

MINUTES

Acknowledgment of Country: Mark Hussein Head of Operations.

Warami, “Welcome”

We gather here today on the traditional lands of the Cadigal peoples known as Tallawoladah, the lands where their spirit flows through. Tallawoladah, the sacred waterway that has sustained generations of First Nations communities, is not only a source of life but a symbol of cultural resilience.

For countless millennia, Tallawoladah has been a place of gathering, storytelling, and ceremony for these First Nations peoples. It has provided sustenance for their families and spiritual nourishment for their souls. The waters of Tallawoladah carry the memories, songs, and dreams of those who have lived along its banks for generations.

As we pay our deepest respects to the elders, past and present, we also honour the cultural significance of Tallawoladah, a reminder of the enduring connection of Aboriginal peoples to this country. We acknowledge the challenges they have faced and continue to face, while celebrating their rich cultural heritage and the wisdom that flows from their deep connection to land, waterways and seas that has endured for over 60,000 years.

No matter which lands you have journeyed from to be here today, we should pledge to protect and preserve the traditional sites like Tallawoladah, to ensure they thrive for future generations, and to walk together on a path of mutual respect and understanding, acknowledging the vital role that these lands & waterways play in sustaining both culture and life.

Didjurigura, “thank you”.

Directors: Tracey Powell (Chair); Bronwyn Dallow (Vice Chair); Tammy Marshall; David Young, Jennifer Tang; Reid Johnson; Simon Spicer;

Vice Presidents: Rob McGuirk, Dr Tash Prabhakar, Matthew McNeil,

Management: Paul McGrath (CEO); Stephen Lynch (Company Secretary); Mark Hussein, Naomi Myers, Helen Vine, Sam Owen, John Wilson, Stuart Briggs, James Heggie, Shane Wilkins

Observers: Varun Nair, Apology: Janaki Dhagat.

Members: 29 members were in attendance, of which 29 were voting members

Visitors: Auditor – Melissa Alexander (Pitcher Partners).

Solicitor - Denis Williams (Whitehead Cooper Williams).

Apologies: Director: Craig Berger, Chris Gawan-Taylor

President: James Tomkins OAM

Vice Presidents: Michael McPhail, Leonie Clark, Alex Zilkens, Jim Whitehead

Popy Bernado (CIO), Amanda Heard (Head of Customer).

114 other members including 56 LIFE Members.

Order of Agenda: No new business was raised or referred to the Chair.

Welcome and In Memoriam

Tracey Powell introduced herself as a Director of YHA Ltd and current elected Chair since April 2020 by her fellow Directors, and noted this was sadly her final AGM as the Chair of YHA, as the full term as a Director of YHA as per the constitution had been reached.

IN MEMORIAM:

Before commencing the formal Annual General Meeting, the Chair extended condolences on the passing of the following members:

Colin Fulton (Life Member) - Sydney Region and volunteer at Garie Beach and Hawkesbury Heights previously a director of NSW YHA.

Ken White (Life Member) - Passed away on the 21st of June. He was 91. Ken was a life member and served on the committee of the Hobart office.

John Loughnan (Life Member) – Passed away on the 27th of July 2023. He joined YHA Victoria in 1947 rising to Chairman in 1951. He married the vice-chairman Lois Nutting on 2nd Aug 1952, (and they lived happily together

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until she passed on 30th April 2020). He then continued as General Secretary of YHA Australia for 7 years and served as Chairman of YHA in 1952. Both were granted life membership in 1952.

Mr Malcolm Oakes SC – passed away 20th November 2023.

Minutes of the YHA Ltd Annual General Meeting held on 15 April 2023

- The Chair referred the meeting to the minutes of the previous AGM which had been made available online. There were no questions raised concerning the minutes.

1.0 To receive and consider the YHA Ltd Annual Report 2023

YHA's Annual Report 2023 is available online and YHA's Integrated Report 2023 is also available online. This report also incorporates our environmental, social purpose and governance reporting.

