



St John WA

## Board Communiqué

Our thoughts are with family, friends and team members dealing with the loss of Clinical Care Paramedic Tinesh Tamilkodi. Tinesh was on route to a Priority 1 Triple Zero (000) emergency call in the early hours of November 14 when his response car crashed.

The Board saw the display of strength and honour from the St John WA team, who came together to assist each other and honour the memory of Tinesh. We thank Group CEO Kevin Brown, for “leading with heart” through this tragedy, and for the organisation’s Knight Commander, His Excellency the Honourable Chris Dawson AC APM, for joining team members as they paid tribute to Tinesh’s commitment to the service of others.

The organisation is working collaboratively to form appropriate memorial activities to honour Tinesh’s service and memory.

### Role of the St John WA Board

The Group Board’s role is in keeping with St John WA’s need to pursue its charitable purpose effectively and meet its obligations under the law. It has four roles aligned to the Australian Institute of Company Directors (AICD) parameters, being:

**Role 1. Group CEO oversight and resourcing**

**Role 2. Group performance and accountability**

**Role 3. Group compliance and risk**

**Role 4. Group strategic direction**

St John WA Board Directors govern the organisation sustainably and create value (such as social, economic, data, and human capital) aligned to the St John WA purpose. In performing its duties, the Board follows the Corporations Act 2001 (Cth), the St John WA Constitution, the 10 AICD Governance Principles, the six Australian Charities and Not-for-Profits Commission’s Governance Standards and the appropriate ASX Governance Principles All St John WA Board members are to be AICD, or equivalently, qualified. The Board Chair is not superior to the GCEO – the Board and the GCEO have two different Charters.

**St John WA organisation-wide values are:**

**Lead with Heart**

**Think Team**

**Make it Better**

**Walk the Talk**

## November Planning Day items

The Board’s annual Planning Day was held on November 30.

At the unique full-day event, the Board achieved all Board-related planning in the first half of the day, then joined the Group CEO and the five Chiefs for a united Strategic Planning activity in the afternoon in readiness for the release of the Group CEO’s Strategic Plan of June 2026. The Day commenced with a safety briefing by Board Chair of Health, Safety and Culture Committee, Elisa Fear.

### Board Planning

#### 1. Uplift in St John WA’s Governance

The Board completed its 11-month push to solidify high-performing Governance as part of its three-year focus on Environmental, Social and Governance (ESG). ESG is one of the most pressing issues facing global companies as they pivot from being entities striving for financial success, to achieving holistic and sustainable outcomes for all involved – people, planet and business.

The November Planning Day analysed governance results in three-forms, all of which were externally assessed for most of the year by WA’s leading Board Governance expert, Darryl Edwards. In keeping with



the organisations new value of ‘walk the talk’. I’d like to transparently declare the governance scores for St John WA, its Board, and individual Non-Executive Directors (NEDs)

- Organisation-wide governance: St John WA commenced 2023 with an externally assessed governance score of 4/10. With a strong Board focus, the organisation achieved a 7.1/10 in October 2023 against AICD not-for-profit governance principles. There are 118 governance standards and recommendations impacting St John WA (via AICD, ACNC and ASX standards), fusing to 65 when duplication is deleted. The Board is aiming for 100 per cent achievement of all standards and recognising governance goalposts will change as the organisation increases in size and scale. The external Governance Review of October 2023 highlighted improvements in:
  - Board composition - in particular, depth of skill of Board members
  - Elevation of culture, including conduct oversight
  - Oversight of compliance
  - Use of risk tools during decision-making
  - Bolder Board presence and tone on ESG
  - Positioning on climate change
  - Advancements in ‘stakeholder engagement’ mapping and use of voice
  - Deeper focus on:
    - Capital management
    - Speak up (whistleblower)
    - Complaints handling
    - Members policy
    - WGEA Act
    - Anti bribery and corruption
- Board-team governance: St John WA’s Board team scored between 75 and 65 out of 100 for its governance performance across nine measures. Scores above 70 are considered “great” scores compared to the external reviewers’ benchmarks.
  - Those areas scoring great scores included Board’s commitment to:
    - Strategic direction
    - Committee structures
    - Key relationships
    - Board dynamics
  - Those areas scoring “good” scores, yet requiring improvements, included Board’s commitment to shifting the following Board items into a ‘great’ category:
    - Leadership and culture
    - Stewardship (in particular, risk and compliance)
    - Board structure and composition
    - Stakeholder oversight
    - ESG
    - Performance oversight
  - There were no items considered under the performance level of “good”, according to the reviewer.
- Individual NED performances: St John WA’s eight Board members, at the time, received scores between 94 and 66 out of 100. Each director, regardless of score, receives 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.

The organisation, Board and individual directors now have a strong roadmap towards Governance success. All Board members are strongly committed to leading practice governance standards for St John WA and aim to add sustainable value to the organisation as a high-performing team. The Board thanks Darryl Edwards for his governance stewardship between January and October. The Board’s 2024 focus is on E, or the Environment element of ESG, including St John WA’s support of climate change.

## **2. Recruitment of Non-Executive Directors.**

The second agenda item on the Board’s Planning Day focussed on Board recruitment. The Board is currently composed of six NEDs, with the potential to carry nine members aligned to the St John WA Constitution. The selection and appointment of directors are subject to an externally driven appointment process with a specialised Board recruitment advisory firm briefed on selection criteria. The process also includes background checks on the candidate’s character, experience, education, and qualifications, along with an assessment against a Fit and Proper Person check. External recruiter, Alison Gaines, has commenced this process for St John WA, for the second year in a row. The recruitment brief searched for:



- a purposeful mindset
- high qualified director, with appropriate time to contribute
- addition of diversity of thought
- completion of skills gaps to meet governance standards, and
- value-adding for the next strategic phase.

