



St John WA

## Board Communiqué

Kaya and Kia Ora, with a welcome in Noongar language and then Māori. I add the Māori language, after a week of having the pleasure of representing the Commandery of Western Australia at the Grand Council in Queenstown, just preceding our September Board meeting. During this week I gathered much guidance from the 43 other St John entities around the world, with learnings shared with fellow Board members at this September Board meeting.

The September Mid-quarter Board Meeting was held at 195 Great Eastern Highway the first time. This meant the Board was immersed with the team members from St John WA Health team which includes primary health, dental and urgent care, as well as Event Health Services and Industry Medical Services— thank you for hosting us, and breaking bread alongside Board members.

### 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 and has four roles aligned to Australian Institute of Company Directors 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**

In performing its duties, the Board follows 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.

## Acknowledgements

**An Acknowledgement of Country:** St John WA Board Member, Tony Ahern, a long-serving member of the St John team, artfully opened the Board meeting sharing his Acknowledgement around our First Nations peoples of Mandurah – where Tony resides. He talked through his love of the Mandurah waterways and wove in the Wagyl's story as the Peel's creator. He taught us all about the first peoples of the region, the Bindjareb people of the Noongar nation, who named the locality of Mandjoogoordap – which translates to 'meeting place of the heart'.

**A Respect of St John:** I shared the St John Grand Council learnings, concentrating on what it means to provide services to vulnerable people, the history of St John since 1888, and then going further back into old St John history which dates St John's roots 1000 years ago, this November. The main message was about the old-worldly words of Order of Chivalry – even though words were used in yesteryear, the message is so, so fresh. Order of Chivalry used to mean 'honourable and courteous conduct expected of a knight' yet for St John it is more focussed on 'conduct to help the sick and the poor'. In modern day, St John uses the term to remind us all to be purposeful and help those who need it most – the vulnerable members of our communities.

## Agenda items

The September Board meeting focussed on strategic direction and finances – with a fusion between the two. This is the first year that St John WA has stepped into clear segmented finances, meaning that the organisation now dedicates clear investment into specific services. The three significant items on the Board's September agenda included:

- the progress of the new strategic direction, and subsequent strategic plan, followed by the proposed new St John WA values;
- a deep dive into the performance, then future growth of, Service Stream two: Community; and
- the oversight of the external audit process, leading to agreement of the Annual General Meeting (AGM) business ready for Annual Report distribution to Order Members.



## 1. Group Strategic Direction, Strategic Plan and Values

The ultimate need of a Board – the alignment of purpose, values and strategic direction, came to a head at this ‘yellow and organic’ Board meeting. A summary of this session includes:

- The “New Generation” strategic direction of St John WA is considered the tenth strategic phase since the organisation was founded in 1892. The Board has been collecting views to form this strategic direction since January through Order members survey, immersion with team members, presentations at Board meetings from team leaders, partner feedback, global wellbeing and health research, Australia-wide demographic trends, and from leading-practice offered via other St John teams across the world. The “New Generation” strategic direction will be expressed at the October 31 Chapter meeting.
- Group CEO, Kevin Brown, accountable for forming the Group’s strategic plan for this new strategic direction, updated the Board on progress of this work due for release at the turn of the calendar year. He talked through the main five objectives and how they filter through the Group model, in both operational excellence and potential new services currently under consideration. It was confirmed, that Kevin will provide a work-in-progress update to Order Members at the October 31 Chapter meeting.
- The Board discussed the ultimate impact measure that many of us can use to determine St John WA’s progress on a year-by-year basis. This ultimate measure is based on the value the organisation is providing to the people of WA, and how this increases year by year.
- The Board discussed the financial trends of the past six years, where revenue is derived and where it is not, therefore, highlighting the Charitable status of certain services of the organisation. The Group CEO presented the status of the new values exercise with the end-state being the latest thinking being shared at the Chapter meeting. Kevin demonstrated how team members views were gathered across the business during the year and indicated a penultimate version of these values for Board consideration. It was noted that the current values were formed in the 1980s by the then CEO Ian Kaye-Eddie. During this conversation, the Board recognised the work of team members of yesteryear in building up this now sizable entity – with it growing by 40 per cent in scale in the last six years alone.
- Throughout this discussion, the Board continually checked in the purpose of the organisation (recalling the conversation about Order of Chivalry) and noted that the new Strategic Plan and Values not only align to the purposeful nature of St John WA, but exponentially advance the focus on purpose. *(Role 4)*

## 2. Strategic Direction stimuli – Service Stream Two: Community



*Above: Service Stream Two (Community) Chief Officer Darren Webb at a St John WA Urgent Care centres.*

The Board received a thorough “current situation” Board pack, and then a thought-provoking supplementary presentation, from Chief Community Officer Darren Webb who leads St John WA’s primary health, dental and urgent care teams, Event Health Services and Industry Medical Services.