In 2023 the following achievements were highlighted:

1.1 Presented by Chair of A&R Committee Simon Spicer.

YHA Financial results this year were remarkably positive in comparison to previous years.

- Noted profit of \$1.978m and strong EBITDA of \$13.5m, net asset growth and improvement excluding one off items of around \$7m in EBITDA.
- The Increase in revenue was \$15m, and employee and other costs, with the EBITDA increasing to \$13.5m.
- Presented slides with regards to revenue, expense, valuation and borrowings over the 5 year period 2019-2023 including the key finance facility ratios of LVR and ICR, which are heading in the right direction and stable.
- Noted the facility rate is favourable in the interest rate financial markets and valuations have held or improved in the 2023 year, this is response to the return of travellers and recovered revenue.
- Noted the reduction of the number of properties, with the focus has been on improving the return from the beds and properties that have been retained. A record revenue achieved with 10 less properties compared to 2019.
- 2023 was a good year and 2024 is to strive to match or improve on this result in a market context of increasing cost of living pressures. The goals are to Improve EBITDA, increase investment of above \$12m and retain a healthy cash balance.

1.2 Presented by Chair of NRHRC Committee Tammy Marshall.

The YHA Board Governance activities in 2023 included:

- Highlights in the strength of not just the numbers but also the people, governance and employees and this is done through the Board and Committee meetings and this year the ESG Committee was formed to enhance focus on these important matters.
- Noted the first Observer from the Observership programme Varun Nair and the benefits of this placement to a younger person and to YHA, which will be again undertaken in 2024 with a new Observer.
- Risk management through framework and policy, review of guest and staff incidents as well as broader business risks, including climate change from severe weather, affecting energy, property conditions and traveller behaviour.
- Cyber has been a focus and there is a watch on geopolitical conflicts.
- Board governance benchmark review of performance was conducted on governance risk issues with improvements sought in community engagement.

With regards the team, employee net promotor score is positive, progress made on diversity, equity and inclusion front, and safety and well-being of the team and guests. The engagement score is holding in the high 70s.

- Gender balance and advocacy for the equality to GPG of 1.8% which is a good result compared to that of the industry.

1.3 Presented by Chair of ESG Committee David Young.

The YHA Board ESG activities in 2023 included:

Noting that YHA was leading the way with the formation of an ESG Committee and its aspiration to be a net zero carbon emitter (Scope 1 and 2) by 2030 and including Scope 3 zero by 2050.

- Decarbonisation is a journey and YHA started this with Earth Check and measured what our emissions in Scope 1 (Property), Scope 2 (Energy) and Scope 3 (Partner emissions). The Sustainable Properties Fund (SPF) was refreshed in 2023, by merging the Small Hostels Fund and SPF into one and included funding from membership fees and interest into this fund, which will provide an increased and sustainable funding source.

Recycling materials as we move through the refurbishment program, this is led by the YESS teams (YHA Environment and Social Sustainability) and led by Helen Vine, leader of sustainability champions in these teams.

- Guidelines like those on how YHA promote traveller experience with wildlife and promotions.
 - Development of stakeholder partners like ECO Tourism Australia.
- RAP (Reconciliation Action Plan) work has progressed through the reflect phase and now moves on to the innovate phase of this initiative.
- Community impact plans are being developed from both a RAP and impact viewpoint.
 - Acknowledge the diligence and leadership of Helen and Paul for his leadership in the ESG space.

1.4 The CEO then reviewed future directions in the AGM presentation including:

- Strategic plan with 5 pillars for 2024 in enabling and impact goals: Core Product, Investment Diversification, People & Culture, Systems & Processes, Purpose driven.

From a guest viewpoint the international market is back including international students, which form a part of the Youth market. WHMs or backpackers, working and travelling are approximately 42%, these are layered with experience seekers and families, school students (groups), digital nomads are now provided with co-working spaces and F&B options. Guest repeat business is 44% and shows the declining cost of acquisition.

