

# Board Pack

Priceline Sisterhood  
Foundation

Non-Executive Directors

November 2024





# History of the Sisterhood Foundation

The Sisterhood Foundation was initially established as the Priceline Sisterhood Foundation in 2011. Priceline is one of Australia's best-loved pharmacy brands, as well as a health and beauty retailer, now owned by Wesfarmers Health. The Foundation was established to give back to the community and was registered as a charitable entity with the ACNC in 2014.

The original vision of the Foundation was to enrich the lives of Australian women, of all ages, and their families.

At the time of founding, it was determined that the most meaningful way to create impact for the community was to help selected charities grow sustainably by funding capability building projects.

A national survey was conducted, with responses from over 25,000 members of Priceline's loyalty program, Sister Club, to gather insights into causes that resonated deeply with Australian women. These insights informed the charities selected to receive funding.

Since its inception, the Foundation has made significant strides towards its vision. Through dedicated fundraising efforts by Priceline Pharmacy team members, and widespread support from customers and suppliers, more than \$10.82 million has been raised for Foundation charity partners (at June 30, 2024).

The charities the Foundation has partnered with to date are SisterWorks, Fitted for Work, PANDA, Motherless Daughters Australia, Raise, Dementia Australia, Look Good Feel Better, Children's First Foundation, Victor Chang Foundation, Cora Barclay Centre and the Australian Cervical Cancer Foundation.



## Current Context

Towards the end of 2023, the Foundation's Board of Directors decided that they wanted to seriously grow and amplify the impact of the Foundation.

To that end, several exciting initiatives are now underway. They include:

- Hire of inaugural Executive Officer at the beginning of 2024
- Expansion of the remit of the Foundation to span all Wesfarmers Health businesses, not only Priceline
- As a result, change of name from Priceline Sisterhood Foundation to Sisterhood Foundation
- New visual identity for the Sisterhood Foundation
- Refreshed purpose: *To hear, acknowledge and address the unique health issues impacting women and girls.*
- Refreshed mission: *Building capability in frontline charities committed to creating positive health outcomes in the lives of Australian women and girls.*
- Goal to raise record funds of \$2.3M in FY25 via donations from customers, suppliers and staff.
- Goal to double the number of Charity Partners in FY25
- Goal to partner meaningfully with First Nations led and operated charities
- Commissioning of substantial research to understand the “silent” issues facing the health and wellbeing of women and girls in Australia





# About Sisterhood Foundation

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## Overview

The Foundation partners with a strategically cohesive portfolio of Australian charities to address critical issues affecting the health and wellbeing of women and girls. The issues we choose to focus on are those that are often overlooked, or silent. For example, perinatal anxiety and depression, grief due to mother loss and economic empowerment of women experiencing disadvantage or barriers due to migration. Through its work, the Foundation has raised millions of dollars via Priceline Pharmacy customer and supplier donations and Wesfarmers Health corporate initiatives, funding capacity building for charities that benefit women and girls.

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## Mission

*Building capability in frontline charities committed to creating positive health outcomes in the lives of Australian women and girls.*

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## Vision

*To hear, acknowledge and address the unique health issues impacting women and girls.*

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## Values

Key values include community empowerment, sustainability, and partnership, focusing on long-term improvements in the equity of health for women at all ages. The Foundation ensures that every donation is used to build the capacity and sustainability of its partner charities, allowing them to continue and grow their essential work.

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## Goals

To help the Foundation's charity partners achieve their core charitable purposes and to strengthen their long-term capabilities and sustainability.

To become a leading funder of women's and girl's health in Australia.

To optimize the community pillar of the Wesfarmers Health corporate sustainability program.

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## Trust Deed

The Trust Deed is the Foundation's governing document. It stipulates the Trust purpose: "The Trustee must pay or apply the Trust Fund solely for the purpose of providing money, property or benefits to or for Eligible Entities or the establishment of Eligible Entities at the Trustee decides, in accordance with the Public ancillary fund guidelines."



# Current Charity Partner Portfolio



Anxiety & Depression



Financial wellbeing



Financial wellbeing



Grief



Health education



Mental fitness



Women's cardiology



Period poverty



# Current Board

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## Emily Amos, Chair

Emily joined the Priceline Sisterhood Foundation as Chair in August 2023.

