to comply with best-practice corporate governance principles, including the Australian Institute of Company Directors Corporate Governance Principles and Recommendations for Not-For-Profit Organisations, and Australian Charities and Not-For-Profit Commission Governance Standards.

## 1. Purpose of this Board Charter

This Board Charter (**Charter**) outlines the roles, responsibilities, and duties of the Board of Directors (**Board**) of St John Ambulance Western Australia Ltd (ACN 165 969 406) (**St John WA**) and sets out the manner in which the Board discharges its responsibilities.

## 2. St John WA

St John WA is a charitable, not-profit and purposeful organisation providing preventative, community and emergency health-based services to Western Australians.

St John WA is an establishment of the Order of St John; an international humanitarian organisation that works to improve health and wellbeing across the world. The Order of St John is a major international charity accredited by the United Nations, with establishments in more than 44 locations worldwide.

The Western Australian members of the Order of St John (**WA Chapter or Members**) have appointed and delegated to the St John WA Board (**Board**) the powers to govern and oversee the activities of St John WA.

In turn, the Board has delegated certain powers to the Group CEO (**GCEO**) to run the day-to-day operations of St John WA.

## 3. Regulatory Framework

St John WA is a public company limited by guarantee under the *Corporations Act 2001 (Cth)* (**Corporations Act**) and a registered charity under the Australian Charities and Not-for-profit Commission Act 2012 (**ACNC Act**). St John WA and its Directors must comply with the above-mentioned laws and requirements.

The Board and members are also subject to the rules of St John WA's Constitution.

As part of the Order of St John, St John WA must also comply with the Order's statutes and regulations, solely to the extent permitted by law and charitable status.

## 4. Corporate Governance Framework

The Board has implemented St John WA's Corporate Governance Framework, which is aligned with best-practice corporate governance principles, including the Australian Institute of Company Directors Not-For-Profit Governance Principles (**AICD Principles**) and the Australian Charities and Not-For-Profit Commission Governance Standards (**ACNC Standards**).

The Board aims to apply governance standards conducive to St John WA's size and scale.



Further information on St John WA's Corporate Governance Framework and practices is available in the [\*\*Corporate Governance Statement\*\*](#) on its website.



## 5. Role of the Board

The Board is the governing body of St John WA and 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 (GCEO).**
- **Oversight of performance and accountability.**
- **Oversight of risk and compliance.**
- **Articulating the long-term strategic direction of St John WA.**

The Board is also accountable for maintaining and continuing the philosophies of the Order of St John.

The Board is not involved in the day-to-day running of St John WA.

The role of the Board includes demonstrating leadership, setting the desired culture and the risk appetite, and providing effective oversight of management in implementing St John WA's purpose and strategy.

The Board also has responsibility for monitoring that St John WA complies with its legal and regulatory obligations.

In carrying out its role, the Board has regard to the interest of many stakeholders, including Members, personnel, volunteers, customers, partners, patients, regulators and the broader community in which St John WA operates.

The powers of the Board can only be exercised by resolution at a meeting of Directors, by written resolution, or by any other means permitted by the Constitution or the Corporations Act.

The Board may delegate any of its powers, other than those which by law must be dealt with by the Board, to a Committee, any Director, an officer, or the GCEO.

To achieve its role, the Board has specifically reserved for itself the specific powers and responsibilities set out in **Attachment 1**.

## 6. Board Composition

### 6.1 Composition

The Board is structured so that its membership provides a mix of skills, knowledge, experience, and diversity to enable it to discharge its responsibilities, add value, and facilitate effective discussion and decision-making.

The Board determines its size and composition, subject to the terms of St John WA's Constitution. Under the Constitution, there must be no less than six and no more than nine Directors.

The Board sets and reviews the criteria for the appointment of new Directors having regard to the existing composition of the Board, the Board's desired skills matrix, diversity, tenure, strategic direction, and the Director's performance.

The Board's composition will continue to evolve year-on-year to accommodate St John WA's new strategic direction, the expectations of stakeholders, and the changing governance needs.

