



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

a) Background on YHA

YHA is in the business of providing affordable accommodation for travellers, and associated services such as travel and tours. It is a 'not-for-profit' company limited by guarantee with any 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 60 hostels. YHA's core responsibility is to ensure that good value, quality hostels are available in both the city and the country and that the needs of its travelling members are met.

YHA Ltd has approximately 200 employees and had a turnover of nearly \$50M in 2019. YHA turnover has been affected by the COVID19 restrictions on international travel in 2020 and this impact is likely to continue into 2021.

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 Year in Review can be found at www.yha.com.au/about/yha-organisation/yha-ltd/

b) Directors

Once a year, the opportunity arises for members to stand for election to YHA Ltd's Board of Directors. 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 Ltd, 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 seeks diversity on the Board through the application of qualified candidates, with younger members, and people from culturally diverse backgrounds particularly encouraged to nominate.

The terms of the following three Directors on the Board will expire at the Annual General Meeting (AGM) to be held in Sydney on 17 April 2021: **Tammy Marshall; Robert McGuirk and Tracey Powell**. There is also presently one casual vacancy.

YHA is seeking nominations from members, to achieve a skills-based Board, to fill up to the four vacancies on the Board that will arise at the 2021 AGM. Up to two of the four positions can be filled by election, and up to two positions by appointment (to meet skills and experience requirements).



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

Directors are eligible for re-nomination in line with YHA's Constitution, and two of the Directors whose terms expire at the 2021 AGM have advised their intention to re-nominate for the Board. The third Director will have reached the maximum time that a Director can serve continuously.

There are three continuing Directors whose terms will expire at the 2022 AGM, being: **Brigita Bezjak; Matthew McNeil and Simon Spicer.**

There are also two continuing Directors whose terms will expire at the 2023 AGM: **Bronwyn Dallow and Alison McDonagh.**

More information about the YHA Ltd Board can be found here

www.yha.com.au/contentassets/be48c5fb779e4d8686807a10db4035e7/board-of-directors-2020-21.pdf

c) **Call for Nominations & Applications**

If you are interested in nominating to become a Director:

First, please read the attached selection criteria.

Second, register your interest initially with Silke Kerwick, Public Affairs Manager/Board Secretary at silke.kerwick@yha.com.au or phone (02) 9261 1111 by **25 November 2020**. You will be provided with an Application Form and information to progress your application.

Third, to nominate you are required to have:

1. Two other members who are current adult members (but are not employees) of YHA Australia nominate and second you on the form below by **4.00pm (AEDT) on 4 December 2020**.
2. Complete the Application Form, and the requirements outlined in this form, ensuring at a minimum you meet the Qualifying and Mandatory (essential) Criteria.
3. Include a statement no longer than 125 words in support of your nomination.
4. This statement should provide details about your qualifications and relevant experience, your contribution to the YHA movement and the organisation to date, and key issues you see as 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).

Fourth, if you are eligible, you will need to take part in a selection process by phone or online (Zoom, or equivalent) interview, to be assessed by an Election Committee.



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

Fifth, shortlisted candidates' statements and photos will be distributed with an electronic ballot form in mid-March 2021, to all members eligible to vote (those on YHA's voter roll at 26 February 2021.)

d) 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.

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We hereby nominate:

..... for election as a Director at the Annual General Meeting to be held on 17 April 2021.

Proposer:
Address:
Membership No:
Signature:
Date:

Seconder:
Address:
Membership No:
Signature:
Date:

I, (Name), consent to the nomination.

Signature:
Date:

Nominations close at 4.00pm AEDT on Friday 4 December 2020

YHA Australia, 9 Castlereagh Street Sydney, GPO Box 5276, Sydney NSW 2001, fax 61 2 9261 1969, yha@yha.com.au



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

YHA LTD CALL FOR NOMINATION & APPLICATION 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 17 April 2021
- 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 7-December 2020 and 5 February 2021 (by phone or online e.g. Zoom 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.

Essential (mandatory) criteria

Expertise & experience

Members who meet both the Essential (Mandatory) and Attributes (Desirable) criteria are encouraged to consider nominating to meet YHA's needs.

Preference will be provided to applicants who meet the mandatory criteria and demonstrate the required skills, experience and capability in the following key criteria: At a minimum an applicant must have:

a) Director experience

- Previous Board experience (minimum 3 years) with a commensurate commercial or not-for-profit organisation of a similar size and complexity to YHA
- Completion of the Australian Institute of Company Directors (AICD) course
- Committee/Chair, experience preferred

and meet one or more of the following four criteria:

b) Professional qualifications & experience

Law

- Professional qualifications.
- Minimum 10 years' experience.
- Significant experience within a commercial organisation at a senior level in this area.
- Strong understanding of governance and corporate risk and the legislative, regulatory and best policy environment and best practice standards of operating a company.
- Experience with Commercial/Contract/Property/WHS law desirable.



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

Financial/accounting

- Professional qualifications CPA or equivalent.
- Minimum 10 years' experience.
- Significant experience within a commercial organisation at a senior level in this area.
- Audit & Risk Committee Board experience.
- CFO experience preferable.
- 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.

Tourism Accommodation/Services and Property Development

- Professional qualifications in a related discipline.
- Minimum 10 years' experience.
- Significant experience within a commercial organisation at a senior level in this area.
- Significant experience in developing, refurbishing and operating tourism accommodation.
- Experienced in strategically positioning product and services to meet market demands.
- Established industry networks.

Marketing, digital, business innovation, growth, transformation

- Professional qualifications in a related discipline.
- Minimum 10 years' experience.
- Significant experience within a commercial organisation at a senior level in these areas.
- Marketing and digital expertise. Knowledge and experience in digital innovation and transformation of business process/requirements, consumer experience, communications, insights and solutions. Including marketing/communications, public relations, media, branding, digital and social media.
- Experience successfully leading innovation, transforming businesses and building internal alignment to accelerate growth and maintained sustainability.
- Experience in company turnaround advantageous.



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2021

Attributes (desirable) criteria

YHA seeks applicants who can also demonstrate:

- The experience and ability to understand and analyse financial statements and management reports.
- An understanding of, and commitment to, the not-for-profit 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.

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 12 meetings per year plus Committee meetings (potentially on weekdays as well as Saturdays) including interstate travel and visits to YHA hostels.
- Directors must have the ability (skill and technical proficiency) to attend on-line meetings (via Zoom, or equivalent) and be competent both working with, and troubleshooting, 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. Due to the impact of COVID-19, the majority of Directors have chosen not to receive remuneration at this time.
- Some of the detailed work of policy development is done by sub committees. The Audit & Risk Committee and the Nominations, Remuneration & HR Committee meet, on average, a minimum of five times a year and undertake more detailed development and monitoring work in support of the Board. Each director is usually a member of one of these Committees. Other working groups are formed from time to time and Directors are expected to take an active role.
- The Board may meet more frequently than as outlined above and at short notice as required. Directors must be available to attend these meetings.

Stephen Lynch, Company Secretary, by order of the Board