



**HOSTELLING INTERNATIONAL**  
Pacific Mountain Region

**True North Hostelling Association  
O/A Hostelling International –  
Canada – Pacific Mountain Region**

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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<b>DATE:</b>	Saturday, April 2, 2016 – Sunday April 3, 2016	
<b>TIME:</b>	8:30 am – 5pm Saturday and 8:30am – 2:00pm Sunday	
<b>PLACE:</b>	HI-Nanaimo	
<b>PRESENT:</b>	James Wyatt	Chair
	Betty LeFave	1 <sup>st</sup> Vice Chair
	Meghan Trepanier	2 <sup>nd</sup> Vice Chair
	Michael Shui	Director
	Charles Brown	Director
	Kie Shiroma	Director
	Lee Keener	Director
	Andrew Crossett	Director
	Alistair McLean	Ex-Officio
<b>REGRETS:</b>	Robb Cryder	
<b>GUEST:</b>	Wayne Amundson	AXI - Consultant
<b>RECORDER:</b>	Alistair McLean	CEO

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**1. Meeting Evaluation – January 30-31, 2016**

- J.Wyatt reviewed the January 30-31, 2016 meeting evaluation and comments.
- Discussion around dividing up the policy manual to board members for knowledge speciality. Will be discussed in detail in parking lot agenda item

**2. Call to order**

- J. Wyatt called the meeting to order at 8:35am PDT.

**3. Adoption of Agenda**

- J.Wyatt reviewed the agenda for the two day meeting.

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**ON A MOTION DULY MADE**, carried unanimously.

**BE IT RESOLVED THAT: the approval of the agenda as amended, is hereby acknowledged and ratified by the Directors of the Association.**

**4. Attendance**

4.1 Attendance Review

- A. McLean advised the Board that all directors are currently in compliance.

**5. Adoption of minutes of last meeting**

5.1 January 30-31, 2016 Board Meeting

- Item was deferred to May 29, 2016 Board Meeting for approval.

**6. Ownership Linkage**

6.1 Ownership Linkage Update

- M. Trepanier referred the board to the written committee report.
- Discussion around the next proposed event in Calgary. Agreed to reschedule to Thursday May 26. Coordinated by A. Crossett.
- Discussion around Member Meetup and what feedback is being sought this year. Location and dates to be finalized.
- M. Trepanier provided update of the Meetup event.
- 40 members rsvp'd with just over 30 showing up.
- Members completed a feedback form for the Ownership Linkage meeting. M. Trepanier provided an overview of the feedback.
- Discussion around what information we should be trying to get from our members.
- Discussion around what type of future sessions should be held.

**7. Board Education**

7.1 Board Peer Assessment

- W. Amundson presented a short education session on Board Peer Assessment.
- Assessment form to be distributed next week to each board member.
- Assessment form to be completed and returned to W. Amundson by Sunday April 17, 2016.
- Report to be issued by April 24, 2016.

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## 8. Items for Decision

### 1. Ends

#### 8.1 ENDS

Nothing to report at this meeting.

#### 8.2 Governance Process

##### a. Board Calendar Review

- M.Shui reviewed the upcoming dates in the board calendar.
- Next meeting is May 28-29 is at HI-Kananaskis.
- Discussion around future board locations.

##### b. HI-Canada Restructuring Update

- J. Wyatt provided an update on the recent decision by the HI-Canada Board and the call with the HI-C Board representatives.
- J. Wyatt referred the board to the March 22, 2016 e-mail from the HI-Canada Board.
- Detailed discussion around the HI-Canada Board restructuring decisions, potential options and Ownership engagement.
- A. McLean provided an update on the CED March 29, 2016 meeting in Montreal and the outcome.
- A. McLean advised that he has been voted as the CED Chair for the next two years.

##### c. 2016 HI-C NAGM & Motions & Nominations & Delegate Selection

- J. Wyatt provided background around the 2016 NAGM.
- J. Wyatt advised that the Board needs to appoint a delegate and alternate and provide direction to the delegate and alternate on how to vote.
- Discussion around delegate and alternate.
- Discussion around the regular motions provided in the meeting documents.
- The Board appointed J. Wyatt as the delegate and M. Trepanier as alternate and M. Shui as 2nd alternate and provided the delegate/alternate initial direction for the June 05, 2016 HI-Canada NAGM.

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**ON A MOTION DULY MADE,  
BE IT RESOLVED THAT: the Board appoints J. Wyatt as the True North  
Hostelling Association delegate and M.Trepanier as alternate and M. Shui as  
2nd alternate for the June 05, 2016 HI-Canada NAGM or adjourned date and  
directs the delegate and alternate to approve the standard motions, is  
hereby acknowledged and ratified by the Directors of the Association.**

d. 2016 HI-PM Region Board Election Update Approve Board Slate

- C. Brown referred the board to his written report.
- Board reviewed proposed slate and agreed to.

e. 2016 HI-PM Region Board Election Documents

- C. Brown referred the Board to his written report.
- C. Brown advised the committee of the changes they recommended to the terms of reference appendixes and the website pages.

f. 2016 HI-PM Region Agenda & AGM Motions Approval

- A. McLean advised that there are three standard motions for the 2016 True North Annual General Meeting that require pre-approval of the board for the meeting notice documents.
- A. McLean reviewed the three motions.
- A. McLean advised that with the previously approved bylaw change to 5.2 it will be necessary to have a motion around the new bylaw 5.2 at the AGM.
- J. Wyatt asked whether there are any other motions that the board would like to present to the members at the September 2015 meeting? There were none.
- There was a discussion around current board term and size.