Two NEDs will be appointed as casual vacancies ready for induction in January and February, and a third appointment will take place towards the mid-to-late year. Succession has begun to replace me as Chair, as my tenure expires in October 2025. Order members will have an opportunity to approve these appointments at the AGM in October 2024. The Board's matrix will be updated and placed on the organisation's Governance page on the website early in the new year, demonstrating the Board's composition matrix, with the inclusion of the new appointments.

### **3. Group CEO Performance**

The first role of the Board is to appoint, oversee, support and resource the Group CEO. At the Planning Day, the Board narrowed down and collected feedback pertaining to the Group CEO's performance framework. Again, this process is supported by external advice ensuring a fair and equitable mindset. In general, the Group CEO's performance is measured on performances of people, external, internal, customer, finance and overall growth. The Board is most supportive of the performance of the Group CEO in 2023. The Group CEO's performance is now measured July to June each year.

### **4. Board Workplan 2024**

The Board considered what it must achieve by the end of 2024 and tracked backwards to determine if its Version 1 workplan suited such achievements. Board members advised what needed to be considered at the full Board level (eight meetings, plus one Board Planning Day), and at the 15 Committee meetings during the year. Such matters were operational oversight, strategic advancements, risk management and governance approvals in nature, many of which were collated via the Board's Company Secretary. A 12-month workplan was established in preference to the more common 24-month, to reflect the transformational phase the organisation is in.

### **5. Strategic Planning process**

The Group CEO confirmed his desired aspiration and three-year Strategic Plan to meet the Board-approved Strategic Direction of 2030.

The Strategic Direction is:

- Reaching 'everyone' in WA
- Connection inside and outside the organisation
- Adding wellbeing to the concept of health as a line of services
- Being conscious of 'for-the-future' as much as 'for-today'.

The Aspiration is:

*We will be there for you. Connecting every Western Australian with care to benefit wellbeing and health, by 2030.*

Currently the Board's number one priority is driving operational excellence in the organisation's core business as demonstrated in the new Group Model:

- Service Stream One: Preventative (seven services)
- Service Stream Two: Community (five services), and
- Service Stream Three: Emergency (five services).

To support or enable such excellence, and explore further services to meet the Strategic Direction, the Group CEO has formed a Strategic Plan.

The Board heard the Group CEO and Chief's deliverables, and ways to track success of such deliverables, within this session of the Planning Day. The five focus areas the Group CEO is building the team's Strategic Plan on are:

- Grow and connect with community
- Build a wellbeing and health ecosystem
- Volunteering reimaged



- The best place to work in WA
- Become an excellent organisation.

### Next meeting

The Board has one full Board meeting remaining for the year of 2023 – a December mid-quarter meeting, also known as a “yellow organic” meeting. The three topics are uniquely important topics on the Board’s annual workplan:

- clinical governance, with a presentation on leading-practice clinical performance by Dr Audrey Koay from WA Health – with the session led by Board Committee Chair of Clinical Performance Committee.
- a deep dive and analysis into core business from Service Stream 3; Emergency from Chief, Brendon Brodie-Hall, and
- the release of the first ongoing culture program through an Engagement Platform (powered by Peakon), with the Board’s role to ensure appropriate measurement systems and to consider the feedback presented.

### Closing remarks

The Board wishes to thank all Order members for reading this Communique (we get lots of feedback about its value) and for the Order’s support of the organisation’s progress as demonstrated at the Chapter meeting, including the AGM at the end of October. The Board commits to ongoing and transparent engagement. Please don’t hesitate to communicate directly with the Board, through the Board Chair’s email address.

A special mention for Order members is Project Museum 2.0. As a fifth and unique role of the Board (to maintain and grow the Order of St John in WA), we wish to pass on that a new museum is in the scoping phase, ready for unveiling in Belmont’s upgraded St John WA Lapage Street building. The project will take approximately 12 months from now, pending construction timelines, and the scoping phase commenced on Monday, 4 December, which will take a little over two months. Group CEO Kevin Brown has requested Project lead Megan O’Donnell (Chief Preventative Officer) to work with an external curator team, plus museum volunteer Order members throughout this scoping phase. The Museum 2.0 will be more visual and adjoin the “people” traffic area of the new café within the Lapage Street building upgrade. It will be an interactive, immersive and digitally abled museum that can be curated to change in and out and enjoyed by all using the café. Group CEO Kevin Brown will take it from here and keep all engaged and excited as Project Museum 2.0 unfolds.

At the November Planning Day, Board members paid tribute to retiring Board member Tony Ahern KStJ, who stepped down last month and thanked him for four years of service on the St John WA Board. During Tony’s tenure, the organisation had to hold strong during the COVID-19 pandemic, plus heightened public scrutiny. Tony added much historical and performance nous and value to the organisation during this difficult, yet heavily growing, era. His fellow Directors all wish him well and thank him genuinely for his services through the Board and, of course, his tenure as the CEO of the organisation.

Regards all,



*Sally Carbon*  
she/her

Board Chair OAM, OLY, CSTJ, FAICD

### Attendance for November 2023:

- NEDs Present: Sally Carbon (Chair), Amanda Healy, Craig Heatley, Jeffrey Williams, Andrea LeGuier and Elisa Fear.
- NED Apologies: Nil
- Executives: Kevin Brown, Megan O’Donnell, Darren Webb, Brendon Brodie-Hall, Tamsyn Howard, Martyn Jenkins
- Strategic lead: Stephen Cummins
- Guests: SIA Partners Todd Mairs and Aaron Ryder
- Company Secretary: Gauri Potdar