

Health, Safety & Culture Committee

Charter

The Board of St John WA has established a Health, Safety & Culture 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 having a strong culture and systems to protect the health and safety of employees and volunteers is fundamental to our vision.

1. Purpose & Responsibilities

The purpose of the Health, Safety & Culture Committee (**Committee**) is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to the oversight of St John WA's health, safety and culture.

The responsibilities of the Committee include oversight of St John WA's employee health, safety, and well-being, and people and culture frameworks, including:

- a) assist the Board to take reasonably practicable steps to discharge St John WA's obligations in respect of workplace health and safety law;
- b) monitoring that St John WA's culture supports the strategy and the prevention and mitigation of conduct risks; and
- c) monitoring strategies designed to attract, retain, and motivate team members.

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 must have at least three members, including two independent non-executive directors and may include independent experts in health, safety or culture.

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 workplace safety practices and culture.

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 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 their interest.

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

4.3. Work Plan, Agenda and Documentation

Each Committee meeting will have a structured agenda. The Committee’s work plan and agenda are determined by the Committee Chair, with input from the Group Chief Executive Officer (**GCEO**), the Chief People, Culture and Development Officer (**CPC&DO**) and the Company Secretary. Any director, the GCEO, the Chief Financial Officer (**CFO**), the Internal Auditor or any other Chief Executive 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 CPC&DO, 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, and the CPC&DO, 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 CPC&DO 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 approved at the next Committee meeting or by circular resolution 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 and Advice

5.1. Access to Management and Others

To fulfil its responsibilities, the Committee has free and unfettered access to the GCEO, the CPC&DO, executive management, and information and may make any enquiries.

The GCEO, the **CPC&DO**, the Internal Auditor, and other Chief Executives have free and unfettered access to the 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, concerning 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. Site Visits

While the Committee will rely primarily on reporting provided by management and independent third-party verification to carry out its role, Committee members will also participate in site visits. The purpose of those visits is to increase the Committee members' understanding of the health, safety, and environmental risks faced by St John WA and to raise the profile of St John WA's values with team members.

Committee members do not represent themselves as experts in the fields of health, safety, environment, or risk management. As such, it is not the responsibility of Committee members to conduct health, safety, or environmental risk reviews when visiting sites.

7. 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 The Committee will keep themselves informed on material developments in conduct risks and other relevant health, safety and employment laws.

8. Review

8.1. 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 for approval.

8.2. 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.

9. Related Documents

Board Charter

Values Statement.

Code of Conduct.

Health & Safety Management System

Work Health and Safety Policy

Sexual Harassment Policy

Diversity and Inclusion



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. Culture

- 1.1 Review of strategies to develop and maintain the desired culture and to satisfy itself that St John WA's culture is aligned with:
 - a) St John WA's purpose and values;
 - b) acting lawfully, ethically, and responsibly; and
 - c) assists in the achievement of strategic objectives.
- 1.2 Recommend to the Board actions for instilling and maintaining the desired organisational culture, and conduct standards, as well as consequences for misconduct.
- 1.3 Review and recommend to the Board for approval St John WA's Values and Code of Conduct and monitor that they are communicated to employees, volunteers, and other stakeholders.
- 1.4 Receives and considers reports to monitor and evaluate organisational culture, including information on employee engagement programs and insights from culture survey results.
- 1.5 Monitor that mandatory training on St John WA's Code of Conduct and policies is effective and that refreshment training is completed annually.
- 1.6 Receiving reporting on misconduct-related matters and claims arising from breaches of the Code of Conduct or policies, including misconduct arising from workplace harassment, sexual harassment, and bullying.

2. Reward and Recognition Programs

- 2.1 Review, at least annually, the effectiveness of the reward and recognition framework for employees and volunteers.

3. Development of People

- 3.1 Overseeing and reviewing the succession plans for the GCEO's direct reports and other critical roles.
- 3.2 Review and monitor talent development and training strategies, including the effectiveness of processes to attract, retain, develop, and motivate team members.

