

OUR BOARD



Joan Withers
MBA, CFinstD

Chair & Independent
Non-Executive Director

Joan has been a professional director for more than 20 years and spent over 25 years working in the media industry, previously holding CEO positions at The Radio Network and Fairfax Media. Her current governance roles are Chair of The Warehouse Group Limited, director of ANZ Bank NZ Limited and Sky Network Television Limited. Joan has previously held Chair positions at Television New Zealand Limited and Auckland International Airport Limited.

Joan is a Trustee of the Sweet Louise Foundation and is Chair of a steering committee working to increase the percentage of South Auckland Māori and Pacific Island students taking up roles in the health sector.

INTERNAL

- Corporate Governance and Nomination Committee (Chair)
- Audit and Risk Committee
- Disclosure Committee
- People and Remuneration Committee
- Health, Safety and Wellbeing Committee

OTHER DIRECTORSHIPS

- Sky Network Television Limited
- ANZ Bank NZ Limited
- Sweet Louise Foundation



Keith Smith
BCom, FCA

Deputy Chair & Independent
Non-Executive Director

Keith has been involved with The Warehouse Group since Sir Stephen opened his first store in 1982, initially providing accounting, tax and corporate advice, and was Chair from 1995 to May 2011. He has a long-standing record of leadership as a director and advisor to companies in a diverse range of industries, including the energy sector, rural services, printing, media and exporting.

Keith is Chair of listed company Goodman (NZ) Limited and is a director of Mercury NZ Limited, Sky Network Television Limited, Healthcare Holdings Limited and several other private companies. He is a past president of the chartered accountants Australia and New Zealand.

INTERNAL

- Audit and Risk Committee (Chair)
- Disclosure Committee (Chair)
- Corporate Governance and Nomination Committee
- People and Remuneration Committee
- Health, Safety and Wellbeing Committee

OTHER DIRECTORSHIPS

- Goodman (NZ) Limited (Chair)
- Mercury NZ Limited
- Healthcare Holdings Limited
- Sky Network Television Limited



Robbie Tindall
BA, BSc

Non-Executive Director
(Alternate to Sir Stephen Tindall)

In October 2017 Sir Stephen Tindall decided to take a leave of absence from the business. Robbie represents him during this time. Robbie has been attending Board meetings since his appointment in 2011.

Robbie studied Arts and Science at the University of Auckland before spending eight years at The Warehouse in various merchandise and buying roles. Today he works for K One W One Limited, a family investment company, working alongside – and investing in – some of New Zealand’s most exciting technology and innovation companies as they grow and seek to go global.

INTERNAL

- Disclosure Committee
- Corporate Governance and Nomination Committee
- People and Remuneration Committee
- Health, Safety and Wellbeing Committee

OTHER DIRECTORSHIPS

- K One W One Limited
- The Tindall Foundation
- Foundation Services Limited



John Journee
BCom, CFinstD, MAICD

**Independent
Non-Executive Director**

John has had an extensive retail career, which includes executive experience across sectors that span general merchandise, fashion apparel, FMCG, consumer electronics, telecommunications, hospitality and electricity retailing.

Over his 30-year career John has spent 15 years with The Warehouse Group, starting as a joint-venture partner in 1990 and progressing through senior roles in operations, marketing, merchandise, international sourcing and business development. He has also had CEO roles with Noel Leeming and foodservice distributor Southern Hospitality.

INTERNAL

- **Audit and Risk Committee**
- **Health, Safety and Wellbeing Committee**

OTHER DIRECTORSHIPS

- **Vanishing Point Limited**
- **Farmlands Society**
- **Colonial Motor Company Limited**
- **Quantiful Limited (Member, Advisory Board)**



Julia Raue
CMinstD, GAICD

**Independent
Non-Executive Director**

Julia has extensive digital, customer, data, information technology, strategy and business transformation experience across a number of sectors including airline, telecommunications, local government and not-for-profit in New Zealand and Australia.

Julia has a strong track record of delivering award-winning innovative customer-facing products and services. She has been a professional director for six years. Previously, Julia was the Chief Information Officer of Air New Zealand, and she was awarded the New Zealand CIO of the Year award in 2009.

INTERNAL

- **Health, Safety and Wellbeing Committee (Chair)**
- **Audit and Risk Committee**

OTHER DIRECTORSHIPS

- **Z Energy Limited**
- **Television New Zealand Limited**
- **Southern Cross Health Society**
- **Southern Cross Pet Insurance Limited**
- **Jade Software Corporation Limited**



Antony Balfour
BCom

**Independent
Non-Executive Director**

Tony has extensive global retail and eCommerce experience with a strong track record in a diverse range of industries. Most recently, he was General Manager (Markets) for Icebreaker Clothing with responsibility for the company's global business units in New Zealand, Australia, USA, Canada, Europe and Asia as well as the development of the company's rapidly growing eCommerce and retail business units.

His prior experience includes senior roles in Monster.com and Seek.com, both successful online recruitment sites.