The Board may appoint a Director, at any time, to fill casual vacancies on the Board. Their continuing appointment is subject to approval by Members at the **AGM** following their appointment.

The selection and appointment of Directors and the Chairperson to the Board are subject to a rigorous externally-driven appointment process, as set out below in section 6.5.



The **[Board's Composition Matrix](#)** details are available on St John WA's website.

### 6.2 Independence

The Board will comprise only of independent Non-Executive Directors.

The Board defines an independent Director as a Director (that is, not a member of management) who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of St John WA and its stakeholders as a whole.



When assessing the independent status of a Director, the Board (excluding the relevant Director) will consider a range of factors, including whether the Director:

- a) has, within the last five years, been employed in an executive capacity by St John WA;
- b) has, within the last three years, been an officer or employee of a firm providing professional services or external or internal audit services to St John WA;
- c) has, within the last three years, been in a material business relationship (e.g. as a supplier, customer, or consultant) with St John WA or an officer of, or otherwise associated with, someone with such a relationship;
- d) has close personal ties with any person who falls within any of the categories described above; or
- e) has been a Director of St John WA for a length of time that could, or could be perceived to, materially interfere with the Director's ability to act in the best interests of St John WA.

If there is a change in a Director's interest, positions or relationships that could bear upon their independence, the Director must inform the Board at the earliest opportunity.

### 6.3 Diversity

The Board acknowledges the value of diversity in all its forms, including but not limited to gender, age, ethnicity, cultural background, education, professional qualifications, and perspectives.

The Board is committed to promoting diversity and inclusivity in its composition, processes, and decision-making and will aim for Board gender diversity of 40:40:20.

### 6.4 Tenure of Directors and Chairperson

The general expectation is that Directors will 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.

A Director who has served a term of three (3) years must retire and may seek re-election for a further term, subject to Members approval.

Prior to each Annual General Meeting (**AGM**), the Board will determine whether it will recommend to the Members that they vote in favour of each Director standing for election or re-election (as the case may be), having regard to any matters the Board considers relevant, including the Director's annual performance assessment outcomes, the desired skill criteria of the Board, and their length of tenure.

### 6.5 Selection and Appointment of Directors and the Chairperson

The Board has established a Board Succession Policy that guides Board composition, the skills criteria, defines the selection and appointment process for candidates for appointment as a Director, the appointment process for new Directors, and the tenure of Directors.

The Board Chairperson, together with the Board's Nomination and Remuneration Committee, oversees the composition of the Board, periodically reviews the Board's succession plan, and makes recommendations to the Board on the appointment of individuals to the Board.

The selection and appointment of Directors and the Board Chairperson are subject to an externally driven appointment process with a specialised Board recruitment advisory firm brief on selection criteria. The process also includes background checks on the candidate's character, experience, education, and qualifications.



The Board's Succession Policy details is available on St John WA's website.

### 6.6 Fitness and Propriety Test

The Board has established a Fit and Proper Person Policy to ensure that individuals appointed to the Board, executive roles, and other responsible person's roles have the appropriate fitness and propriety to properly discharge their responsibilities on and during their appointment.



## 6.7 Director's Remuneration

Each Director is entitled to such reasonable remuneration, to the extent permitted by law, as determined by the Board.

Directors' remuneration is regularly assessed and benchmarked against market data by an independent external remuneration consultant.

The Directors and the Chairperson receive a fixed annual fee for services that recognise the role, responsibilities, and time commitments required.

## 6.8 Director's Appointment Agreement

A written agreement is entered into with each new Director that sets out the key terms and conditions of their appointment, including the Director's responsibilities, remuneration, confidentiality requirements, and initial and ongoing disclosure obligations.

## 7. Role of the Board Chairperson

The Chairperson of the Board must be an independent Non-Executive Director.

The Chairperson is appointed by the Board.

The Chairperson must not hold office for a continuous period of more than six (6) years.

The role of the Chairperson is to provide effective leadership of the Board and St John WA.

