



# **Corporate Governance Statement**

**St John Group**

**St John Ambulance Western Australia Ltd. (ABN: 55 028 468 715)**

**Apollo Health Ltd (ABN: 79 159 660 036)**

---

## Contents

|  | Page |
|--|------|
| 1 Introduction   | 2    |
| 2 Part of a global humanitarian organisation                     | 2    |
| 3 Corporate structure  | 2    |
| 4 Governance framework   | 3    |
| 5 Board structure  | 3    |
| 5.1 The Board and its Committees                                 | 3    |
| 5.2 Board composition  | 4    |
| 5.3 Board tenure   | 4    |
| 5.4 Board probity, induction, evaluation and ongoing development | 4    |
| 5.5 Remuneration   | 5    |
| 5.6 Company Secretary  | 5    |
| 6 Culture, conduct and values                                    | 6    |
| 6.1 Diversity and Inclusion                                      | 6    |
| 6.2 Reconciliation Action Plan                                   | 6    |
| 7 Corporate Reporting  | 7    |
| 8 Accountability to members and stakeholders                     | 7    |
| 9 Compliance and Risk Management                                 | 8    |
| 9.1 ESG  | 8    |
| 9.2 National Redress Scheme                                      | 8    |
| Appendix A – Board Skills Matrix                                 | 9    |

---

## 1 Introduction

St John Group comprises of two companies – St John Ambulance Western Australia Ltd (**St John WA**) and Apollo Health Ltd (collectively the **St John Group**). St John Group is committed to conducting our affairs and services with the highest standards of personal and corporate integrity, with an emphasis on transparency and accountability. The St John Group Board recognises that good governance goes beyond statements, protocols, policies and procedures and needs to be embedded in organisational culture.

This statement demonstrates our Board and Senior Leaders' commitment to good corporate governance arrangements. It also serves to communicate to our members and the broader community our approach to corporate governance. This statement outlines how we:

- comply with the ACNC Governance Standards; and
- align our governance framework with the Australian Institute of Company Directors (AICD) *Not-For-Profit Governance Principles* and the ASX *Corporate Governance Council's Principles and Recommendations*, as applicable and commensurate with St John Group's size, complexity and nature of services.

---

## 2 Part of a global humanitarian organisation

St John Group is part of a global humanitarian organisation. The Order of St John is a major international charity, accredited by the United Nations, which provides first aid, health care and support services in more than 40 countries.

St John Ambulance Australia is a Priory of the Most Venerable Order of the Hospital of St John of Jerusalem. In each state and territory, the Order of St John is headed by the Queen's representatives in Australia - the Governor General, and the Governors of each State. St John in Western Australia is a Commandery that is part of the Australian Priory.

While the WA Commandery forms part of the federated structure of the Australian Priory, it is independently governed by a Board of Directors.

St John Group exists to advance its charitable purpose to serve humanity and build resilient communities through relief of sickness, distress, suffering and danger. This global purpose is further expanded upon in the Constitutions of both St John Ambulance Western Australia Ltd and Apollo Health Ltd, which are both available for viewing on the Australian Charities and Not-for-profits Commission (**ACNC**) website.

St John Group undertakes its charitable purposes in line our [Values](#) and the [Fabric of St John](#) (within the Strategic Plan). Our [Strategic Plan 2020-2025](#) helps us achieve our charitable purposes.

It is important to acknowledge the important role volunteers play in assisting St John WA to deliver ambulance service and patient and community transport services across Western Australia, relying on the support of thousands of volunteers. St John Group has a strong volunteering culture which we value, are proud of and publicly recognise.