Emily has been Managing Director of Wesfarmers Health since April 2022, following Wesfarmers' acquisition of Australian Pharmaceutical Industries Limited. Wesfarmers Health is transforming its existing health, wellness and beauty businesses and looking to invest in opportunities that support simpler, more affordable, and easier to access health and wellness experiences for Australian consumers.

Emily has extensive experience in health as the former Managing Director of BUPA Health Insurance and, prior to that, Managing Director of BUPA Health Services in Australia and New Zealand. She has significant retail experience through her time with Woolworths and Sainsbury (UK). While at Woolworths, she held various roles including Finance Director of Endeavour Drinks, GM Marketplace and GM Finance and Strategy. Emily is also a past non-executive director of Adore Beauty.

Emily has an honours degree in Economics from the University of Sydney, is a CPA, has a Master of Business in Finance and Accounting and is a graduate of the Australian Institute of Company Directors.

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## Lyn Swinburne, Independent Non-Executive Director

Lyn Swinburne AO is a prominent women's advocate and long-standing spokesperson on behalf of Australians personally affected by cancer. Lyn was a founding Director of the Priceline Sisterhood Foundation.

Following her own diagnosis of breast cancer in 1993, Lyn founded Breast Cancer Network Australia – the Pink Ladies, the nation's most respected and influential consumer-based cancer organisation, which boasts more than 130,000 current members. Her contribution to the Australian community has been recognised with many awards, including Melburnian of the Year (2007) and a finalist in the Australian of the Year (2006).

In 2017, she was named as one of The Financial Review/Westpac's Australian 100 Women of Influence, where she topped the Social Enterprise Category. She now holds a range of non-Executive Director positions. These have included major health organizations, notably as Board Chair at the Royal Women's Hospital for 8 years, retiring from that role in 2022.

Lyn is a proud mother of two, step-mother of two and grandmother of nine. Most of Lyn's working life has been surrounded by the colour PINK – a theme happily continued in her Board role with the Priceline Sisterhood Foundation.

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## Current Board

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### Peter Sanguinetti, Independent Non-Executive Director

Peter has over 40 years senior legal, corporate governance and public affairs experience in Australia, New Zealand and the Asia region. Having first worked in a private law firm in Melbourne, Peter then moved to a range of corporate roles in Mobil Oil , Kodak and more recently Australian Pharmaceutical Industries Limited. Peter now runs his own legal consulting business and holds the qualifications of B.Jurisprudence, LLB from Monash University and GAICD.

Whilst at API, Peter became involved with the Sisterhood Foundation in various roles since its inception and is committed to promoting the Foundation and the charity partners it supports.

Peter is married with four children (and nine grandchildren) and appreciates the importance of their health and wellbeing and their role in supporting their families.

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### Jennifer King, Independent Non-Executive Director

Jenny joined the Sisterhood Foundation Board in 2019 and is an experienced finance professional with extensive executive experience gained across a variety of large manufacturing and distribution businesses as well as health and aged care. She is also an experienced Non-Executive Director with extensive Board experience gained largely in complex mental health and disability services as well as education.

Jenny is a Fellow of the Australian Society of Certified Practising Accountants (FCPA) and holds a Bachelor of Business (Accounting). She is also a member of the Australian Institute of Company Directors and is a graduate of Leadership Victoria's Williamson Community Leadership program.

Through the work of the Foundation in supporting our charity partners, Jenny is passionate about delivering lasting positive changes to the lives of others.

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## Current Board (continued)

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### Nicky Long, Independent Non-Executive Director

Nicky Long is the CEO of Guide Dogs Victoria. She has a career spanning the healthcare, disability, pharmaceutical, non-government and not for profit sectors.

Nicky has a degree in Nursing, a Graduate Diploma in Marketing and has completed a Masters of Business in Innovation and Leadership. She has worked with major pharmaceutical companies in managing and marketing several major brands, owned and operated her own small wholesale and retail importing business.

Nicky has been a leader in not for profit for the last 10 years, including Inaugural CEO of Maddie Riewoldt's Vision and board positions with The Royal Women's Hospital Foundation, The Snowdome Foundation and Soap Aid.