The Board Chairperson is responsible for leading the Board in fulfilling its role and ensuring that the Board operates effectively, efficiently and by the high standards of governance and ethical conduct.

Specifically, the responsibilities of the Board Chairperson include:

- a) providing leadership to the Board while maintaining a clear distinction and separation of duties between the Board and management.
- b) ensuring that the Directors, the Board and its committees fulfil their responsibilities effectively and meet with sufficient frequency.
- c) setting the Board agenda and ensuring that it addresses and considers key strategic, stakeholder, and governance issues and that appropriate time and attention is devoted to agenda items and key strategic issues.

- d) promoting a constructive and collegial atmosphere during the Board's deliberations and seeking to ensure that all directors contribute to discussions and decision-making.
- e) communicating the collective views of the Board to stakeholders.
- f) maintaining a constructive relationship with the GCEO and promoting open and respectful relations between the Board and management.
- g) seeking to ensure that the Board maintains an open, constructive, and cooperative relationship with the Order of St John in Australia and Internationally, acting as Commandery Lieutenant of the WA Chapter and ensuring compliance with Order statutes.

On the recommendation of the Board, the Chairperson is also appointed by St John Australia and St John International as Commandery Lieutenant of the WA Chapter.

## 8. Role of the Deputy Chair

The Board may appoint a Deputy Chairperson who must be an independent Non-Executive Director.

The role of the Deputy Chairperson is to support the Board Chairperson in providing leadership to the Board and to assume the responsibilities of the Board Chairperson in the Board Chairperson's absence or as otherwise required.

## 9. Role of the Directors

The role of the Director is to participate in the decision-making processes of the Board actively and, in particular, provide constructive challenge and objective judgement in developing strategic direction, reviewing the performance, and allocating resources.

Directors are expected to carry out their duties in accordance with St John WA's corporate governance framework and regulatory requirements. Each Director must:

- a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of St John WA;
- b) act in good faith, honestly and fairly in the best interests of St John WA to further its purpose and objectives.
- c) to uphold St John WA's values and code of conduct.



- d) not misuse their position or information they gain as a Director of St John WA;
- e) disclose any Conflicts of Interest;
- f) ensure that the financial affairs of St John WA are managed responsibly; and
- g) not allow St John WA to operate while it is insolvent (as defined under the Corporations Act).

Each Director has a duty to keep information confidential, except as required by law or as agreed in writing by the Board.

## 10. Director Induction and Training

Each Director is expected to participate in an induction program on appointment and undertake ongoing training to maintain the skills and knowledge required to perform their role effectively.

Directors are provided with regular briefings and workshops to ensure they maintain an appropriate understanding of St John WA's operations and material developments in the relevant legislative, regulatory and industry trends.

The Board will periodically review whether there is a need for Directors to undertake professional development and whether the Board collectively has the skills, knowledge and experience to deal with new and emerging business and governance issues.

All Directors are expected to have completed the AICD Company Directors Program in Corporate Governance (or equivalent).

Directors pay their own professional membership fees and development.

## 11. Site Visits

Directors will participate in site visits from time to time. The purpose of those visits is to assess the organisation's culture and safety, meet with employees and volunteers, and increase the Director's understanding of key operational functions and risks faced by St John WA.

## 12. Board Performance Evaluations

The Board's performance will be subject to an annual assessment, together with a review of the performance of individual Directors, the Chairperson, Board committees, and committee Chairpersons.

The Board's performance will be evaluated against the core elements for effective governance and how the Board is adding value to St John WA.

The assessment will be facilitated by an external consultant (at least every three (3) years).

The Nominations and Remuneration Committee oversees the Board's performance review process.

## 13. Board Committees

The Board may, from time to time, establish committees to assist the Board in the discharge of its responsibilities and to allow detailed consideration of complex issues.

The Board has established four standing committees:

- a) Audit & Investment Committee
- b) Risk, Compliance and ESG Committee
- c) Health, Safety and Culture Committee; and
- d) Nominations and Remuneration Committee

The Board has also established two special-purpose committees:

- e) Clinical Performance Committee to assist in monitoring clinical performance and clinical governance framework.
- f) Honours and Awards Committee with responsibilities for overseeing Order of St John WA's Awards system nomination.