---

## 3 Corporate structure

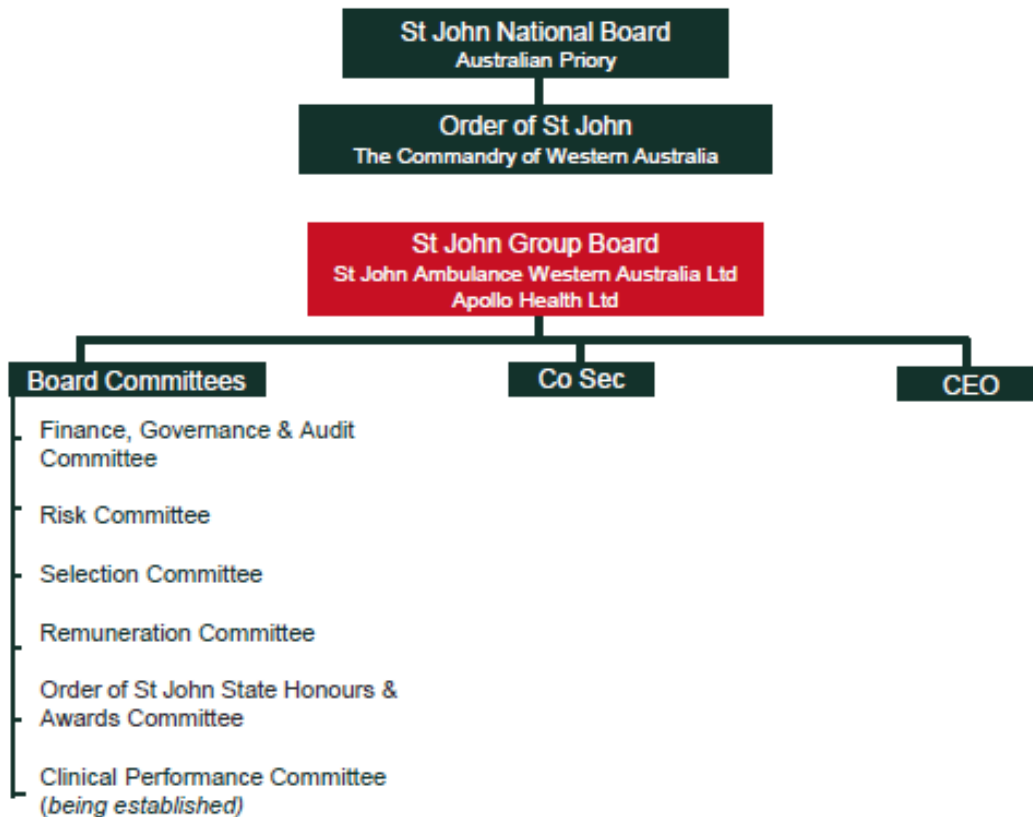
St John Ambulance Western Australia Ltd is a company limited by guarantee under the *Corporations Act 2001* (Cth). It is a registered charity endorsed as a Public Benevolent Institution by the ACNC and is endorsed by the Australian Taxation Office to access certain tax concessions (including as a deductible gift recipient).

Apollo Health Ltd is a company limited by shares under the *Corporations Act 2001* (Cth). It is a registered charity endorsed as a Health Promotion Charity by the ACNC and is endorsed by the Australian Taxation Office to access certain tax concessions (including as a deductible gift recipient).

---

## 4 Governance framework

St John Group Board provides oversight over the organisations in accordance with the Constitutions of both entities and the *Board Charter*. The following diagram provides an overview of our governance framework:



---

## 5 Board structure

### 5.1 The Board and its Committees

The WA Commandry has delegated to the Board of St John WA, all of the powers and functions of the Commandry to manage all the business, charitable and other activity of the WA Commandry.

The Board sets St John Group's strategic direction; is responsible for good governance through adherence to regulatory requirements and prudent financial and risk management. The Board is responsible for ensuring that St John Group is performing against its strategic goals and is providing leading services consistent with the Values and Fabric of the Order of St John. The Board at each meeting receives reports gauging the performance of the organisation against strategic goals and its contractual key performance indicators. The Board conduct a 'deeper dive' into strategy and risk via a half-day workshop twice a year.

The responsibilities of the Board, the Chief Executive Officer and Company Secretary role are outlined in more detail in their respective *Letters of Appointments* and the *Board Charter*. The Board Charter further delineates the role of the Board and the role of management.

In addition, the *Board to CEO Delegation & Executive Limitations Policy* provides an enabling mechanism for the Board's delegation of the day-to-day operational management of the St John Group to the Chief Executive Officer. The Board meets 10 times a year, consistently considering performance against strategic goals, financial health of the organisation and organisational risks.

The Board has established the following Committees to assist in discharging its responsibilities:

- Finance, Governance & Audit Committee

- Risk Committee
- Selection Committee
- Remuneration Committee
- Clinical Performance Committee (being established)
- Order of St John State Honours & Awards Committee

The objectives, responsibilities and composition of each committee is detailed in their respective *Terms of Reference*.