The Board noted and checked its governance needs of the services including noting the varying cultures and maturity of the three main service collectives. It was provided performance analysis of the reach of each service, and the partners involved in presenting such services. It walked through the risk matrix and compliance needs of which a Board must focus on, diving deeper into elements such as equity in rewards processes for these teams, greater support

for volunteering, and clinical oversight requirements as the main messages. Regarding the future, discussion prevailed about new services being offered to support the next strategic phase, including an equal focus on metropolitan and regional areas. The Board noted there was much to be done to support team members in this Stream, noted the value the people are giving to the people of WA, and appreciated the Chief and Group CEO’s future-think for this Stream considering it’s a St John WA Stream with much potential for growth, whilst considering external forces and change impacting this run of services. The full session was stimulating and challenging. The Board thanks Darren Webb for his efforts in forming this material in his early days in this leadership role. *(Roles 2, 3 and 4)*



### 3. AGM Business and Group Financial oversight

The Board's Audit and Investment Committee (which met in depth preceding the full Board meeting) and the Chief Financial Officer, Martyn Jenkins shared oversight of the external audit process in readiness for Annual General Meeting and Annual Reporting requirements. The Board approved all financial statements and actions, for both companies of St John Ambulance and Apollo Health, in accordance with the Australian Charities and Not for Profits Commission (ACNC) and the accounting standards. As a consequence of the external audit process, the Board noted typical misstatements, and also actioned oversight of the improvement in the financial governance standards of the organisation as recommended by auditors. The Board also resolved to recommend a 2024 external audit team, in readiness for Order Member approval at the AGM. The Board approved the calling of the AGM for October 31, with material being sent to Order members at least 21 days prior. The Board noted that Order Members will be asked to approve appointment of Non Executive Directors, approve a new Constitution for St John Ambulance WA Ltd, and approve appointment of external auditors at this AGM. (*Role 3*)

### 4. NED, GCEO and executive Remuneration.

The Nominations and Remuneration Committee which met in the week preceding this Board meeting, presented findings, and subsequent recommendations, from an external remuneration review which had run from April to September 2023. The review used the unfolding organisation-wide remuneration policy, along with the NED, GCEO and Chiefs Remuneration process to approve remuneration through to FY24, year's end. A three-year remuneration review was presented, ensuring a longer-term remuneration process was considered alongside one-year planning. The Board noted and discussed the detailed external report. The Board approved the GCEO's remuneration and framework as recommended by the external review, and the Board approved the NED remuneration at a lower level than the reviewer recommended.

### Next meeting

The final 'red' or 'performance' Board meeting of 2023 is due to meet an externally-judged governance standard by October, therefore the next meeting will hear from this external view demonstrating how the organisation has advanced its governance standards since October 2022. The Group CEO will also report on performance and accountability of the organisation, ensuring the most up-to-date performance measures are known just days preceding the AGM. All five Board Committees of Audit and Investment; Health, Safety and Culture, Nominations and Remunerations; Risk, Compliance and ESG; and Clinical Performance Committee will share and challenge findings across the Board table for the last time in 2023. The Board meets in November for a planning day, and meets again in December for a Mid-quarter, or yellow Board meeting, where it dives deeper into performance, accountability, risk and compliance, plus strategic future, of Service Stream three: Emergency.

### Closing remarks

The Board pays special tribute to the volunteers and community members of Kellerberrin who experienced heartache during the month of September. Along with St John Australia, and all fellow St John WA people, we wish the people of the region much care and love during this moment of rebuild. St John WA has been praised for the support it is giving each other during this time – well done team. For any team member who needs further support – please do not hesitate to reach out.

Regards all,



*Sally Carbon*  
she/her

Board Chair OAM, OLY, CSTj, FAICD

### Attendance

September 2023:

- NEDs Present: Sally Carbon (Chair), Elisa Fear, Tony Ahern, Andrea LeGuier, Craig Heatley, Jeffrey Williams (in person) and Mike Gurry (on line).
- NED Apologies: Amanda Healy
- Executives: Kevin Brown, Martyn Jenkins, Darren Webb, Stephen Cummins (in-person)
- Company Secretary: Gauri Potdar (in person)