Each committee operates under a charter approved by the Board, which sets out the authority, membership, and responsibilities of the committee, together with any relevant administrative arrangements and any other matters considered appropriate by the Board.

The role of committees is to advise and make recommendations to the Board. They do not have the power to commit the Board or management to implement their recommendations unless expressly stated in the committee's charter or as authorised by the Board.



The Board will periodically review the appropriateness of the existing committees, as well as each committee's membership and charter.

The Board has sole responsibility for the appointment of the members of each committee. Over time, Directors may rotate on and off various committees, taking into account the needs of the committees and the skills and experience of individual Directors.

The Chair of a committee will report to the Board on the committee's business, and each committee meeting's minutes will be made available to the Directors at the next Board meeting.

The Board may also delegate specific functions to ad hoc committees on an "as needs" basis. The authority delegated to these committees is set out in Board resolutions and the terms of reference.



Further information on each [Committee's Charter](#) and responsibilities is available on the corporate governance page on St John WA's website.

## 14. Board's Oversight of Management

The Board delegates responsibility for the day-to-day management of St John WA to the GCEO and through the GCEO to other members of executive management.

The GCEO is accountable to the Board for the exercise of this delegation, with the support of executive management. The Board may impose, from time to time, specific limitations on the delegation of authority to the GCEO.

Further division of the responsibilities of the Board and the GCEO and management have been agreed upon by the Board and are set out in a Board-approved Delegations of Authority Policy.

The Board has set clear accountabilities for management and expectations that:

- a) management, through the GCEO, is responsible and accountable for the day-to-day running of St John WA.
- b) management reports are accurate, timely and candid, and decision papers are clear, reasoned and concise.

- c) Directors have unrestricted access to management with protocols for interaction between the Board, and management has agreed to facilitate the coordination of meetings and communications with management.
- d) the Board functions independently of management. This includes Directors' meeting without management present at each Board and Committee meeting and the separation of the roles of the Chairperson and the GCEO.
- e) the Board and its Committees are entitled to request additional information from management where it considers such information necessary to make informed decisions.

## 15. Role of the Group Chief Executive (GCEO)

The Board is responsible for appointing the GCEO, who is responsible for the day-to-day management of the business and affairs of St John WA and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.

The GCEO's accountabilities include:

- a) managing the overall performance and day-to-day operations of St John WA.
- b) formulating and implementing a Board-approved strategic plan and maintaining an organisational culture.
- c) monitoring performance against operating plans and budget.
- d) supervising the chief executives in their execution of the strategy plan.
- e) monitoring and managing all material risks consistent with the Board-approved risk appetite and policies.
- f) maintaining legal and regulatory compliance.
- g) providing timely and accurate information to assist the Board and its Committees in discharging their responsibilities.
- h) implementing a stakeholder engagement plan and accountability for ensuring stakeholders' needs and expectations are considered.
- i) to advance the work of the Order of St John WA chapter.



The GCEO may establish management committees to assist with these responsibilities and must adhere to accepted operating practices and professional ethics.

The GCEO will report to the Board at each meeting and advise the Board (or relevant committee) of material matters affecting St John WA or its performance.

The GCEO is required to engage with the Board Chairperson, as well as the chairs of any relevant Board committee between Board meetings.

## **16. Role of the Company Secretary**

The Board approves the appointment and removal of persons to the role of Company Secretary.

The Company Secretary's responsibilities include advising the Board on governance matters, ensuring compliance with St John WA's Constitution, the Corporations Act, the ACNC Act, and Board policies coordinating the timely dispatch of Board and Committee agendas and meeting materials, accurately recording the proceedings of Board and Committee meetings in the minutes, and providing support to the Chairperson and other Directors.

All Directors have access to the Company Secretary, who is directly accountable to the Board, through the Chair, on all matters concerning the proper functioning of the Board and St John WA's corporate governance framework.

