



YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS, 2022

a) Background on YHA

YHA is in the business of providing affordable accommodation for travellers, and associated services such as travel and tours, with new customer offerings currently being developed. It is a 'for purpose' 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 39 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 205 employees and had a turnover of \$25M in 2020, as compared to \$46M in 2019 (pre-COVID-19). YHA turnover has been significantly affected by the restrictions on international travel into Australia from March 2020, and the impact is likely to continue into 2022.

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 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 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 9 April 2022: **Brigita Bezjak (elected); Matthew McNeil (elected) and Simon Spicer (appointed).**

YHA is seeking nominations from members, to achieve a skills-based Board, to fill up to three vacancies on the Board that will arise at the 2022 AGM. Up to two of the positions can be filled by election, and one by appointment (to meet skills and experience requirements).

Directors are eligible for re-nomination in line with YHA's Constitution, and two Directors whose terms expire at the 2022 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.



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There are three continuing Directors whose terms will expire at the 2023 AGM, being: **Bronwyn Dallow, Alison McDonagh and Tracey Powell.**

There is also one continuing Director whose term will expire at the 2024 AGM: **Tammy Marshall.**

Additionally, there are currently **two vacancies** by appointment to the Board, for which a recruitment process is underway with appointments expected to be made in early 2022.

More information about the current YHA Ltd Board can be found here [board-of-directors-2021-22.pdf \(yha.com.au\)](#)

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, Corporate Affairs Manager at silke.kerwick@yha.com.au or phone (02) 9261 1111 by **17 November 2021**. Following that you will be provided with an Application Form and further information to progress your nomination.

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 26 November 2021**.
2. Complete the Application Form, and the requirements outlined in this form, ensuring that at a minimum you meet the Qualifying Criteria (outlined below) and the Mandatory (essential) Criteria (that will be available from **18 November 2021**).
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 via Microsoft Teams (or equivalent) to be assessed by an Election Committee.

Fifth, shortlisted candidates' statements and photos will be distributed with an electronic ballot form in mid-March 2022, to all members eligible to vote (those on YHA's voter roll at 19 February 2022.)

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



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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 9 April 2022.

Proposer:

Address:

Membership No:

Signature:

Date:

Secunder:

Address:

Membership No:

Signature:

Date:

I, (Name), consent to the nomination.

Signature:

Date:

Nominations close at 4.00pm AEDT on Friday 26 November 2021

YHA, 11 Rawson Place, Haymarket NSW 2000 (GPO Box 5276, Sydney NSW 2001),

yha@yha.com.au



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YHA LTD CALL FOR NOMINATIONS & APPLICATIONS 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 9 April 2022
- 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 29 November 2021 – 28 January 2022 (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.

Mandatory criteria

Details of other mandatory criteria to achieve a skills-based Board (including qualifications and experience required) will be available from 18 November 2021 for interested candidates.

Attributes (desirable) criteria

YHA seeks applicants who can 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 (mostly on weeknights as well as some Saturdays) 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.



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- 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 Committee and the Nominations, Remuneration & HR Committee meet, on average, a minimum of seven 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, on behalf of the Board