INTERNAL

- **People and Remuneration Committee (Chair)**
- **Corporate Governance and Nomination Committee**
- **Health, Safety and Wellbeing Committee**

OTHER DIRECTORSHIPS

- **Les Mills International Limited**
- **Wayfare Limited**
- **BLIS Technologies Limited**



Will Easton
Independent
Non-Executive Director

Will is a seasoned business leader and has an extensive track record of driving growth across emerging markets and technologies. He is currently Managing Director of Facebook for Australia and New Zealand and was previously Vice President at Facebook for Asia Pacific Emerging Markets. Other roles in his portfolio include Regional Director at Google for Mobile and Social in the Asia Pacific region and Director of Sales at Microsoft in the Consumer Products Division.

Will has a passion for the retail industry and has worked closely with retailers throughout his career. He started with Coca-Cola as a Retail Sales Manager and believes that “there are more opportunities than risks in retail, provided retailers focus on improving organisational designs”.

INTERNAL

- **Health, Safety and Wellbeing Committee**

OTHER DIRECTORSHIPS

- **Facebook Pty Limited**
- **Meandu Australia Pty Limited**



Dean Hamilton
BCom
Independent
Non-Executive Director

Dean has significant CEO and financial markets experience. Most recently he was CEO of Silver Fern Farms Limited where he successfully led the business through a period of significant change and improvement in financial performance, staff and supplier engagement, sustainability and consumer trust in brand.

His prior experience includes 12 years at global investment bank Deutsche Bank, working in both Australia and New Zealand where he advised a wide range of companies on mergers and acquisitions, capital management, corporate restructuring and capital raising.

INTERNAL

- **Audit and Risk Committee**
- **Health, Safety and Wellbeing Committee**

OTHER DIRECTORSHIPS

- **Fulton Hogan Limited (Chair)**
- **Auckland International Airport Limited**
- **Tappenden Holdings Limited**
- **Skyline Enterprises Limited**



Renee Mateparae
BEng
Future Director

Renee has had extensive experience in business transformation, corporate strategy and technology innovation. Renee is the Technology Lead for Spark NZ with responsibility for technology innovation across Spark. She has also played a key leadership role in the organisation’s transition to Agile.

Renee’s previous experience includes roles with Air New Zealand and Macquarie Group, both here and abroad. Renee holds a Bachelor of Engineering (Automation and Control)(Hons) and a Postgraduate Diploma in Business Administration from Massey University.

BOARD SKILLS MATRIX

Governance plays a critical role in business and stakeholders deserve the highest standards of corporate governance from their boards.

Our Board skills and diversity self-assessment found that the Board holds many strong attributes with a diverse mix of skills among the Directors. This will help drive the Group to achieve our strategy through great execution, brand marketing and customer experience.

Relevant Board Skills to execute Group Strategy	Joan Withers	Keith Smith	Will Easton	John Journee	Robbie Tindall	Julia Raue	Tony Balfour	Dean Hamilton
Industry specific								
Operational experience in the retail industry				Primary	Primary		Secondary	Secondary
Brand, marketing and customer experience	Primary		Primary	Primary	Secondary	Secondary	Primary	Primary
Omni-channel retail experience			Primary	Primary	Secondary	Secondary	Secondary	
Digital and technology experience	Secondary		Primary	Secondary	Secondary	Primary	Secondary	
Direct sourcing experience				Primary	Primary			
Logistics experience				Secondary	Secondary			Secondary
Specific to Group strategy								
Development of a high performance culture	Primary	Secondary	Primary	Secondary		Primary	Secondary	Primary
Senior leadership of change management at scale	Primary	Secondary	Secondary	Primary		Primary	Secondary	Primary
Transformation and business disruption experience	Primary	Secondary	Primary	Primary		Secondary	Secondary	Primary
Innovation and entrepreneurship	Secondary	Secondary	Primary	Secondary	Primary	Secondary	Primary	
Government relations	Primary		Secondary					Secondary
Union relations	Secondary							Primary
Environment and Corporate Social Responsibility experience	Secondary		Secondary				Secondary	Primary
Subject matter expertise								
Development and execution of business strategy	Primary	Secondary	Primary	Primary	Secondary	Secondary	Primary	Primary
Governance experience	Primary	Primary	Secondary	Primary	Secondary	Primary	Primary	Primary
Large company leadership experience	Primary	Secondary	Primary	Primary		Secondary	Primary	Primary
Finance/accounting expertise	Secondary	Primary			Secondary		Secondary	Primary
Audit committee/ risk management experience	Primary	Primary		Secondary		Secondary		Primary
Regulatory knowledge and experience	Primary	Primary	Secondary					Secondary
Health and safety experience	Secondary		Secondary			Primary	Secondary	Primary
HR/learning and development experience	Secondary		Secondary			Secondary	Secondary	Secondary
Financial markets experience	Secondary	Secondary	Secondary		Secondary			Primary
Iwi relationships and connectivity	Primary				Secondary			
Shareholder and investor relations experience	Primary	Primary						Primary

Primary skills Secondary skills