Additionally, Nicky was a finalist in the 2020 Telstra Business Women's Awards for Victoria - for purpose and social enterprise. She is also a member of 'Mentor Walks Australia' and a member of the mentor program at St Kilda Football Club for AFLW players.

Nicky will be retiring from the board, after 5 years, at the end of 2024.

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### Amanda Lean, Director

Amanda joined the Priceline Sisterhood Foundation as a Director in August 2023.

Throughout her career, Amanda has specialized in reputation management and advocacy. She balances her current role as General Manager Corporate Affairs and Sustainability for Wesfarmers Health with raising two beautiful daughters.

Amanda holds Bachelor of Commerce (Economics) and Bachelor of Arts (Political Science) from Monash University, as well as a Master of Communication from RMIT.

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# Priceline Sisterhood Foundation – Executive Officer

## Katie McLeish

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Katie McLeish joined Priceline Sisterhood Foundation as the organisation's inaugural Executive Officer in April 2024.

She is a passionate, collaborative leader with deep expertise in For Purpose general management, partnerships and fundraising. With a proven ability to deliver results in complex environments, Katie has held both Executive and Non-Executive Director roles and was formerly the Chief Executive Officer of the Melbourne International Arts Festival and Chief Operating Officer for Welcome to Country,

Katie also sits on the Board of the Australian Dance Theatre and has a Bachelor of Arts (Hons) from the University of Melbourne and a Post Graduate Diploma in Public Relations from The Royal Melbourne Institute of Technology.

# Governance

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## Structure

The Board should consist of a minimum of (3) three directors, with the intention for the majority of the Board to be independent, non-executive directors, bringing a wide range of skills, knowledge, and experience. Although not mandated, the norm is for the Chair to be an employee of Wesfarmers Health.

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## Composition

The Board seeks individuals with a diversity of expertise and backgrounds, including qualifications and experience in relevant fields that align with the Foundation's mission and needs. Independence and the ability to bring informed judgment to decision-making are key attributes for board members. Current knowledge and experience needs are in the not-for-profit and women's health sectors.

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## Tenure

Directors are expected to serve based on the Foundation's needs. The Board regularly reviews its composition to ensure that it meets the Foundation's evolving requirements. Although not mandated, common practice is for Directors to serve 3-year terms, with a maximum of 3 consecutive terms to be served.

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## Board Meetings

The Board is required to hold at least (4) four scheduled meetings per year, with additional unscheduled meetings convened as needed. These meetings allow for the discussion and decision-making on the Foundation's operations and strategic direction. Board meetings occur, in person, at the Melbourne head offices of Wesfarmers Health.

Dates for 2025 are:

Tuesday 4 February at 2pm

Tuesday 29 April at 1.30pm

Tuesday 1 July or Thursday 3 July at 1.30pm

Tuesday 2 September at 1.30pm

Tuesday 18 November at 3pm

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## Remuneration

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Non-executive directors serve on a pro bono basis. However, they may be reimbursed for reasonable expenses incurred in carrying out their duties, subject to prior approval.



# The opportunity – Non-Executive Director

The Sisterhood Foundation Board sets the strategic direction for the Foundation and oversees the Foundation's management and business activities. In other words, to envision the future, to establish and maintain systems and processes to set strategic direction, to develop organisational policy, to set expectations for management performance and to monitor achievements against these. The primary responsibility is the expression of stewardship and trusteeship in support of the Objects of its stakeholder members in ensuring that the legal entity remains viable and effective for the future.

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## The primary aims of this position are to collectively govern with other Non-Executive Directors to:

- cultivate a sense of group responsibility with commitment to excellence in governance;
- determine the appropriate culture for the organisation and model behaviours that both reflect and promulgate the desired culture;
- employ the EO to manage the organisation;
- ensure governance requirements of good working relationships with all stakeholders;
- ensure that the organisation has processes that enable compliance with all internal and external governance requirements;
- establish and improve procedures and policies to safeguard the organisation's resources, reputation, and public credibility;
- establish the organisation's purpose, values and strategies;
- identify and monitor Quality and Risk across the whole of the organisation;
- monitor performance against KPIs, outcomes and other criteria established from time-to-time and drafted by the Board;
- Uphold the following fiduciary duties including the duty
  - to act in the interests of a company as a whole;
  - not to act for an improper purpose;
  - of care and diligence;
  - to retain discretion;
  - to avoid conflicts of interest; and
  - not to disclose confidential information.