## 5.2 Board composition

The St John WA Board size presently consists of eight non-executive directors. The St John WA Constitution provides that the Board must comprise of not less than 6 or more than 9 members, with the Board Chair holding the office of Commandery Lieutenant with the WA Commandery.

Apollo Health Ltd is a wholly owned subsidiary of St John WA and is managed and governed by the same Board of Directors and Senior Leaders or executives.

The profile of each Board member, including each director's tenure, are set out in the St John Group *Annual Report* (available in the "About Us" section of our website, under the "Corporate Publications" tab).

The procedure for the appointment of directors or State Board Members is set out in the St John WA Constitution. The Board Selection Committee, established in compliance with Article 35.3 of the St John WA Constitution, recommends candidates to fill vacancies on the Board. The Selection Committee advises on the composition, including size, membership criteria, skills, experience, knowledge, succession and renewal, of the St John Group Board and Board committees, taking into consideration the purposes and strategic objectives of the Group and the St John WA Constitution.

The Board usually engages an independent consultant to facilitate the search for and recruitment of candidates. The candidates are recommended to the Board and to members at the Annual Commandery Chapter Meeting (AGM) for appointment to the Board.

The composition of the Group Board is reviewed annually by the Selection Committee to ensure an appropriate mix of expertise, skills, diversity and experience to assist with the furtherance of the St John Group purposes. In this regard, the Selection Committee maintains the Board Skills Matrix (see Appendix A) identifying the mix of skills, experience and diversity of the current Board.

The Board recognises the benefits and competitive advantage of a diverse board and as such, has a commitment to ensuring diversity and inclusion within the Board, including a diverse mix of personal attributes and cognitive diversity.

## 5.3 Board tenure

The St John WA's Constitution provides that a director may serve a maximum of 3 terms of 3 years (triennia). St John WA members at the Annual Commandery Chapter Meeting may approve one director (which may be the Board Chair) to serve a fourth triennium, to a maximum of 9 years in total – however, this is the exception.

The Board member's current tenure is specified in the St John Group *Annual Report*.

## 5.4 Board probity, induction, evaluation and ongoing development

St John WA Group has in place a programme of probity and screening checks carried out prior to appointment of Board members and during the appointment term, including:

- ASIC and ACNC checks to ensure that Board members have not been disqualified from managing a corporation or a charity;
- annual declaration of conflict of interest and matters that could disqualify a director is completed by all Board members, the Chief Executive Officer, Senior Leaders and the Company Secretary role via execution of the *Board and Officer Declaration of Interest and Probity*.

Each new Board member:

- is sent a *Letter of Appointment* by the Chair, which details the terms and conditions of their appointment;
- is provided with an *Information Pack* (providing St John Group's key governance information and documentation); and
- completes an induction program, which ensures Board members are aware of and understand their directors duties under ACNC Governance Standard 5.

The Board considers the ongoing development and improvement of its own performance as an important input to effective governance. Board members and Senior Leaders are encouraged and provided with opportunities, to undertake training to facilitate professional development, enhancing their skills and as refresher of their director duties.

The Board undertakes annual evaluation of Board members, Board Chair and Board Committee members' performance, by way of self-assessment. The Board is committed to an external independent review of Board governance performance, including an assessment that the role and composition of its board is consistent with accepted best practice (including AICD Not-for-Profit Governance Principle 3) at least every 3 years.

The Board oversees the performance of the CEO and does this by monthly reporting of their performance as against KPIs set by the Board.

An independent external expert was engaged in November 2020 by the Board to facilitate a Board evaluation, resulting in some recommendations for refining the St John Group's Board governance processes. The results of the evaluations were presented to the Board, with areas for improvement considered and accepted for implementation.

## 5.5 Remuneration

Pursuant to the St John WA Constitution, Board members can receive a sitting fee and reimbursement for their reasonable expenses. The State Board Sitting Fees and Reimbursement Policy outlines the principles, scope and sitting fees payable to Board members. The remuneration is in keeping within the nature and scope of the work performed by Board members, ensuring attraction and retention of skilled Board members.