- Core product development, showing Sydney Central rooms refurbished including privacy bunks and everything from levels 2-8. The goal is to complete Sydney Central by August and then follow this with Brisbane and then Sydney Harbour by the end of 2024. If possible, the completion of the replacement of the bunks with privacy bunks in response to customer needs and expectations.

Update on Atlassian Railway Square Development project and the artist impressions of the now almost completed design. Including 1st floor inclusions to make this a property of the future and the return of the inwards parcel shed, indigenous art and heritage of the area due for completion in November 2026. The developer is Dexus and things are working well and we have almost achieved 100% design.

- Culture map previewed, the new Explorer APP, BCorp proposed change to constitution, Community and guest experiences including F&B, in house travel desks and building YHA's reputation (via improved NPS and TrustYou scores).

1.5 Question from Members

The Chair invited any questions from the members on the YHA Annual Report 2023 and AGM Presentation, with the following raised:

David M – B Corp, how will members be engaged in this process and what does it entail?

The Chair explained the nature of constitutional change being a matter for members and the change would be to strengthen YHA's for purpose and not for profit objects with language to ensure B Corp Status.

Chris – query about why are we bringing the AirBNB users back into the YHA family?

The Chair responded that the diversity of guests remains broad, transitioning from the youth to the longer term users as families or independent users.

Jo, Rare to see mature age people in the dorms, why are the hostel's bringing in the F&B bars on rooftops?

The Chair responded the strategy is to provide a customer experience and generate income. Another point was the InCafe has flooded on 6 April 2024.

Rob – Congratulations on the result, what are the plans for Melbourne?

The Chair responded on the challenges on upgrading the rooms and that Melbourne remained on the radar to find alternate properties and that the Board will be revisiting the property strategy this year and the challenging locations where YHA operate, including Melbourne.

John – comment briefly on market sectors vis a vis competitor, reopening as a price differential and what is the value proposition of YHA?

The Chair responded that city properties will be at a higher cost but relative to the market it is still great value proposition, there is still diversity of pricing with regional properties and at different times of the year. The technology now allows YHA to retain fair market yield in each marketplace, this ensures there is a surplus to invest in the future and ensure the business is sustainable.

John M – Reduction in the property from 32 to 22, and the associate properties has also reduced or stabilised and reduced footprint and is there a plan to increase this overtime?

The Chair responded that, Yes, there is a plan, a lot of associates did not get through COVID so YHA had to pivot.

Tasha – Noted to enhance engagement with Members, could consideration of virtual attendance be addressed in the next year.

2.0 To declare the results to fill the three vacancies by election on the Board of Directors

YHA Ltd's Constitution provides for there to be up to six elected Directors and up to three appointed Directors in office at any one time. The Constitution provides for the election of one third of the six elected directors each year. A Call for Nominations was sent to Members in November 2023. In response, four member nominations were received by the due date for the three vacancies by election on the Board of Directors. The nominees were interviewed and measured against criteria developed from a skills-matrix assessing gaps on the Board. This year, there are three Board-approved nominees, consisting of both membership nominees and current Director nominees, for Board membership, and three vacancies.

In accordance with the Constitution and By-law 1, which governs Directors' nomination and election, and specifically clause 6(b) as there is no greater number of Board-approved candidates than vacancies to be filled, therefore no voting was required.

The Chair declared the successfully elected Board Members of 2024 are:

- Tammy Marshall (continuing).
- Reid Johnson (continuing and first election).
- Chris Gawan-Taylor (newly elected).

Congratulations to the elected Directors for 2024.

They will now join the other continuing Directors:

Bronwyn Dallow (E26), Simon Spicer (E25), David Young (Appointed 25), Jennifer Tang (E26), Craig Berger (Appointed 25).

Following the AGM, the Board has also approved the appointment of Todd Atkinson as a Director to the AGM in 2026. Congratulations to Todd who is here today and we welcome you to YHA and look forward to your contribution.