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## Duties and expectations of Non-Executive Directors:

Each Board member must:

- act in a financially responsible manner;
- act in the best interest of Sisterhood Foundation;
- ask for clarification of matters not fully explained;
- attend and contribute to Board meetings and meetings of committees on which they serve;
- critically read and assess all agenda documents before each meeting;
- declare any conflict of interest;
- ensure care, transparency, and diligence in decision making;
- ensure compliance with the Priceline Sisterhood Foundation Code of Conduct, and all matters prescribed by law;
- ensure critical review of proposals to the Board;
- maintain confidentiality;
- seek assurance of compliance with internal and external policies;
- strive to attend all meetings, and notify an apology when unable to attend; and
- undertake diligent analysis of all proposals placed before the Board.

Directors are expected to have an awareness of relevant developments in society, legislation, the not-for-profit sector, the health sector and impacts on those who are experiencing disadvantage to enable them to fulfil their responsibilities.



# Key selection criteria – Non-Executive Director

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## Attributes and experience:

The following skills and experience are considered critical to these roles:

- Specialist knowledge and experience in women's health OR
- Executive level experience within a for-purpose organisation.

In addition, successful applicants will have:

- Proven experience as an effective board member and commitment to excellence in governance to ensure the Board continues to operate effectively and rigorously.
- Excellent communication skills and strategic approach, along with excellent relationship skills, to manage a variety of stakeholder relationships.
- Valuable networks within the Australian business community, and / or Government and / or Third Sector.
- A genuine interest in positively contributing to the Sisterhood Foundation.

Candidates who fit the above criteria who also bring diversity or lived experience in cause areas the foundation supports would be highly regarded.

## Qualifications & Licences:

- Graduate of the Australian Institute of Company Directors (AICD), preferred.
- Tertiary level qualifications or equivalent in business, management or relevant field.

## Required Non-Executive Director Experience:

- Significant experience in strategic development and implementation to contribute to Sisterhood Foundation's strategy through constructive questioning and suggestion and contribute to the effective decision making of the Board;
- Significant experience in working as an effective team member, demonstrating curiosity and courage to ask questions and persist in robust discussion with Management and fellow Board members where necessary;
- Demonstrated empathy manifested through strong interpersonal skills. A Director must work well in a group, listen well, be tactful yet able to communicate a cogent and candid viewpoint;
- Significant experience managing, supporting and developing senior roles in an organisation.

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## Additional Requirements/Conditions:

- **Probity Checks.** All positions within the Sisterhood Foundation will be required to undergo probity checks including criminal record checks, NDIS Worker Screening Checks and working with children checks (where relevant to the position).
  - **Work Hours.** Unless otherwise expressly agreed in writing, non-executive Directors are not employees of the Sisterhood Foundation. The nature of the position may require the incumbent to work outside the normal span of business hours.
  - **Travel.** The nature of this position may require the incumbent to undertake domestic travel from time to time to attend scheduled events and meetings at Wesfarmers Health locations.
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Background information:

Wesfarmers Limited, Wesfarmers Health, Priceline Pharmacy



# The Wesfarmers story

Wesfarmers was founded in Western Australia in 1914 to assist farmers grow and market their produce.

Listed on the Australian Associated Stock Exchanges (now the Australian Securities Exchange) in 1984, Wesfarmers is today one of Australia's largest and most successful companies with a market capitalisation of over A\$85 billion, and over 500,000 shareholders, making it one of Australia's top 10 stocks.

Wesfarmers is also one of Australia's largest private sector employers with approximately 120,000 team members.

Its diverse business operations include home improvement and outdoor living; apparel and general merchandise; office supplies; health, beauty and wellbeing; chemicals, energy and fertilisers; and industrial and safety products.

Despite its growth over the past century, Wesfarmers has never lost sight of its humble beginnings, with a focus on driving returns for its shareholders while supporting the communities in which it operates.