The Board Remuneration Committee reviews the Policy annually, and provides advice and recommendation to the Board on, the remuneration of Board members, the Chief Executive Officer, the Senior Leaders and the Company Secretary role. In 2022, the Board undertook an independent assessment of Board member remuneration to ensure alignment with director remunerations of comparable organisations of size, industry and complexity.

The Board strives to build, with the Chief Executive Officer, practices which attract, retain and motivate high quality senior executives and staff. The aggregate figures for the remuneration of Board members and Senior Leaders is reported in the Group's audited financial report.

## 5.6 Company Secretary

The Company Secretary is appointed by the Board and is accountable to the Board, through the Chair, on all matters with respect to the proper functioning of the Board. The Company Secretary is responsible for ensuring the administrative and legislative requirements of St John Group are carried out and supports the Board on governance matters. Further details of the Company Secretary's responsibilities are set out in their Letter of Appointment and include:

- setting the Board meeting agenda in consultation with the Board Chair and with input from the Chief Executive Officer;
- ensuring Board and Committee papers are finalised and in the Board meeting pack;
- ensuring that the minutes adequately capture Board decisions; and
- facilitating the initial induction of directors.

The Company Secretary role is currently undertaken by a primary Company Secretary, with a secondary Company Secretary appointed to support the primary Company Secretary.

---

## 6 Culture, conduct and values

The Board strives to lead by example when it comes to acting lawfully, ethically and responsibly and together with Senior Leaders, assume the responsibility for creating a culture within St John Group which promotes legal compliance, ethical and responsible behaviour that meet community expectations and is aligned to its [Purposes and Values](#).

St John Group has a range of policies supporting this culture of good governance practice:

- St John Group [Values](#) and the Fabric of St John;
- Code of Conduct;
- Conflict of Interest Policy (being developed);
- Gifts, Benefits and Hospitality Policy (being developed);
- Fraud and Corruption Control Plan (being developed).

Any material breaches of these policies are reported to the Senior Leadership team.

St John Group undertake organisation wide cultural survey of staff and volunteers periodically to monitor, evaluate and improve organisational culture. An organisational wide cultural survey was undertaken in 2022 and despite revealing challenges, the results also showed St John Group staff and volunteers feel accomplished with high job satisfaction and clear role responsibilities. Teamwork is at the centre of the organisation with strong working relationships, trust, and supportive team members. The Board and executive team are committed to taking action to address the key areas identified as needing improvement. Staff and volunteer surveys are undertaken regularly. Also, it is a standing agenda item to provide culture measures to the Board – staff retention, work health and safety incidents and clinical care incidents.

The Board also oversees through its Order of St John State Honours & Awards Committee, the awarding and honouring of positive cultural behaviour, including services to community and volunteering. This Committee acts on behalf of the Board and the WA Commandery with respect to awards and honours within the Order of St John. The Committee makes recommendations to the Australian Priory with respect to admissions and promotions within the Order and other awards and honours bestowed by the Order or by the Australian Priory. The Committee also makes decisions to bestow awards and honours bestowed by the WA Commandery.

Our Whistleblower Policy, overseen by Enterprise Risk Management function on behalf of the Board, is one mechanism by which we seek to uphold our organisation's good reputation and safeguard our operations. All whistleblower disclosures are reported to the Board and the CEO (as appropriate). Our Whistleblower Policy is available on our intranet.

### 6.1 Diversity and Inclusion

We respect and value diversity and inclusion and recognise the associated benefits to enrich our perspective, improve our performance and help us meet our goals and objectives. The Board is committed to creating an inclusive environment which provides for a sense of belonging and enables a talented, diverse, capable and connected workforce who represent the community we serve.

At the St John Group, diversity is about having a workplace where differences are respected and valued, in relation to social and professional identities with inclusion fostering participation and contribution for innovation and growth.

St John Group provides an annual report to the Workplace Gender Equality Agency. The St John Group [Workplace Gender Equality Report 2021-22](#) showed that the gender composition of our workforce overall is 57.4% women and 42.6% men, with 12.5% female key management personnel and 56% female senior managers.

St John has commenced in 2022 its journey towards a best practice approach to Diversity and Inclusion, with St John Group undertaking a Diversity Council of Australia Inclusion@Work Index Survey to find out more about the workforce experience of inclusion to inform a long-term Diversity and Inclusion Plan.