The Company Secretary must have the required skills and experience in governance and hold membership to the Governance Institute of Australia or equivalent.

Performance objectives for the Company Secretary will be set by the Board.

## **17. Board Meetings**

### **17.1 Meetings and Quorum**

The Board meets as frequently as required to discharge its responsibilities effectively. A meeting schedule is determined annually in advance by the Board. Additional Board meetings may be convened if matters requiring immediate consideration arise between scheduled meetings.

Board meetings, meeting notices and proceedings are governed by the relevant provisions in St John WA's Constitution. All Directors must be provided with notice of a Board meeting.

Directors in attendance, representing four (4) Directors of the Board, constitute a quorum. In the absence of the Board Chairperson, the Deputy Chairperson shall chair the meeting. If there is no Deputy Chairperson, the Directors present will elect one of their number to chair that meeting.

The Board may use technology to facilitate meetings, including video or teleconferencing, subject to the requirements of the Corporations Act and St John WA's Constitution.

Directors may meet without management present.

### **17.2 Attendance**

All Directors must attend Board meetings unless notice of apology has been provided to the Chairperson.

The GCEO attends Board meetings by standing invitation but may be asked to leave at any time. The Board may invite other members of the executive and management to attend meetings.

The Board may invite the external or internal auditor or other persons to its meetings (or part thereof) as necessary or appropriate.

### **17.3 Workplan, Agenda and Documentation**

The Board Chairperson determines the work plan and agenda for each Board meeting in consultation with the Directors, the GCEO and the Company Secretary. Any Director, the external auditor and the internal auditor may approach the Board Chairperson and request that a particular item be added to the agenda.

The agenda and supporting meeting documentation will be distributed to the Directors within a reasonable time before each meeting. Late papers may be submitted with the consent of the Chairperson.

### **17.4 Minutes**

Minutes of each Board meeting will be prepared by the Company Secretary, approved in draft by the meeting Chairperson, and then circulated by the Company Secretary to all Directors as soon as practicable.



Within one month of the Board meeting, minutes must be approved by the Chair and confirmed at the next Board meeting or by circular resolution.

## 18. Code of Conduct and Policies

The Board sets the tone of all matters culturally including fostering an organisational culture of high ethical standards, personal and corporate integrity, and respect for others.

Directors are subject to St John WA's Code of Conduct and Policies and the terms of their appointment.

## 19. Conflicts of Interest and Material Personal Interest

All Directors are required to take all reasonable steps to avoid actual, potential, or perceived conflicts of interest.

Under St John WA's Constitutions and at law, Directors must disclose any conflicts of interest and abstain from participating in any discussion or voting on matters in which they have a material personal interest.

The following procedures are to be followed by a Director who believes they may have an actual, potential, or perceived conflict of interest or material personal interest:

- a) the Director must disclose to the Board any actual or potential conflict or material personal interest which may exist, or might reasonably be thought to exist, as soon as it arises.
- b) a determination as to whether or not a conflict exists will be made. If necessary, the Board will make this determination that excludes the potentially conflicted Director.
- c) an appropriate course of action will be set based on the determination. Such action may require the conflicted or interested Director to absent themselves when the Board discusses and votes on matters to which the conflict or interest relates.

The Company Secretary will maintain a register of standing declarations of interests notified by Directors and report them to the Board at each Board meeting.

## 20. Rights to Access Documents and Indemnity

A Director has a right of access to the financial records of St John WA at all reasonable times to the extent required to discharge their duties.

To the extent permitted by law, St John WA, indemnifies each Director and Officer against a liability of that person and legal costs of that person. On appointment to the Board, each Director receives a Deed of Indemnity, Insurance and Access.

St John WA is required to keep and maintain a D&O Insurance Policy for the benefit of Directors and Officers.

## 21. External Directorships

Directors must discuss with the Board Chairperson any proposed external directorship to a Board, committee, or executive appointment they are considering undertaking.

Where the Board Chairperson wishes to accept such an appointment, directorship, or other position, they must inform the Deputy Chairperson or the Audit and Investment Committee Chairperson.

