



YHA LTD CALL FOR NOMINATIONS TO THE BOARD OF DIRECTORS, 2018

BACKGROUND ON YHA

YHA is in the business of providing budget accommodation for travellers, as well as membership, travel, information and discount services. It is a 'not-for-profit' company limited by guarantee with any surplus reinvested for the benefit of members. The organisation's mission statement is:

"To provide opportunity for all, but especially young people, for education by personal development, fostering friendship and bringing about a better understanding of others and the world around them."

YHA Ltd (trading as YHA Australia) operates in all states and territories. It is a membership based organisation with a network of 76 YHA hostels accommodating approximately 4,000 people every night. 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 more than 300 employees and a turnover of over \$45M.

More information about YHA, including the Year in Review can be found at 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 Directors volunteer their time in giving strategic direction to the organisation and are elected for a three year term. Directors are also ex-officio Directors of YHA Victoria Ltd, Youth Hostels Association of Queensland and YHA WA Inc. as property owning entities.

Under changes made to YHA's Constitution in 2016 the YHA Board is structured with six elected positions and up to three appointed Directors. A three year process is underway to transition to this structure which was introduced to enable the Board to make appointments to fill particular skill gaps.

YHA seeks diversity on the Board through the nomination of qualified candidates who are representative of YHA's membership.

The following three Directors will complete their term on the Board at the Annual General Meeting (AGM) to be held in Sydney on 14 April 2018: **Robyn Antill, Tracey Powell, Euan Prentice.**

YHA is seeking nominations from members, to achieve a skills-based Board, to fill the two vacancies on the Board that will occur at the 2018 AGM. Retiring Directors are also eligible for re-nomination in line with YHA's Constitution, and the three due to retire have advised their intention to re-nominate for the Board.

There are six continuing Directors and of these, four will retire at the 2019 AGM. They are: **Robert McGuirk, Matthew McNeil, Michael McPhail, Leonie Thijssen.**

Two Directors will retire at the 2020 AGM. They are: **Bronwyn Dallow, Ross McDougall.**

More information about the YHA Ltd Board can be found at www.yha.com.au/about/yha-organisation/yha-ltd/

CALL FOR NOMINATIONS

If you are interested in nominating to become a Director:

First, please read the following 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 **20 November 2017**. You will be provided with an expression of interest form and information to progress your application.

Third, to nominate you are required to have 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 1 December 2017**. Please accompany your nomination with a statement no

longer than 125 words in support of your nomination. 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.

Please also 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 phone interview, to be assessed by an Election Committee.

Fifth, shortlisted candidates' statements and photos will be distributed with the ballot form to all members eligible to vote in March 2018.

SELECTION CRITERIA

A) 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 14 April 2018.
- 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 a Directors' selection process interview and familiarisation program between 4 – 15 December 2017 (by phone).
- 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.

B) ESSENTIAL CRITERIA

Expertise and Experience

Directors should have a strong commercial background. Professional skills/and or experience in areas such as marketing, business, tourism, law, education, property, and the digital economy are necessary. In particular, financial/accounting qualifications and experience will be highly regarded.

Members with expertise and experience in some of the following fields are encouraged to consider nominating this year to meet YHA's current needs:

1. **Financial/Accounting**
2. **The Digital Economy**
3. **Asian business and culture**
4. **Strategic Planning**
5. **Technology/IT**
6. **Commercial Business**
7. **Risk Management**
8. **Property industry**

Attributes

YHA seeks candidates who have:

- Recent Board experience or senior-level management experience in significant and/or complex organisations with the ability to perform effectively at this level.
- The experience and ability to understand and analyse financial statements and management reports.
- The ability to appropriately and impartially serve in the best interest of YHA and its diverse membership.
- A personal commitment to travel, backpacking and YHA's objectives.
- An understanding of, and commitment to, the not-for-profit business model .
- A belief in, and support for, sustainable business practices.
- The ability to effectively and constructively communicate information and ideas to others while working in a team environment.
- Leadership, judgment and decision-making skills and experience.
- The propensity for strategic, analytical, independent, objective, open-minded and curious thought.
- The ability to be a team player and work collaboratively with colleagues.
- High levels of written and verbal communication skills.
- IT literacy, including the use of internet/extranet, tablets and teleconferencing.

C) DESIRABLE CRITERIA

1. **Governance Experience:** Previous Board experience and completion of the Australian Institute of Company Directors course is an advantage.
2. **Organisational Leadership:** Executive managerial experience with direct responsibility for a number of employees.

3. **Financial Acumen:** Senior level experience and responsibility for reading and assessing financial statements, reviewing and interpreting financial data and assessing the financial health of an organisation using standard financial indicators and ratios.
4. **Tourism Sector:** Understanding of key trends and developments in Australia's tourism industry, including demographic, technological and competitive factors. Knowledge of tourist accommodation and backpacker segment an advantage.
5. **Asian Experience:** With an expanding number of Asian travellers staying in the YHA network, those who have lived or done business in Asian countries are encouraged to nominate.
6. **Risk Management:** Knowledge and experience in risk management oversight.
7. **Strategic Planning:** Knowledge and experience in long term strategic planning, including development, execution, and monitoring of strategic plans.
8. **Information Technology:** Particularly understanding of customer-facing technology, IT innovation and digital communications. Insights into digital disruption and 'sharing economy' platforms.

D) TIME AND TRAVEL COMMITMENT

Candidates must be able to commit the required time for preparation and attendance at/travel to Board meetings.

- This involves attending at least seven meetings per year (typically on a Saturday) including interstate travel, visits to YHA hostels and possibly researching an area of expertise. Out of pocket expenses incurred in carrying out the role of Director are reimbursed.
- Some of the detailed work of policy development is done by sub committees. The Audit & Risk Committee and the Nominations & Remuneration Committee meet, on average, six 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.

E) 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.

NOMINATION FORM



We hereby nominate:

for election as a Director at the Annual General Meeting to be held on 14 April 2018.

Proposer: Address:

Membership No: Signature: Date:

Secunder: Address:

Membership No: Signature: Date:

I, consent to the nomination.

NOMINATIONS CLOSE AT 4.00PM AEDT ON FRIDAY 1 DECEMBER 2017

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