### 6.2 Reconciliation Action Plan

In 2022 work started on a Reflect Reconciliation Action Plan (**RAP**) to detail the organisation's objectives and commitments towards reconciliation and aims to support the St John network of services to reflect

a deeper understanding and respect for First Nations people, their histories and cultures, while fostering better healthcare opportunities and building relationships based on inherent mutual trust.

Reconciliation Action Plan (RAP) is our commitment to maximise the contribution we make to the lives of Aboriginal and Torres Strait Islanders. It will be a roadmap for St John Group to develop equitable working relationships with First Nations peoples and is just the first step of many to ensure reconciliation.

---

## 7 Corporate Reporting

St John Group has formal processes to independently verify and safeguard the integrity of our corporate reporting.

The Board has established the Finance, Governance and Audit Committee to assist the Board to discharge its corporate governance and financial reporting responsibilities on matters relating to - financial reporting; engagement of external auditors and the conduct of external and internal audits; internal control systems; and matters that could significantly impact the financial condition or affairs of the St John Group. The Committee meets at least three times a year.

St John Group engages an external auditor for the preparation of its consolidated financial statements. The audited financial statements and the annual budget of the organisation are reviewed and approved by the Board.

The Board receives from its CEO and Chief Financial Officer (CFO) a declaration that, to the best of their knowledge and belief, having made such inquiries as they consider necessary for the purpose of appropriately informing themselves, they have fulfilled St John Group's responsibilities for the preparation of the financial report (including compliance with the applicable Australian Accounting Standards (AASBs) and the Australian Charities and Not-For-Profits Commission Act 2012 and that the financial statements give a true and fair view of the financial position and performance of St John Group.

The Board receives regularly, and at each Board meeting, updates on:

- the financial performance of the organisation;
- report on the Group's performance against strategic goals and in meeting its contractual KPIs.

As a registered charity, St John Group reports annually to the ACNC through the Annual Information Statement, including providing its audited financial statements, with both documents being publicly available on the ACNC website.

Board and Senior Leaders collective remuneration and other benefits information and related party transactions are disclosed in the Group's audited financial statements (available on the ACNC website).

---

## 8 Accountability to members and stakeholders

St John WA does not have security holders but has members (Commandery Members). St John WA holds annual general meetings (Commandery Chapter Meeting), with members receiving prior to the meeting - a copy of the full annual report and audited consolidated financial statement for the Group.

At the Commandery Chapter Meeting a report is provided to the members by the Board Chair (Commandery Lieutenant) and by the CEO on the organisational developments, activities and financial results. activities and finances of the company. The St John Group external auditor is a standing invitee to the AGM.

The Commandery Chapter Meeting provides an opportunity for members to ask questions, provide feedback to the organisation and to vote on resolutions, including the appointment of new Board members. Commandery members, as with St John WA staff and volunteers, have access to St John WA communication channels (VIP system, updates and our Connect intranet) allowing them to keep up to date throughout the year on the organisation's activities and on governance related matters.

St John Group stakeholders also include the Department of Health and other funders, client, patients, grantors, suppliers, staff, volunteers and the wider Western Australian community that we serve. St John Group has significant and regular reporting obligations to the Western Australian Department of Health and other government bodies that fund some of our services, ensuring transparency and reflecting the effectiveness of funded services provided. St John Group's published *Annual Report* (including consolidated financial reports) and *Annual Impact Statement* providing governance, performance and



impact of our services within the Western Australian community are published on our website (available in the “About Us” section of our website, under the “Corporate Publications” tab). Information is also shared with stakeholders through various means, including a dashboard on ambulance availability on our website, media releases and information on our services on our website.

St John Group has a dedicated Compliance team that assists the organisation in managing and responding to complaints and feedbacks received from stakeholders, in accordance with St John’s *Complaints Policy*. Stakeholders in addition to official channels, can provide feedback by phone or to a dedicated email or via our website.

---

## 9 Compliance and Risk Management

St John Group is committed to creating a culture of compliance and risk management across the organisation, ensuring our operations are conducted lawfully, ethically and in accord with our Purpose of service to humanity.