**ON A MOTION DULY MADE,  
BE IT RESOLVED THAT: the Board approves PriceWaterhouseCoopers LLP as the  
auditor for the financial year ending March 31, 2017 for recommendation to the  
members at the 2016 Annual General Meeting of Members, is hereby acknowledged  
and ratified by the Directors of the Association.**

g. Review of Policies 2.3.9;

- M. Shui advised that the Governance Committee has not reviewed the policy and will be presented at the May 28-29, 2016 board meeting along with Section 4 policies tabled at the January 2016 board meeting.

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#### h. 2016 Annual Report – Board Inclusions

- A. McLean referred the board to the attached version of the 2014/15 Annual Report. He advised the board that they needed to decide what areas they were going to provide to our Marketing Department for inclusion in the 2015/16 Annual Report.
- A. McLean advised he needed that written information by the end of May, 2016.
- Discussion around the Governance page. It was agreed to continue along with the Chair's report. J. Wyatt will prepare Chair report and Michael and Meghan to prepare governance/ownership linkage section.

#### i. HI-Prairie Region Update

- A. McLean provided an update.
- A. McLean advised until HI-Prairie Region is relisted we cannot proceed further. Hopefully this will be completed within the week.
- A. McLean has forwarded a loan agreement to the HI-Prairie Region President for signature.

#### j. Presidents' Forum Call March 14, 2016 Update

- J. Wyatt advised that the March call was postponed due to HI-Canada issuing the restructuring decision later that week and will be held this coming Monday evening April 04, 2016.

#### k. Review of Latest Financial YTD Statement

- As part of Board education B. LaFave walked the Board members through the February 2016 financial statements.

### 8.3. Executive Limitations

- 8.3.1 Executive Limitations  
No items for this meeting

### 8.4 Board-CEO Relationship

- 8.4.1 Board-CEO Relationship  
No items for this meeting

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## 9. Monitoring Board Performance

### 9.1.1 Section 3 Monitoring

- M. Shui referred the board members to the monitoring report prepared by the Governance Committee.
- M. Shui walked the board through the policies that the committee had identified for further discussion.
- Discussion around definitions of certain terms within policies. Governance Committee to incorporate this process during their policy review work.
- Through the monitoring process the Board identified the following sub-policy for review by the Governance Committee for the May 28-29, 2016 board meeting - 3.5.1.

## 10. Information Requested by the Board

(Include here any items about which the Board has indicated in its policy on "Communication and Support to the Board" that it wishes to be informed, but which do not fall into the categories of monitoring, or information that is background for decisions. Be careful not to get into monitoring or decision-making here)

### 1. Board Expense Update

- A. McLean referred the Board to the latest board expense update as of March 2016.
- A. McLean advised that the Board will come in under budget.
- A. McLean reminded the board to submit any 2015-16 expenses by April 08 at the latest as the year end cut-off is then.

### 2. Jasper Development

- A. McLean provided an extensive update on the design status of the new hostel, the meetings with the Alberta Tourism Minister and the MP for the Jasper Yellowhead region as well as correspondence with the Federal Minister of Tourism.

## 11. Board In-Camera Session

- Board went into camera at 11:00am
- Board came out of in camera session at 11:45am

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## 12. Parking Lot

### 12.1 Board Education Topics

- Presentation for May Meeting is HI-Jasper Project
- C. Brown raised the issue of having a list of rolling topics. Governance Committee to address and provide some topics at the May 28-29, 2016 board meeting.

### 12.2 Policy Manual Specialists

- Discussion around board members dividing up Section 2 and 4 to become the specialist of a certain number of the policies.
- Governance Committee (L. Keener) to divide up the work load amongst the board members within the next 10 days.

### 12.3 Dual Service – Tabled to May 28-29, 2016 Board Meeting

- Item tabled until May meeting
- J. Wyatt asked members if they were interested of looking at being on the HI-C Board. Nominations close the first week of May.
- Officers to report back from the calls with HI-C, HI-Q&O and HI-Atlantic.

### 12.4 Communication

- J. Wyatt reminded the board of Wayne's comments around communication.
- J. Wyatt reminded people if they are away and out of the country to advise the Chair.
- The Committee Chairs provided a quick update of what is on their agenda before the next meeting.

## 13. Self Evaluation of governance process at this meeting

(How do you rate yourselves this meeting as to how well you followed the governing style to which you have committed yourselves?)

### 1. Summary and evaluation

- The board members completed the short on-line meeting evaluation.

## 14. Adjournment

- The meeting was adjourned Sunday April 3, 2016 at 1:55pm PDT.



Chair

Secretary