Directors are required to continually evaluate the number of Boards of companies (and any committees of those Boards) on which they serve to ensure that each organisation can be given the time and attention to detail required to properly exercise the Director's powers and discharge the Director's duties to that organisation and St John WA.

Directors must advise the Company Secretary in writing of any external directorships and changes.

## 22. Access to Independent Professional Advice

The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities.

Each Director has the right to seek independent professional advice at St John WA's expense, subject to prior consultation with, and the consent of, the Board Chairperson. The Board Chairperson must report the Director's request to the Board as soon as practically possible.





The advice must be sought from a suitably qualified adviser in the appropriate field, and the Head of Legal will usually facilitate the adviser's engagement. Before instructing the adviser, the Director must advise the Board Chairperson of the fee payable for the advice, which must be reasonable having regard to the nature of the advice sought and fees charged by other similarly qualified advisers.

All instructions to the adviser must be in writing, unless extreme urgency is involved, and must specify the instructing party, the capacity in which they are acting, and the party(ies) to whom the advice should be addressed.

A copy of the advice, the instructions and all accompanying material must be provided to the Board except where this would result in unreasonable prejudice to the Director seeking the advice.

### **23. Review of Charter**

The Board will review this Charter every two years, or sooner if circumstances require, to ensure it remains consistent with the evolving needs of St John WA, its stakeholders, and legal and regulatory requirements.

### **24. Related Documents**

Constitution of St John Ambulance WA Limited

Corporate Governance Statement

Audit & Investment Committee Charter

Risk, Compliance and ESG Committee Charter

Health, Safety and Culture Committee Charter

Nomination & Remuneration Committee Charter

Clinical Performance Committee Charter

Board Succession Policy

Fit & Proper Person Policy

Delegation of Authority Policy

Code of Conduct

Values Statement



## Attachment 1

# Board Reserved Powers & Responsibilities

The Board is the governing body of St John WA and is required to make decisions, in the best interest of St John WA and its members and stakeholders.

**The reserved powers and responsibilities of the Board (excluding its rights and obligations under the Constitution) are as follows:**

Note: the responsibilities below have been mapped to AICD Principles and ACNC Standards and aligned with the new Board to GCEO Delegation of Authority Policy and each Board Committee Charter.

### 1. Leadership and Culture

#### (AICD Principle 10 – Culture)

- 1.1 Promoting the desired organisational culture and overseeing management's actions to instil or reinforce the desired organisational culture.
- 1.2 Approving the Culture Measurement Policy.
- 1.3 Approving St John WA's Values, Code of Conduct.

### 2. Strategic Direction and Purpose (AICD Principle 1 Purpose & strategy)

- 2.1 Providing strategic guidance and approving the strategic direction.
- 2.2 Approving St John WA's purpose and aspiration.
- 2.3 Approve the strategic plan for implementation by the GCEO.
- 2.4 Approving the acquisition or divestment of a material business or entity.
- 2.5 Approving significant internal or organisational restructures and matters of a sensitive or extraordinary nature.

### 3. Governance

#### (AICD Principles 2,3,4, Role of Board, Board Composition & Board Effectiveness)

- 3.1 Oversee and monitor the effectiveness of St John WA's Corporate Governance Framework and practices.

- 3.2 Determine Board composition and approve the appointment of independent Non-Executive Directors, subject to member approval at the AGM and that Directors are appointed on merit through a transparent process.

- 3.3 Make decisions and oversee the implementation of Board succession planning so that the composition of the Board is skilled, diverse, and appropriate for St John WA's strategic direction and to add value to the Board.

- 3.4 Assess, at least annually, the performance of each individual Director, the Board collectively, and each Board Committee and Committee Chairs.

- 3.5 Implementation of the Director induction program.

- 3.6 Approving policies that require or are reserved for Board approval under St John WA's Policy Framework.

- 3.7 Approve Delegations of Authority Policy, which delegates powers to the GCEO.

- 3.8 Satisfy itself that an appropriate reporting framework exists for relevant information to be reported by management to the Board.

