

Board Pack

The Y Victoria
Non-Executive Directors

December 2024



Context

The Y Victoria (YMCA Victoria) is a vibrant organisation within the world's oldest and largest global youth movement, operating for 175 years, across 120 countries, with a global reach of over 58 million members. The Y Victoria is committed to building stronger, healthier, and more connected communities across Victoria. The Y Victoria is the third largest Y in the world and the largest employer of young people in Australia.

With a focus on inclusivity and accessibility, The Y operates a diverse range of programs and services that promote personal growth, community well-being, and social responsibility. Their work spans across key areas such as recreation, youth services, childcare, camps, and community initiatives, all aimed at supporting individuals of all ages and backgrounds. In the recreation sector, The Y manages leisure facilities, gyms, and swimming pools, helping people stay active and lead healthier lives. Their youth services provide mentorship, leadership development, and opportunities for young people to thrive. Additionally, their camps and outdoor education programs encourage personal development and foster a deep connection with nature.

The Y Victoria's commitment to empowering communities is underpinned by its mission to create meaningful change and improve lives, ensuring that everyone—regardless of background—has the opportunity to belong, grow, and thrive. With a strong emphasis on social impact, they continue to evolve, offering essential services and activities that respond to the changing needs of the community.



Current Board



Dr Lindsay McMillan, Board Chair

Dr Lindsay McMillan has extensive board and governance experience in the not-for-profit sector and a deep understanding of the important role that not-for-profit organisations bring in enhancing communities and creating a better future for young people..



Derek Ng, Treasurer

Derek is a well-regarded audit and assurance practitioner. With a background in accounting and finance, Derek's comprehensive experience includes working with businesses in various sectors including financial services, not-for-profit and technology.



Casey Majchrzak, Director

Casey is Head of Legal, Risk & Compliance at a Fund Services company, with prior practice experience in financial lines litigation, fund remediation and regulatory work. Casey contributes to the strategic direction of the Y, ensuring the organisation delivers on its mission..



Marie Howard, Director

Marie is a well-respected, strategic leader from the Early Childhood sector, with a 30-year career spanning across public and not-for-profit sectors. As a demonstrated specialist in the Early Childhood sector, Marie utilises her extensive experience to provide consulting services, which contribute to the delivery of quality outcomes for this sector.



Paul Dunn, Director

Paul is the Managing Director at H & T Freight Management Pty Ltd and has comprehensive leadership expertise within the transport sector. Paul's expertise and ongoing dedication to the Y provides sound strategic leadership for the Y's mission.



Current Board (continued)



Mark Cameron, Director

Mark is the CEO of Digital Transformation consultancy Alyve, a director and investor in several technology start-ups, and director of XV Capital, a sports-focused venture capital fund. Mark has over 30 years of experience in business transformation and technology innovation strategy. He teaches the Digital Transformation Masterclass at Deakin University and has written hundreds of articles for publications like BRW and Forbes.



Renee Hancock, Director

Renee is an executive leader with extensive experience across strategy, business development, marketing, communications, advocacy and digital. Her deep understanding of complex barriers experienced by vulnerable cohorts is invaluable in co-designing and developing new programs and services.



Kevin Kapeke, Director

Kevin has an established background in community engagement, programming and strategic planning for people from diverse communities, especially young people. In his current role at VicHealth, Kevin works as the Senior Project Officer, leading the Social Connection and Mental Well-being team.



Perry Abbott, Director

Perry Abbott brings over 20 years of global executive experience, having served in CEO, CFO, and CCO roles across technology, financial services, and insurance sectors, with notable tenures at Wesfarmers, Friendsurance, and DXC Technology. Currently, he advises organisations on innovation, growth, and transformation strategies. Previously, Perry held the position of non-executive director at Friendsurance Germany and Australia, a Top 100 Global Insurtech Company. He currently serves on the Advisory Board for the Digital Transformation Centre of Excellence at CPA Australia, leveraging nearly two decades of collaboration with various CPA Centres of Excellence.



Kate Sanders, Company Secretary

Kate is a passionate governance leader in the not-for-profit and charitable sector, with significant experience in delivering quality governance outcomes across one of the largest charitable groups in Australia. With a background in sport & recreation management, Kate brings a wealth of experience in project management, strategic development and people leadership to the Y. As Company Secretary, Kate oversees the group's entities and works closely with the Board of Directors and associated Sub Committees to deliver the significant governance portfolio of the organisation in alignment with best-practice modern governance principles.



The Y Victoria – Chief Executive Officer

Carolyn Morris



Carolyn joined the Y in 2018 as Chief Operating Officer, before becoming Chief Executive Officer for Y Victoria and Kingswim not long after. Carolyn has 15 years of experience leading corporate organisations spanning child care, aged care and retail banking, with multi-billion dollar turnovers. Carolyn was a Chief Financial Officer for five years both in Australia and the USA.



Governance

Composition

The Y Victoria's Board comprises a minimum of five and a maximum of 15 members, including up to 12 elected Board members and up to three appointed by the Board. The Board currently comprises nine Directors.

