2027 YHA LTD CALL FOR NOMINATIONS & APPLICATIONS TO THE BOARD OF DIRECTORS

YHA

YHA Australia provides quality, unique and sustainable accommodation across Australia, connecting our members to opportunities, experiences and a community of global travellers. It is a 'for purpose' organisation, an ASIC company limited by guarantee with surpluses reinvested for the benefit of members.

YHA Ltd (trading as YHA Australia) currently operates in all states. It is a membership-based organisation with a network of 18 properties.

YHA has over 398 employees and is forecast to have turnover of approximately $61M in 2026, compared with $59M in 2025. In 2026 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. In 2027 YHA will recommence operations at the site of the former YHA Railway Square with the opening of MODE by YHA — a hybrid hotel occupying the lower five levels of the Atlassian Central building in Sydney. Alongside this, YHA continues to improve the experience it offers 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 become carbon neutral for Scopes 1 & 2 by 2030. In 2026 YHA continued to develop programmes for its charity, Travel to Learn, to foster personal growth and empower young people to realise 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 2025 Integrated Report can be found at: **YHA Australia | Integrated Report**

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.

Elected Directors are elected for a three-year term, expiring at the end of the third AGM after the position was last filled by election. Appointed Directors are appointed by the Board on the terms the Board determines, for a term no longer than the period to the end of the second AGM after the appointment is made. At the expiry of a term, a Director may be re-appointed by the Board or, if otherwise eligible, stand for election.

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

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

The terms of the following three Directors on the Board will expire at the Annual General Meeting (AGM) to be held in Sydney on Saturday 17 April 2027:

1. **Elected vacancy – Tammy Marshall**
2. **Elected vacancy – Reid Johnson**
3. **Appointment vacancy – Varun Nair**

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YHA is seeking nominations from members, to maintain and improve its skills-based Board, to fill up to three vacancies on the Board that will arise at the 2027 AGM. 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 all three Directors whose terms expire at the 2027 AGM have advised their intention to re-nominate for the Board.

- There are three continuing Directors whose term will expire at the 2027 AGM: Tammy Marshall, Reid Johnson and Varun Nair.

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 Friday 11 December 2026**. 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 150 words in support of your nomination. This statement should outline your qualifications and relevant experience, your contribution to the YHA movement and the organisation to date, and the key issues you see facing YHA. It should focus on your Director experience, expertise and skills relative to the criteria identified in this call for nominations, and the reason you have chosen to nominate as a Director of YHA.
5. **Include a hyperlink to your LinkedIn profile** in your Profile Statement. Your profile link will be published with your Profile Statement in the voting materials issued to members.
6. **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. The process includes an interview and reference checks, and you will be asked to provide the details of two professional referees. The Election Committee may decide not to interview a candidate whose application does not demonstrate a match to the skills criteria or the level of skill and experience required.

Fourth, shortlisted candidates' statements, photographs, LinkedIn profile links and a summary of their skills and experience against the selection criteria will be distributed with an electronic ballot form on Friday 19 March 2027, to all members eligible to vote (those on YHA's voter roll at 27 February 2027).

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**

FIDUCIARY DUTIES

The Corporations Act 2001 contains provisions that spell out duties, responsibilities & 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.

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 Saturday 17 April 2027.
- 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.
- Not be disqualified from managing a corporation under the *Corporations Act 2001*, and not be disqualified from being a responsible person of a registered charity by the ACNC Commissioner.
- Be available to undertake interviews and a familiarisation program between December 2026 and Friday 5 February 2027 (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.
- Have sufficient time available to devote to Board and Committee work.

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.
- Sound financial and accounting knowledge, including the experience and ability to understand, analyse and interpret financial statements and management reports.
- Demonstrated competence in one or more of the following board-level areas: strategic expertise; legal; risk management; managing people and achieving change; and industry knowledge.

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

- Audit, accounting and financial analysis, including familiarity with financial statements.
- Tourism and hospitality, with hotel, food and beverage (F&B) and rooms market experience, providing bench strength and succession cover for the Board Chair.
- Technology risk and data security, ideally combined with AI and digital transformation experience.
- Workforce and people leadership in a multi-site service business, including work health and safety (WHS).

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, and strong interpersonal skills.
- Leadership, judgement and decision-making skills and experience.
- The propensity for strategic, analytical, independent, objective, open-minded and curious thought.
- The courage to ask difficult questions, to challenge constructively and to express an independent view.
- A genuine interest in YHA and its members, and good business instincts and commercial acumen.
- A willingness to be an active contributor to the work of the Board and its Committees.
- 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 (3 on Saturdays, 1 Friday and 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 $25,654 + Superannuation per financial year for each Director.
- Additional payments for Chair ($19,240), Vice Chair and Committee Chairs ($6,413).
- 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 at 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

Email: stephen.lynch@yha.com.au

Phone: 02 9261 1111