- 3.9 Determine the annual remuneration of the Board Chairperson and other Directors.

- 3.10 Approve the Remuneration Policy for Directors, the GCEO and Chief Executives.

- 3.11 Maintaining a Board training and development program.

- 3.12 Appoint, if necessary, terminate the employment of any Company Secretary and approve performance measures for the Company Secretary.



- 3.13 Recommending the appointment or renewal of directors to subsidiary boards and the overall composition of subsidiary boards.
- 3.14 Approval of the Board's Corporate Governance Statement.

#### **4. Oversight of Performance (AICD Principle 6 – Performance)**

- 4.1 Oversee the performance of St John WA and its controlled entities, including monitoring the use of resources and performance against strategic plans and annual operating budgets.
- 4.2 Approve the annual operating budget and capital expenditure budgets and any re-forecast of the budget.
- 4.3 Oversight of capital management (i.e. property) and investment performance and approval of capital management policy and investment policy.
- 4.4 Approving significant contracts, binding proposals, and tender submissions outside the approved budget or GCEO's delegation.
- 4.5 Approve acquisitions or divestments of real estate and capital expenditure above the GCEO's delegations and monitor the progress of major capital expenditure programs and projects,
- 4.6 Approval of commercial leases or agreements for leases outside the budget and the GCO's delegation.
- 4.7 Approval of write-offs that are outside the GCEO's delegation.

#### **5. Financial Reporting (AICD Principles, 6 Performance + 7 Accountability & Transparency)**

- 5.1 Oversee St John WA's financial performance and position, including the quantum of its future capital requirements and its ability to meet its debts as and when they fall due.
- 5.2 Approve St John WA's Annual Report to Stakeholders, including the statutory annual financial statements, the directors' reports, the remuneration report, and the accounting policies on which the report is based.
- 5.3 Review and consider the annual declaration from the GCEO and CFO, under section 295A of the Corporations Act.
- 5.4 Approving the Annual Impact Report to Stakeholders.

- 5.5 Oversee the integrity of St John WA's financial and corporate reporting.
- 5.6 Considering any transactions with related parties (as defined in the Corporations Act).

#### **6. GCEO – Appointment, Remuneration, Performance and Succession (AICD Principle 6 - Performance)**

- 6.1 Appoint, and, if necessary, terminate the employment of the GCEO and set accountabilities for the GCEO.
- 6.2 Evaluate, at least annually, the performance of the GCEO and monitor the GCEO's evaluation of the performance of Chiefs reporting to the GCEO.
- 6.3 Develop and approve succession plans for the GCEO and monitor succession plans for Chiefs reporting to the GCEO.
- 6.4 Approve the remuneration framework for the GCEO and satisfy itself that the remuneration framework is aligned with St John WA's purpose, values, strategic objectives, risk appetite, and stakeholders' interests and regulatory requirements. Including that remuneration arrangements do not incentivise behaviour that may lead to inappropriate or excessive risk-taking.
- 6.5 Approve the GCEO's performance-based incentive plan and performance hurdles, variable remuneration payments, other rewards and benefits, termination payments, malus and clawback as required.
- 6.6 Approving the remuneration pool for the Chief Executives reporting directly to the GCEO.

#### **7. People (AICD Principle 6 - Performance)**

- 7.1 Oversee the strategies to recruit, retain and develop team members (employees and volunteers) and monitor key people metrics.
- 7.2 Overseeing St John WA's compliance with workplace health, safety and wellbeing laws and regulations.
- 7.3 Oversee strategies for the development of Diversity and Inclusion for the Board, senior management, and the workforce.
- 7.4 Approve and monitoring of employee reward and recognition framework and policy.



## 8. Vulnerable People & Cultural Heritage (AICD Principle 8.5)

- 8.1 Require and oversee that there are appropriate systems to manage vulnerable people.
- 8.2 Monitor St John WA's compliance with the National Redress Scheme and consider reports from the GCEO on relevant issues affecting vulnerable people.
- 8.3 Oversee St John WA's approach to cultural heritage and reconciliation.