Tenure

Board members serve a term of three years, and they can be re-elected or re-appointed for up to three consecutive terms.

Board Meetings

The Board meet six times per year, in person, plus an annual strategic offsite workshop; all committee meetings are held online.

Meeting Dates

26 February 2025; 30 April 2025; 25 June 2025; 27 August 2025; 29 October 2025; 10 December 2025
*draft dates subject to final Board approval in December 2024

Remuneration

The role of Board Director with Y Victoria is voluntary. Directors are not remunerated, however are reimbursed for reasonable and necessary out-of-pocket expenses. Y Victoria also offers a professional development program with opportunities for both formal and informal opportunities for its Directors and Sub Committee members.

Mandatory Child Safeguarding and Probity Requirements

The Y Victoria has a very strong focus on child safeguarding . All Y Victoria board members must hold a current volunteer Working With Child Checks (or other equivalents) and participate in a National Police Record Check.



The opportunity – Non-Executive Director

The primary aims of this position are to collectively govern with other Directors to:

- cultivate a sense of group responsibility with commitment to excellence in governance;
- determine the appropriate culture for the organisation and model behaviours that both reflect and promulgate the desired culture;
- employ the CEO to manage the organisation;
- ensure governance requirements of good working relationships with all stakeholders;
- ensure that the organisation has processes that ensure compliance with all internal and external governance requirements;
- establish and improve procedures and policies to safeguard the organisation's resources, reputation, and public credibility;
- establish the organisation's purpose, values and strategies;
- identify and monitor Quality and Risk across the whole of the organisation;
- monitor performance against KPIs, outcomes and other criteria established from time-to-time drafted by the Board;
- uphold the following fiduciary duties including the duty
 - to act in the interests of a company as a whole;
 - not to act for an improper purpose;
 - of care and diligence;
 - to retain discretion;
 - to avoid conflicts of interest; and
 - not to disclose confidential information.

Duties and expectations of Directors:

Each Board member must:

- act in a financially responsible manner;
- act in the best interest of the Y Victoria;
- ask for clarification of matters not fully explained;
- attend and contribute to Board meetings and meetings of committees on which they serve;
- critically read and assess all agenda documents before each meeting;
- declare any conflict of interest.
- ensure care, transparency, and diligence in decision making;
- ensure compliance with the Y Victoria's Code of Conduct, and all matters prescribed by law;
- ensure critical review of proposals to the Board;
- maintain confidentiality;
- seek assurance of compliance with internal and external policies;
- strive to attend all meetings, and notify an apology when unable to attend; and
- undertake diligent analysis of all proposals placed before the Board.

Directors are expected to have an awareness of relevant developments in society, legislation, the not-for-profit sector, including the Y Victoria's purpose work focused on children and young people experiencing disadvantage, vulnerability and marginalisation.



Key selection criteria – Non-Executive Director

Attributes and experience:

The following skills and experience are considered critical to these roles:

- Executive and Governance experience within a highly commercial business – of a similar size to the Y - that has been on a journey of growth, innovation and/or M&A.

In addition, successful applicants will have:

- Proven experience as an effective board member and commitment to excellence in governance to ensure the Board continues to operate effectively and rigorously.
- Excellent communication skills and strategic approach, along with excellent relationship skills, to manage a variety of stakeholder relationships.
- Valuable networks within the Victorian business community, and / or Government.
- Time capacity to contribute to the role
- A genuine interest in positively contributing to The Y Victoria.

Additional Requirements/Conditions:

- **Probity Checks.** All positions, including Board positions, within The Y Victoria will be required to undergo probity checks including criminal record checks, and working with children checks).
- **Work Hours.** Unless otherwise expressly agreed in writing, non-executive Directors are not employees of the Y Victoria and the nature of the position may require the incumbent to work outside the normal span of business hours.
- **Travel.** The nature of this position may require the incumbent to undertake domestic travel from time to time to attend scheduled events and meetings The Y Victoria locations.

Plus exhibit:

Qualifications & Licences:

- Tertiary level qualifications or equivalent in business, management or relevant field.

Required Non-Executive Director Experience:

- Significant experience in strategic development and implementation to contribute to the Y Victoria's strategy through constructive questioning and suggestion and contribute to the effective decision making of the Board;
- Significant experience in working as an effective team member, demonstrating curiosity and courage to ask questions and persist in robust discussion with Management and fellow Board members where necessary;
- Demonstrated empathy manifested through strong interpersonal skills. A Director must work well in a group, listen well, be tactful yet able to communicate a cogent and candid viewpoint;
- Significant experience managing, supporting and developing senior roles in an organisation.



Further information

Website

<https://victoria.ymca.org.au/>

Annual Report

[Annual Reports](#)

Strategy on a page

[Y Victoria 2030 Strategy](#)

Board Director Position Description

[Position Description](#)

Social Impact Measurement and Framework

[Y Victoria Social Impact Report - 2023](#)

About us – The Y Victoria

[About The Y Victoria](#)

Governing Document

[Constitution](#)

The Y National Safeguarding Children and Young People Policy

[Safeguarding Children Policy](#)



For more information



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