St John Group has a dedicated Enterprise Risk Management (**ERM**) function that manages the organisation’s risk management and compliance obligations, ensuring organisational risks are being identified, assessed and managed effectively and aligned to the St John Group *Risk Appetite Statement*, as well as coordinating our compliance obligations in areas such as independent call monitoring, administration of our poisons certification and maintaining our quality certification (ISO 9001:2015)

The Board Risk Committee assists the Board to discharge its corporate governance responsibilities to exercise due care, diligence and skill in relation to oversight of the integrity and effectiveness of the St John Group’s risk management framework and compliance framework. The Risk Committee supports the Board in its oversight of risk by:

- reviewing the St John Group’s risk management strategy, risk management framework (including the *Risk Appetite Statement*) and risk management documentation and other artefacts at least annually to satisfy itself that it continues to be current;
- monitoring the adequacy and effectiveness of the St John Group’s risk management processes;
- making recommendations to the Board regarding St John Group’s emerging and material risks; and
- ensuring early engagement of the risk, including facilitation of risk workshops, delivering risk management training to our staff, working with other areas of the organisation including People and Culture (pertaining to Work Health and Safety risks), Finance (pertaining to financial risks and internal audit) and Brand and Media (pertaining to reputational risk). In addition, ERM works closely with the Project Management Team in the identification and management of Project Risks.

When appropriate, St John Group engages external consultants in monitoring the effectiveness of its governance and oversight, including risk management and internal control processes. In 2022/2023, St John Group will, under advice of the Risk Committee, consider engaging an independent audit firm to provide independent assurance that the St John Group’s risk management, governance and internal control processes are operating effectively.

### 9.1 ESG

A program of work is underway to develop St John Group practices across elements of Environmental, Social and Governance (ESG); with a commitment to reducing our impact on the environment and working towards net zero carbon emissions by 2050.

### 9.2 National Redress Scheme

St John WA has joined the National Redress Scheme as a participating institution, as part of its support for enhancing public trust and confidence in the Australian not-for-profit sector.

## Appendix A – Board Skills Matrix

The Board skills matrix reflects the depth and breadth of skills on the Board of St John Group, enabling it to provide effective oversight of the organisation and ensure the execution of its Strategy.

|                         | Chair Role  | AICD  | Accounting | Investment | ESG | Legal | Risk | Training & Education | Technology | Marketing | Fundraising | Industry | Governance | Clinical | Media | Government | volunteering |
|-------------------------|---|-------|------------|------------|-----|-------|------|----------------------|------------|-----------|-------------|----------|------------|----------|-------|------------|--------------|
| <b>Shayne Leslie</b>    | Board Chair<br>Selection Committee<br>Remuneration Committee<br>State Honours & Awards<br>Nominations Committee | GAICD |            |            |     | ✓     | ✓    |                      |            |           |             |          | ✓          |          |       |            | ✓            |
| <b>Sally Carbon</b>     | Board - Deputy Chair  | FAICD | ✓          | ✓          | ✓   |       |      |                      |            | ✓         |             |          | ✓          |          |       | ✓          | ✓            |
| <b>Andrew Chuk</b>      | Finance, Governance & Audit Committee   | GAICD | ✓          | ✓          |     |       |      |                      |            |           |             |          | ✓          |          |       | ✓          | ✓            |
| <b>Michael Gurry</b>    | Risk Committee  | FAICD | ✓          | ✓          |     |       | ✓    | ✓                    | ✓          | ✓         | ✓           |          | ✓          |          | ✓     | ✓          | ✓            |
| <b>Jeffrey Williams</b> | Clinical Performance Committee<br>(once established)  | AAICD |            |            |     |       |      | ✓                    |            |           |             | ✓        | ✓          | ✓        |       | ✓          | ✓            |
| <b>Anthony Ahern</b>    |   | GAICD | ✓          | ✓          |     |       | ✓    |                      | ✓          |           |             | ✓        | ✓          | ✓        |       | ✓          | ✓            |
| <b>Andrea LeGuier</b>   |   | MAICD | ✓          | ✓          | ✓   |       | ✓    |                      | ✓          | ✓         | ✓           | ✓        | ✓          |          |       |            | ✓            |
| <b>Ian Rogers</b>       |   | -     |            |            |     |       | ✓    | ✓                    |            |           |             |          | ✓          | ✓        |       |            | ✓            |