

## Background on YHA

YHA is in the business of providing affordable accommodation for travelers and associated services such as co-working spaces and food & beverages, with other customer offerings currently being developed. It is a 'for purpose' organisation limited by guarantee with surplus reinvested for the benefit of members.

YHA Ltd (trading as YHA Australia) operates in all states and territories. It is a membership-based organisation with a network of 28 properties.

YHA has over 326 employees and is forecast to have turnover of approximately \$54M in 2024, slightly lower than the \$55M in 2023. In 2024 YHA has continued to build on the transformational foundations laid in the previous years and continues to welcome guests from a diverse range of countries and increasing its share of Australian guests.

YHA is proactive in enhancing its properties and offerings. YHA is committed to improving the overall experience for its members and guests by investing in room refurbishments, introducing exciting new food and beverage options and moving its operations into a sustainable framework. YHA is on track with its decarbonisation roadmap and its ambition to becoming carbon neutral for Scopes 1 & 2 by 2030. In 2024 YHA launched its charity, Travel to Learn, to foster personal growth and empower young people to unlock their potential through travel experiences and employment opportunities that would otherwise be out of their reach.

If you would like to progress your application further, you will be required to sign a non-disclosure agreement to obtain further information.

More information about YHA, including the 2023 Integrated Report can be found at [www.yha.com.au/about/yha-organisation/yha-ltd/](http://www.yha.com.au/about/yha-organisation/yha-ltd/)

## Directors

Once a year, the opportunity arises for members to stand for election to YHA Ltd's Board of Directors. The Board can consist of a maximum of nine Directors at any time (up to six by election and up to three by appointment). The Directors give strategic direction to the organisation and are usually elected for a three-year term.

Directors are also ex-officio Directors of YHA Victoria Limited, Youth Hostels Association of Queensland and YHA WA Pty Ltd (as property owning entities), and YHA Travel to Learn Limited (a not-for-profit public company limited by guarantee, with charitable objects.)

YHA encourages diversity on the Board through applications from qualified candidates from cultural and linguistic diverse backgrounds, people with disability, LGBTQI+ and people of all ages.

The terms of the following four Directors on the Board will expire at the Annual General Meeting (AGM) to be held in Sydney on 5 April 2025:

1. Elected vacancy - Chris Gawan-Taylor.
2. Elected vacancy – Simon Spicer
3. Appointment vacancy - Craig Berger
4. Appointment vacancy David Young

YHA is seeking nominations from members, to maintain and improve its skills-based Board, to fill up to four vacancies on the Board that will arise at the 2025 AGM.

Two of the positions can be filled by election, and two by appointment (to meet skills and experience requirements).

Directors are eligible for re-nomination in line with YHA's Constitution, and 4 Directors whose terms expire at the 2025 AGM have advised their intention to re-nominate for the Board.

- There are three continuing Directors whose term will expire at the **2026** AGM: Jennifer Tang, Bronwyn Dallow and Todd Atkinson.
- There are two continuing Directors whose term will expire at the **2027** AGM, being: Tammy Marshall, and Reid Johnson.

More information about the current YHA Ltd Board can be found here:

[Board of Directors | YHA Australia](#)

## Call for Nominations & Applications

If you are interested in nominating to become a Director:

**First**, please read the below selection criteria.

**Second**, to nominate you are required to:

1. **Submit a completed Call for Nominations Form** - Two other members who are current adult members (but are not employees) of YHA Australia need to propose and second you on the form below by **4.00pm (AEDT) on 29 November 2024**. If you require assistance with sourcing two nominating members, please contact the Company Secretary.
2. **Submit a completed Application Form**, and the requirements outlined in this form, ensuring that at a minimum you meet the Qualifying Criteria (outlined below) and the Expertise and Experience Criteria.
3. **Include your Board CV** or Resume and a statement that addresses all the Selection Criteria.
4. **Complete a Profile Statement** no longer than 125 words in support of your nomination. This statement should outline your relevant qualifications, experience, and your contribution to the YHA movement and the organisation to date, and key issues you see facing YHA.
5. **Include a recent digital image of yourself** (head and shoulder shot in **colour**, for reproduction at 30mm x 30mm, maximum size 500KB, smart casual clothing recommended; may be interior or exterior background).

**Third**, if you are eligible, you will need to take part in a selection process via Microsoft Teams (or equivalent) to be assessed by the YHA Election Committee.

**Fourth**, shortlisted candidates' statements and photos will be distributed with an electronic ballot form in early March 2025, to all members eligible to vote (those on YHA's voter roll at 15 February 2024.)

If you have any questions or concerns including referrals to Directors for support as proposers or seconders, please email Stephen Lynch, Company Secretary at [stephen.lynch@yha.com.au](mailto:stephen.lynch@yha.com.au).

## Fiduciary duties

The Corporations Act 2001 contains provisions that spell out duties, responsibilities and possible penalties for Directors. There are a number of duties, referred to as fiduciary duties, which apply to Directors. A fiduciary relationship means that the Director occupies a position of trust in relation to YHA Ltd and is bound not to abuse that trust. YHA Directors must undertake to abide by their fiduciary duties at all times.