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Now



# Primary objective

Wesfarmers' primary objective is to deliver a satisfactory return to shareholders. We believe it is only possible to achieve this over the long term by:



Anticipating the needs of our customers and delivering competitive goods and services



Looking after our team members and providing a safe, fulfilling work environment



Engaging fairly with our suppliers, and sourcing ethically and sustainably



Supporting the communities in which we operate



Taking care of the environment



Acting with integrity and honesty in all of our dealings

# Wesfarmers has within its stable many of Australia's most iconic brands

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# The Wesfarmers Health story



Wesfarmers Health is a health, wellbeing and beauty business established in March 2022, following the acquisition by Wesfarmers Limited of API, one of Australia’s leading health and beauty companies with a 100-year history.

Today, Wesfarmers Health has four business units including retail, medical aesthetics, digital health and pharmaceutical wholesale. It operates well-known consumer and B2B brands including Priceline Pharmacy, SILK Laser Clinics, Clear Skincare, InstantScripts and API.

Wesfarmers Health employs over 3,600 team members across Australia.



Store numbers	At 30 June 2024
Priceline / Priceline Pharmacy	478
Soul Pattinson	38
Pharmacist Advice	61
SILK Laser Clinics	144
Clear Skincare	75
<b>Total</b>	<b>796</b>

# Wesfarmers Health's cultural DNA


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OUR PURPOSE

**Building better lives through better health**


OUR MISSION

**To make health, beauty and wellness experiences simpler, more affordable and easier to access**



**Start with the customer**

Customers are everyone's business, internal or external. We go out of our way to help customers succeed in everything we do.




**Do it with heart**

We care deeply about our work, those we work with and the world around us. We don't just have heart, we use it.



**Work as a team**

We work end-to-end as one team by listening to one another, meeting challenges together, building on each other's ideas, and seeking healthy debate to get the best outcome.

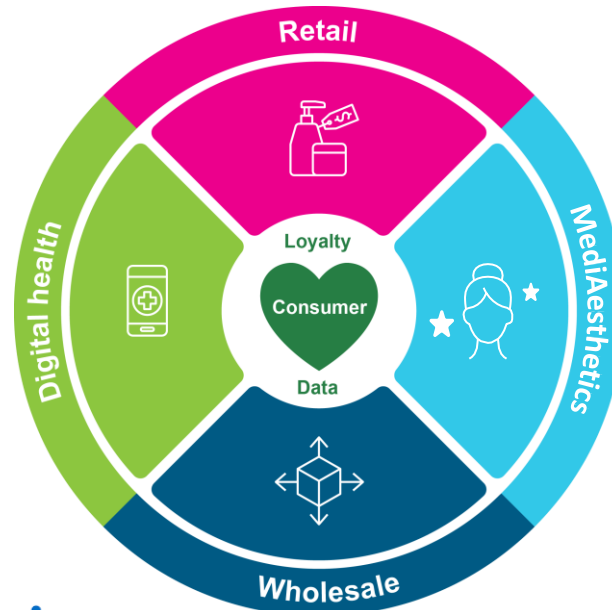


**Own your impact**

We act swiftly to make things happen by leaning in with curiosity, keeping things simple and taking action to make things better.

# Our omni-channel retail business is supported by digital health assets and a wholesale business

Leading network of company-owned and franchised pharmacy and retail stores



Leading provider of health screening and telehealth services



Largest player in non-surgical medical aesthetics markets



National wholesale distributor to 2,500+ pharmacies

# Priceline is one of Australia's most loved retail brands

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Full-line pharmacy with wide range of **aspirational health and beauty brands** at **affordable prices**



Destination for **beauty and skincare** with **new and exclusive ranges**



Large and growing **national network of 478** pharmacies and company-owned stores



**Largest** health and beauty **loyalty program** in Australia with **8.9m** members



**Market-leading service**, in store and online in health and beauty



## Further information: General

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Website (currently being redone)

<https://www.pricelinesisterhoodfoundation.com.au/>

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Board Charter

<https://www.pricelinesisterhoodfoundation.com.au/media/mlyeia2t/sisterhood-foundation-board-charter-may-2020.pdf>

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ACNC Record

[Priceline Sisterhood Foundation | ACNC](#)

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Wesfarmers Health website

[Wesfarmers Health](#)

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For more information



**For all enquiries, please contact**  
Lindy Kingsford | Executive Consultant  
[hello@peopleforpurpose.com.au](mailto:hello@peopleforpurpose.com.au)