3.0 President & Vice Presidents

It is NOTED the President's term is not due to expire this AGM.

Bronwyn Dallow as Vice Chair temporarily took the Chair of the meeting to propose the New and renewing Vice Presidents:

Under Rule 8.5(a) of the Constitution, up to 10 Vice-Presidents, each of whom has been proposed by the Directors and is a member, may be appointed by resolution at a general meeting and he or she holds office until death, resignation, retirement under rule 8.5(b), ceasing to be a member or removal from office by resolution at a general meeting. Rule 8.5(b) specifies that the term of office for each Vice President cannot be more than 3 years from the date of his or her appointment.

There are currently 8 Vice Presidents, and the Board would like to nominate Tracey Powell, as the retiring Chair of YHA, to a new role of Vice President for a term of three years to expire at the Annual General Meeting of 2027. Tracey has expressed his interest in joining as a YHA Vice President.

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*Resolution 1: That the Tracey Powell, as proposed by the Board be appointed as Vice Presidents for a 3-year term. **Carried***

- Noting Margaret Johnson was the seconder. Voting was by a show of hands by members present eligible to vote (excluding employees of YHA Ltd).

The Board would also like to re-nominate Robert McGuirk as a Vice President for a term of three years to expire at the Annual General Meeting of 2027.

*Resolution 2: That the Robert McGuirk, as proposed by the Board be appointed as Vice President for a 3-year term. **CARRIED***

- Noting Dr Tash Prabhakar was the seconder. Voting was by a show of hands by members present eligible to vote (excluding employees of YHA Ltd).

4.0 General Business

4.1 Launch of YHA Travel to Learn Foundation

The Chair overviewed the history and purpose of starting the Travel to Learn Foundation and it subject to have a greater impact on the disadvantaged youth and leverage the YHA assets and operations to learn and grow through travel.

- DGR and funds will be directed to increase the ability for young people who may miss out on travel to give them this opportunity.
- Website and launch to the broader community commenced a couple of days ago and there is a number of Directors and VP's that have become champions of the launch of the foundation.
- A call out to promote and engage with this activity in both fund raising and impact is to be encouraged.

The Chair thanked all fellow Directors and the Management Team for all their hard work and resilience. Also thanked all the members in attendance at the meeting.

4.2 Appreciation for outgoing Chair and Director Tracey Powell

The CEO spoke of Tracey Powell's long service over 15 years and three associations YHA SA, HI Australia and YHA Ltd, but particularly the difficult times during COVID and the tricky path through the years of disruption to the travel industry.

The Vice Chair Bronwyn Dallow endorsed this appreciation on their behalf of all Directors and her personal gratitude for Tracey's leadership.

4.3 Vice President Jim Whitehead

The former CEO Julian Ledger (Life Member) took the lectern to communicate on Jim Whitehead's behalf his resignation as Vice President. Jim is now 88 and will not be able to continue as a VP though he recently recalled to Julian that in 1954 he became YHA's Solicitor and navigated YHA to form a partnership to Incorporated Association to Company Limited by Guarantee and Jim passed this baton to Denis Williams. Jim also brought on YHA's first paid Executive Officer Richard Willis and along with Edna Lyle remembered haggling with Westpac on finance for Sydney Central. YHA will send a message to Jim and Barbara and thank him for all of their service over 70 years. Many thanks to Julian for bringing this news to the members.

Further discussion could be had over lunch on the Rooftop and members can experience the pop up bar space and the new capability of the Sydney Harbour YHA catering team.

Close of the Meeting at **12.51PM** AEDT.

Signed:

YHA Ltd Annual General Meeting Saturday 6th April 2024



11:00am – 12:51pm AEDT
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110 Cumberland Street, The Rocks NSW

Tammy Marshall

[Tammy Marshall \(Feb 27, 2025 13:57 GMT+10\)](#)

Tammy Marshall (2024 Chair)

27/02/2025

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Date