## 9. Risk Management

### (AICD Principle 5 – Risk manag't)

- 9.1 Approving the risk appetite within which the Board expects management to operate.
- 9.2 Satisfy itself that St John WA has in place an appropriate risk culture and that it is supported by an effective risk management framework and resources.
- 9.3 Monitor material business risks and emerging risks and consider management's plan to manage those risks.

## 10. Information Security

- 10.1 Satisfy itself that St John WA has in place an information security framework, resources, and internal controls to safeguard information assets and personal information and that it is compliant with relevant regulations, community expectations, and privacy laws.
- 10.2 Satisfy itself that St John WA's cyber posture is appropriate to mitigate potential and actual cyber-attacks and data breaches, including that they are compliant with relevant regulations, standards and best practices.
- 10.3 Oversight of the development and implementation of significant information security programs.

## 11. Conduct & Compliance

### (AICD Principle 8 – Conduct and compliance)

- 11.1 Overseeing compliance with applicable tax and charity laws that govern the Group's charitable status.
- 11.2 Require and oversee that there are appropriate compliance frameworks, resources, and controls in place and operating effectively for compliance with relevant laws, regulations and internal policies.
- 11.3 Oversight of compliance and monitoring that any material non-compliance issues with applicable laws, regulations, and licences internal policies are addressed promptly.
- 11.4 Monitor significant litigation in which St John WA is involved and approve litigation settlements outside the GCEO's delegation.
- 11.5 Oversight of misconduct reported under St John WA's Whistleblower Policy and arising from a Code of Conduct or Policies breach.

## 12. Audit and Assurance

- 12.1 Recommend to members the appointment and, should it be necessary, the removal of the external auditor.
- 12.2 Oversee St John WA's external audit and internal audit activities, including review of findings arising for assurance reports and the independence of the external auditor and internal auditor.

## 13. Sustainability and ESG

- 13.1 Considering the sustainability of St John WA's activities and approve St John WA's strategic approach to environmental, social and governance (ESG), and ESG framework (including alignment with international standards)
- 13.2 Consider any significant programs to reduce carbon emissions and address climate-change risks that may affect St John WA.
- 13.3 Monitor progress against sustainability initiatives associated with environmental, social, people, and community-related aspects.
- 13.4 Approve reports to stakeholders on St John WA's sustainability and ESG performance.
- 13.5 Approve St John WA's Annual Modern Slavery Statement.

## 14. Clinical Governance

For services subject to clinical standards within the Group Operating Model:

- 14.1 Set the strategic objectives with regard to safe and quality health care provision.
- 14.2 Oversight for the clinical governance of safe and quality health care.
- 14.3 Provide leadership and ensure a culture of safety and quality is upheld.
- 14.4 Overseeing St John WA's compliance with clinical governance standards, laws and regulations.

## 15. Stakeholder Engagement

### (AICD Principle 8 – Stakeholder Engagement)

- 15.1 Oversight of stakeholder engagement and monitoring the effectiveness of stakeholder engagement framework, resources, stakeholder communications, and how the organisation meets stakeholders' needs and expectations.
- 15.2 Approving the Stakeholder Engagement Policy.
- 15.3 Monitoring customer engagement and approach to customers to ensure it is focused on meeting customer needs and approving customer-facing policies on customer privacy, data security, and complaint resolution.
- 15.4 Reviewing and considering significant customer complaints, customer satisfaction data and trends to determine the culture and engagement.

## 16. Members Engagement and Annual General Meeting

### (AICD 7 - Accountability & Transparency)

- 16.1 Oversight of Order membership, Order events, and holding an Annual General Meeting of Members and WA Chapter meetings.
- 16.2 Keep the members informed of St John WA's performance and significant developments affecting its state of affairs.
- 16.3 Approve and oversee the process for membership to St John WA and, if required, approve the expulsion of members should it be necessary.
- 16.4 Approve Order of St John WA's honours awards and oversee the process for awards system nomination.
- 16.5 Approve Order of St John Year Book.