4. Diversity & Inclusion

- 4.1 Review and approve St John WA's Diversity and Inclusion Policy, considering measurable objectives for diversity and inclusion for the Board, management and workforce and monitoring progress towards achieving those objectives.
- 4.2 Reviewing gender pay equity position, including plans and progress towards addressing gaps.
- 4.3 Considering St John WA's annual Workplace Gender Equity Report provided under the *Workplace Gender Equality Act 2012 (Cth)*.

5. Whistleblower Framework & Reports

- 5.1 Review and approve St John WA's Whistleblower Policy.
- 5.2 Reviewing reports made by St John WA's Whistleblower Protection Officer (**WPO**) on the effectiveness of the Whistleblower Policy and general trends relating to whistleblowing.
- 5.3 Monitoring that serious matters reported under the Whistleblower Policy and that they have been notified by the GCEO to the Board.
- 5.4 Monitor that mandatory training on the Whistleblower Policy is provided to disclosure recipients and other key personnel and that refreshment training is completed every two years.



6. Vulnerable People's Safety and Wellbeing Framework

- 6.1 Review and approve St John WA's Vulnerable People Framework and related policies that work to protect vulnerable people.
- 6.2 Receiving reports on material matters concerning vulnerable people's safety and wellbeing and breaches of St John WA's Vulnerable People Policy.
- 6.3 Review, at least annually, the adequacy and effectiveness of the Vulnerable People Framework and resourcing to support vulnerable people.
- 6.4 Reviewing management's reports, findings, and actions, arising from incidents of misconduct under the National Redress Scheme.

7. Cultural Heritage and Indigenous Affairs

- 7.1 Monitor St John WA's cultural heritage responsibilities and initiatives to promote indigenous affairs.

8. Work Health and Safety Framework

The Committee will assist the Board to take reasonably practicable steps to:

- 8.1 Monitor the work health and safety (WH&S) culture of St John WA.
- 8.2 Review and approve St John WA's Health and Safety Policy and other related policies.
- 8.3 Review, at least annually, the adequacy and effectiveness of the WH&S Management Framework, including assessing the effectiveness and adequacy of the arrangements that are in place to identify and manage workplace health, safety and well-being hazards.
- 8.4 Monitor that St John WA has available for use and uses appropriate resources and processes to eliminate or minimise risks to health and safety obligations.
- 8.5 Ensure that St John WA has appropriate processes in place for receiving and considering information regarding incidents, hazards and risks and responding in a timely way to that information.
- 8.6 Ensure that St John WA complies with all its duties and obligations under applicable WH&S legislation to ensure the health and safety of workers and others impacted by the operations of St John WA to a reasonably practicable level.

- 8.7 Verify the provision and use of the resources and processes in sections 8.3 to 8.6.

9. Health, Safety and Well-being Reports

Consider the reports provided by management regarding the effectiveness of health, safety, and well-being in the workplace, including:

- 9.1 Reports on WH&S performance against agreed targets, current and emerging health and safety hazards and risks associated with operations, including psychosocial and social hazards and risks.
- 9.2 Reports and investigations into significant health and safety incidents with the potential to have a material impact on any business stream, including the timeliness of the response to the incident, remediation, and the status of corrective actions to prevent reoccurrence.
- 9.3 Reports on material safety enforcement actions and management's actions for improvements.
- 9.4 Review reports from any appointed internal or external auditor or advisor covering material health and safety issues and management's actions for improvements.
- 9.5 Receive and consider reports from the Head of Legal on material WH&S-related litigation and claims.

10. Directors' Due Diligence on Safety Systems

The Committee will assist the Board to take reasonably practicable steps to:

- 10.1 Acquire and keep up-to-date knowledge of relevant WH&S matters, including legal duties, obligations, and industry best practices.
- 10.2 Monitor that all Directors and Executives complete mandatory training on St John WA's WH&S Management System and undertake a refreshment every two years.
- 10.3 Monitoring how Directors fulfil their responsibilities under WH&S legislation.

11. Governance

- 11.1 Approve policies that require or are reserved for the Committee approval under St John WA's Policy Framework, relevant to the Committee's remit.
- 11.2 Consider any other relevant health, safety, wellbeing, people, or culture matters delegated by the Board to the Committee.