

Safety, People and Board Governance Committee Charter

The Board of St John WA has a Safety, People, Culture and Governance 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 paid and volunteer team members is fundamental. St John WA also acknowledges that an effective and diverse Board and Management team plays different roles to support its purpose and deliver effective leadership and performance.

1. Purpose and Responsibilities

The purpose of the Safety, People, Culture and Governance Committee (**Committee**) is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to St John WA's safety, well-being and Board governance.

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

- a) assisting the Board to take reasonably practicable steps to discharge St John WA's obligations in respect of workplace health and safety law;
- b) setting the tone of St John WA's culture, ensuring that the company's Purpose Statement, Strategic Direction, Strategic Plan, and risk oversight are aligned to this tone and the Values.
- c) Oversee culture related initiatives designed to attract, retain, and motivate team members.

The responsibilities of the Committee also include reviewing, advising, and making recommendations to the Board on:

- a) The structure and composition of the Board and its Committees;
- b) Board succession planning and the selection and appointment of the Board Chair and the Directors;

- c) Matters related to the Board's annual performance review processes and development and training;
- d) The selection, appointment, succession planning and performance of the Group Chief Executive Officer (**GCEO**); and
- e) The structure, design, and operation of Board and executive remuneration arrangements and benchmarking.

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, culture, Board nominations or remuneration.

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 health, safety, culture practices as well as setting remuneration and sufficient industry knowledge to align remuneration with prudent risk-taking effectively.

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 Workplan, Agenda and Documentation

Each Committee meeting will have a structured agenda. The Committee's workplan and agenda are determined by the Committee Chair, with input from the Group Chief Executive Officer (**GCEO**), the Chief People Officer (**CPO**) and the Company Secretary. Any director, the GCEO, the Chief Financial Officer (**CFO**), the Internal Auditor or any other Chief Officer 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 Chief Officers and other attendees, as appropriate. The GCEO and Chief Officers will not receive meeting materials related to their remuneration or performance.

4.4 Notice of Meeting and Attendance

Notice of Committee meetings will be provided to all directors where appropriate. Depending on the matters being discussed, Directors who are not members of the Committee may attend Committee meetings subject to prior consultation with, and the consent of, the Committee Chair and may have access to Committee papers and minutes.

Notice of Committee meetings will also be provided to the GCEO and as appropriate to the Chief Officers, 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 Chief People Officer 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 CPO, Chief Officers, the External Auditor and the Internal Auditor, and information and may make any enquiries. The GCEO, the CPO, the External Auditor, the Internal Auditor, and other Chief Officers 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 Board and 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 and safety 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 and safety, or risk management. As such, it is not the responsibility of Committee members to conduct health and safety 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 will keep themselves informed on material developments in conduct risks and other relevant health, safety and employment laws as well as insights into Board and executive remuneration and other matters relevant to its responsibilities.

8. Process for Selection and Appointment of new Directors

The Board determines its size and composition, subject to the terms of St John WA's Constitution.

In carrying out its responsibilities, the Committee will be guided by St John WA's Board Succession Policy, which outlines the criteria for Board composition and the process for appointing and selecting Directors. The appointment of Directors to the Board must be subject to a transparent and rigorous external selection process.

8.1 Candidate Selection Criteria

The Committee must consider the following when reviewing a potential candidate for a Board appointment:

- a) the expertise, skills, experience, perspectives, and personal qualities and attributes that will best ensure Board effectiveness.
- b) the diversity of Board composition.
- c) the capability of the candidate to devote the necessary time and commitment to the role.
- d) the independence of the Director and the potential for conflicts of interest.

8.2 Background Checks

The Committee is responsible for ensuring detailed background information (including relevant good standing checks) about a potential candidate is undertaken and provided to the Board for evaluation.

8.3 Board Recruitment Consultants

The Committee must identify and recommend to the Board recruitment consultants who specialise in Director appointments to identify potential candidates. The Committee must seek approval from the Board before appointing and engaging the recruitment consultant.

8.4 Recommend Appointment of Directors

The Committee's role is to consider candidates presented by the recruitment consultant and to recommend to the Board candidates for appointment to the Board. The Committee is also responsible for ensuring that candidates selected by the Board for appointment are provided an induction.

9. Appointment of Remuneration Consultants

If the Committee is considering engaging a Remuneration Consultant to provide recommendations to the Board on Board, and executive remuneration, the Committee must:

- a) ensure that the remuneration consultant is sufficiently qualified and independent;
- b) recommend for the Board's approval, the appointment of the remuneration consultant and the terms of engagement being entered into with the remuneration consultant;
- c) receive and consider the recommendations of the remuneration consultant;
- d) ensure that executives do not receive recommendations on their own remuneration from the remuneration consultant; and
- e) ensure consistency with Group-wide remuneration, record keeping and standards.

10. Review

10.1 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.

10.2 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.