## Selection Criteria

### Qualifying Criteria

In order to qualify as a candidate, you must fulfil the following requirements:

- Be an adult or life member for at least 12 months at the time of the AGM on 5 April 2025.
- Not be a present or former employee of YHA (or spouse of such) in the past five years.
- Be eligible to vote at the AGM.
- Be ordinarily resident in Australia.
- Be available to undertake an interview and familiarisation program between 1 December 2024 – 28 January 2025 (by Microsoft Teams or equivalent).
- Have an affinity with the YHA mission and a vision for how YHA should develop.
- Have the highest standard of ethical behaviour and integrity and the commitment to act in the best interest of YHA Ltd and its membership, with no conflict of interest.

## Expertise & Experience

Preference will be given to applicants who meet the criteria at i) and demonstrate the required skills, experience, and capability in any one of the areas listed at ii).

### *i) Director experience - Criteria*

- Previous Board experience (minimum 3 years) with a commensurate commercial or not-for-profit organisation of a similar size and complexity to YHA.
- Completed a course in good governance practices eg. from the Australian Institute of Company Directors (AICD), or Governance Institute of Australia, or Institute of Community Directors Australia or similar reputable organisation.
- Experience and ability to understand and analyse financial statements and management reports.

### *ii) Professional qualifications & experience in any one of the following areas:*

- Property Development
- Environmental, Sustainability and Social Governance
- Accounting
- Hospitality / tourism with expertise in sustainable travel, eco-tourism, cultural and or experiential travel

The level of experience in the above areas of expertise should encompass the following:

- Ideally, professional qualifications in a related discipline.
- Minimum 10 years' experience.
- Significant experience within a commercial organisation at a senior level in these areas.
- Experienced in strategically positioning product and services to meet market demands.
- Commercial and strategic expertise.
- Established industry networks.
- Senior level experience in reviewing and interpreting financial statements and data and understanding financial metrics including assessing capital projects, investments, financing models, opportunities and performance.

### *iii) Attributes (desirable) criteria*

YHA seeks applicants who can demonstrate:

- An understanding of, and commitment to, the For Purpose business model.
- An interest in travel, education, and commitment to the objects of the company.
- A belief in, and support for, sustainable business practices.
- Effective and constructive communication of information and ideas to others while working in a collaborative team environment.
- Leadership, judgement and decision-making skills and experience.
- The propensity for strategic, analytical, independent, objective, open-minded and curious thought.
- IT literacy, including the use of internet/extranet, tablets and teleconferencing.
- Understanding of key trends and developments in Australia's tourism industry, including demographic, technological and competitive factors. Knowledge of tourist accommodation and holiday maker segments.
- Knowledge and experience in long term strategic planning, including development, execution, and monitoring of strategic plans.
- Understanding of customer-facing technology, IT innovation and digital communications. Insights into digital disruption and 'sharing economy' platforms.
- Committee/Chair, experience preferred but not essential.

*iv) Time, travel commitment & remuneration*

- Applicants must be able to commit the required time for preparation and attendance at/travel to Board meetings.
- This involves attending at least 6 meetings per year (4 on Saturdays 2 virtual) plus Committee meetings (weeknights & virtual) including potentially some interstate travel and visits to YHA properties.
- Directors must have the ability (skill and technical proficiency) to attend on-line meetings (via Microsoft Teams or equivalent) and be competent both working with, and trouble-shooting, virtual meeting technology.
- Out of pocket expenses incurred in carrying out the role of Director are reimbursed.
- Directors' remuneration is currently set at a base fee of \$10,000 per financial year for each Director.
- Some of the detailed work of policy development is done by sub committees. The Audit & Risk and the Nominations, Remuneration & Human Resources Committee meet 5 times per annum, and the Environmental, Social & Governance Committee meets a least 3 times per annum. When required the Committees also undertake more detailed and monitoring work in support of the Board. Each Director is a member of at least one of these Committees. Other working groups are formed from time to time and Directors are expected to take an active role.

The Board and the Committees may meet more frequently than as outlined above and at short notice as required. Directors must be available to attend these meetings.

on behalf of the Board

Stephen Lynch,  
Company Secretary,

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## CALL FOR NOMINATIONS FORM

We hereby nominate: \_\_\_\_\_  
for election as a Director at the Annual  
General Meeting to be held on **5 April**  
**2025**.

**Proposer:** \_\_\_\_\_

Address: \_\_\_\_\_

Membership No: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Secunder:** \_\_\_\_\_

Address: \_\_\_\_\_

Membership No: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

I, \_\_\_\_\_

Address: \_\_\_\_\_

Membership No: \_\_\_\_\_

consent to the nomination.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Nominations close at 4.00pm AEDT on **Friday 29 November 2024**.**

Please email the nominations and other documents to [yha@yha.com.au](mailto:yha@yha.com.au)  
or alternatively deliver to:

YHA  
Attention:  
Stephen Lynch – Company Secretary  
11 Rawson Place, Haymarket NSW 2000