11. Related Documents

Board Charter

Values Statement

Code of Conduct Policy

Work Health and Safety Policy

Sexual Harassment Policy

Diversity and Inclusion Policy

Board Composition Matrix

Board Succession Policy

Fit and Proper Person Policy

Non-Executive Director, GCEO and Chiefs Remuneration Policy

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

The Committee to:

- 1.1 Review processes to develop and maintain the desired culture and to satisfy itself that St John WA's culture is aligned with its purpose and values; that it ensures acting lawfully, ethically, and responsibly; and assists in achieving the strategic objectives.
- 1.2 Review processes in place 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 assure that they are communicated to paid and volunteer team members and other stakeholders.
- 1.4 Consider reports on organisational culture, including information on team member engagement programs and insights.
- 1.5 Consider the effectiveness of mandatory training on St John WA's Code of Conduct and related policies.
- 1.6 Receive report on misconduct-related matters and claims arising from breaches of the Code of Conduct or related policies and misconduct arising from workplace harassment, sexual harassment, and bullying.

2. Reward & Recognition Programs

The Committee to review the appropriateness of the reward and recognition framework for paid and volunteer team members and recommend it for Board approval.

3. Development of People

The Committee to oversee workforce planning, talent development and training plans, including the effectiveness of processes to attract, retain, develop, and motivate team members.

4. Diversity and Inclusion

The Committee to review and recommend for Board approval the St John WA's Diversity and Inclusion Policy, considering measurable objectives for diversity and inclusion for the Board, management and workforce and progress towards achieving those objectives.

5. Whistleblower Framework and Reports

The Committee to:

- 5.1 Review and recommend to the Board for approval St John WA's Whistleblower Policy.
- 5.2 Be responsible for providing independent oversight of reports made under the Whistleblower Policy, including monitoring reports made; being satisfied that this Policy is followed in terms of reports being actioned and Disclosers being kept informed; and making recommendations based on trends.
- 5.3 Review reports made by St John WA's Whistleblower Protection Officer (**WPO**) as required by the Whistleblower Policy.
- 5.4 Receive and consider serious Whistleblower matters reports.
- 5.5 Consider the effectiveness of mandatory training on the Whistleblower Policy provided to the eligible recipients and other key personnel including refresher training.

6. Vulnerable People's Safety and Wellbeing Framework

The Committee to:

- 6.1 Review and approve St John WA's Safeguarding Vulnerable People Policy that work to protect vulnerable people.
- 6.2 Receive reports on material matters concerning vulnerable people's safety and



wellbeing and breaches of St John WA's Vulnerable People Policy.

- 6.3 Review the adequacy and effectiveness of the Vulnerable People Policy and resourcing to support vulnerable people.
- 6.4 Review management's reports, findings, and actions, arising from incidents of misconduct under the National Redress Scheme.

7. Cultural Heritage and Indigenous Affairs

The Committee to receive and consider 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 Observe the work health and safety (WHS) 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 the adequacy and effectiveness of the WHS 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 Consider if 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 Oversee 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 WHS 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 Wellbeing Reports

The Committee to consider the reports provided by management regarding the effectiveness of health, safety, and wellbeing in the workplace, including:

- 9.1 Reports on WHS performance against agreed targets, current and emerging health and safety hazards and operational risks, 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 Reports from any appointed internal or external auditor or advisor covering material health and safety issues and management's actions for improvements.
- 9.5 Reports on material WHS-related litigation and claims.
- 9.6 Annual WHS Assurance Report.

10. Directors' Due Diligence on Safety Systems

The Committee will support the Board in taking reasonable steps to acquire and maintain up-to-date knowledge of relevant WHS matters, including legal duties, obligations, and industry best practices, and escalate discussions to the Board as necessary.

11. Board Composition

The Committee to:

- 11.1 Review and recommend to the Board for approval, the appropriate structure, size and composition of the Board and its Board Committees.
- 11.2 Review and recommend to the Board for approval, the appointment of the Board Chair, Committee Chairs, and Committee Members, having regard to the requirement of best-practice corporate governance and the Board's Succession Plan.
- 11.3 Review and recommend to the Board for approval, the desired skills criteria and profile of the Board and Committees and where additional skills, knowledge, or experience may be desirable.
- 11.4 Periodically assess the balance of skills, knowledge, experience, and diversity required on the Board and its Committees and the extent to which balance is achieved.

- 11.5 Assess the independence of each Director on appointment and then annually and as soon as practicable whenever a Director discloses any new interests or relationships.

12. Board Succession Planning

The Committee to:

- 12.1 Review and recommend to the Board for approval the Board Succession Policy, including recommendations on Board diversity objectives, independence criteria, and the tenure of Directors and the Board Chair.
- 12.2 Maintain a Board Succession Plan that supports the process to identify, assess, and recommend the appointment and re-appointment and tenure of Directors appointed to the Board.
- 12.3 Make recommendations to the Board regarding the succession of the Chair and any Deputy Chair.

13. Appointment and Re-Appointment and Removal of Directors

The Committee to:

- 13.1 Identify, evaluate, and recommend to the Board the appointment and re-appointment of Directors to the Board, subject to the requirements of the Constitution, the eligibility criteria, tenure, retirement by rotation rules, and the Board's Succession Policy.
- 13.2 Recommend to the Board as to whether the Board should support the re-appointment, by members, of individual Directors seeking appointment for a further term.
- 13.3 Recommend to the Board the removal of a Director should it be necessary.

14. Fitness and Propriety

The Committee to approve the Fit and Proper Person Policy and consider the fitness and propriety of Directors, the GCEO, and other responsible persons.

15. Board Induction, Development and Training

The Committee to:

- 15.1 Oversee the program for induction of new Directors.
- 15.2 Maintain a Board Training Program for the Board and Directors that focuses on enhancing the Board's performance.

16. Board Performance Review

The Committee to oversee the annual performance review process of the Board as a whole, the performance of individual Directors, and the performance of Committees and their members.

17. Group CEO Appointment, Performance and Succession Planning

The Committee to:

- 17.1 Oversee and review the succession plan for the role of the GCEO and recommend to the Board the selection of suitable candidates for appointment as the GCEO.
- 17.2 Oversee the succession plans for the GCEO's direct reports and other critical roles.
- 17.3 Review and recommend to the Board for approval, the contractual and remuneration arrangements in respect of the GCEO.
- 17.4 Oversee the process for the annual evaluation of the GCEO's performance.

18. Remuneration Framework

The Committee to:

- 18.1 Review and monitor the appropriateness of St John WA's remuneration framework and policy and approval of the Non-Executive Director, GCEO and Chiefs Remuneration Policy.
- 18.2 Work with the Board and other Committees to ensure that executive remuneration is part of and consistent with the risk management framework and does not incentivise behaviour by GCEO and other Chief Officers that may lead to inappropriate or excessive risk-taking.

19. GCEO and Executive Remuneration Arrangements

The Committee to:

- 19.1 Review and recommend to the Board for approval, the accountabilities and performance objectives for the GCEO and maintain visibility of the performance objectives for other Chief Officers.
- 19.2 Review and recommend to the Board for approval, the remuneration structure for the GCEO, including changes to fixed remuneration, performance-based incentives, other benefits, termination payments and clawback.
- 19.3 Review and recommend to the Board for approval, any GCEO performance-based

incentive plans, including recommendations on award entitlements, performance criteria, vesting payments, and clawbacks.

- 19.4 Consult with the Board's Risk and Compliance Committee when reviewing and recommending GCEO performance-based incentive outcomes and payments.
- 19.5 Review and recommend to the Board for approval, the total incentive pool for Chief Officers reporting to the GCEO. Committee to note allocation amongst individual Chief Officers based on performance outcomes.
- 19.6 Arrange, as appropriate, an external remuneration consultant review of the remuneration of the GCEO based on industry benchmarking and accepted methodologies.

20. Director Remuneration Arrangements

The Committee to:

- 20.1 Review and recommend to the Board for approval, changes to the annual remuneration of the Chair and Directors.
- 20.2 Review and recommend to the Board for approval, the annual remuneration for any Directors appointed to subsidiary Boards and remuneration paid to individuals appointed as a member of a Board Committee.
- 20.3 Review the external remuneration benchmarking assessment process for the Board, which will include the aggregate of the remuneration of the Board, remuneration for the Board Chairperson, Group Deputy Chairperson (if any), Board Committees Chairs and members, in line with the following remuneration principles:
 - a) cater for the continual role a Director must play all year round;
 - b) attract and retain Directors with the competencies and experience that are aligned with the St John WA's purpose, values and strategic direction; and
 - c) acknowledges the capacity and capability required to oversee the performance of St John WA and contribute to the role of the Board.

21. Group Remuneration Standards, Including WGEA

The Committee to:

- 21.1 Oversee the remuneration governance addressing alignment of remuneration practices with risk and ethical standards to promote desirable behaviours throughout the Group.
- 21.2 Review gender pay equity position, including plans and progress towards addressing gaps.
- 21.3 Consider St John WA's annual Workplace Gender Equity Report provided under the *Workplace Gender Equality Act 2012 (Cth)*.

22. Remuneration Report

The Committee to review (in consultation with the Audit and Investment Committee) and recommend to the Board for approval the annual remuneration report on the approach to Director's and Executive's remuneration, which is contained in St John WA's Annual Report to stakeholders to ensure that Director and Executive remuneration arrangements are transparent to members and other stakeholders.

23. Governance

The Committee to:

- 23.1 Approve policies that require or are reserved for the Committee approval under St John WA's Policy Framework, relevant to the Committee's remit.
- 23.2 Consider any other relevant matters delegated by the Board to the Committee.