



**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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**DATE & TIME:** Saturday, January 30<sup>th</sup> 2016 8:30am - 5:00pm  
Sunday January 31<sup>st</sup> 2016 9:00am - 3:30pm

**PLACE:** HI-Jericho Beach, Vancouver BC

**PRESENT:**

James Wyatt	Chair
Betty LaFave	1st Vice Chair
Meghan Trepanier	2 <sup>nd</sup> Vice Chair
Charles Brown	Director
Lee Keener	Director
Michael Shui	Director
Kie Shiroma	Director
Andrew Crossett	Director

**REGRETS:**

**GUESTS:**

Wayne Amundson	AXI
Robb Cryder	COO

**STAFF:**

Alistair McLean	CEO
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**RECORDER:**

Alistair McLean	CEO
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**1. Meeting Evaluation – October 31 – November 01, 2015**

-J. Wyatt reviewed the October 31 – November 01, 2015 meeting evaluation and comments.

**2. Call to order**

- J. Wyatt called the meeting to order at 8:45am MDT.

**3. Adoption of Agenda**

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

**ON A MOTION DULY MADE :UNANAMIOUSLY APPROVED  
BE IT RESOLVED THAT: the Board approves the agenda as presented, 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 October 31 – November 01, 2015 Board Meeting Minutes

- J. Wyatt reviewed the draft minutes of the October 31 – November 01, 2015 board meeting.

**ON A MOTION DULY MADE: UNANAMIOUSLY APPROVED  
BE IT RESOLVED THAT: the Board approves the minutes dated October 31 – November 01, 2015 as presented, is hereby acknowledged and ratified by the Directors of the Association.**

**6. Ownership linkage**

6.1 Ownership Linkage Update

Verbal Update

- M. Trepanier referred the board to the written committee report.  
- It was agreed that there will be a Member Social in Vancouver March 31 2016 at HI-Vancouver Central, 2016 and Calgary May 27, 2016 at HI- Calgary.  
- M. Trepanier provided information around the Member meetups. Need to finalize what feedback/information we want from our members during the meetups.

**7. Board Education**

7.1 Education Session – Signage Program and Marketing Update

- J. Wyatt introduced Shelby Sy, HI-PM Region Director of Marketing.  
- S. Sy presented an update on the new signage program across the chair to comply with the board bilingual policy and a short update on marketing activities in the PM Region and across Canada.

- J. Wyatt thanked Shelbey for taking time out of her weekend and updating the board.

## **8. Items for Decision**

### 8.1 ENDS

- Nothing to report at this meeting.

### 8.2 Governance Process

#### 8.2.1 Board Appointment

- C. Brown formally welcomes Andrew Crossett as the new appointed board. C. Brown advised A. Crossett's term expires at the 2016 HI-PM Region AGM  
- A. Crossett is located in Calgary.  
- This director position is a replacement position for the director whom resigned in November 2015.

#### 8.2.2 Board Calendar Review

- M. Shui reviewed the upcoming dates in the board calendar.  
- Discussion around use and process of the calendar.

#### 8.2.3 HI-Canada Restructuring Update

- J. Wyatt provided an update of the past and current status of the federation.  
- J. Wyatt provided an overview of the different steps of the engagement process leading up to today.  
- Lengthy discussion around the different models and CED role and setup/processes.  
- The Board agreed that their position is Option B2 with the CED overseeing the HI-Canada National Operations.  
- Discussion around the three different National Board proposal options. More information required from the joint meeting to make final recommendation.

#### 8.2.4 2015/16 Audit Program and Fees

- B. LaFave advised that she has spoken to the auditors and the Audit Committee has finalized an audit plan to be carried out during the 2015-16 audit process.  
- B. LaFave presented the 2015-16 audit fees and plan and

- answered several questions around the fees and program.
- B. LaFave shared the risk items that the auditor's plan has presented that they will be monitoring.
  - There will be no additional items above and beyond the normal audit requested this year for the auditors to carry out.

**ON A MOTION DULY MADE: UNANAMIOUSLY APPROVED  
BE IT RESOLVED THAT: the Board approves the audit fees and plan for PriceWaterhouseCooper LLP for the fiscal year ending March 31, 2016 as presented by the audit committee, is hereby acknowledged and ratified by the directors of the association.**

#### 8.2.5 Set Board Size for 2016/17

- J. Wyatt advised that as part of the Board Calendar the Board needs to set the number of director positions for the 2016/17 Board elections.
- Following a discussion on this matter, it was agreed to set the number of Director positions for the 2016/17 board year at eight (8).

**ON A MOTION DULY MADE: UNANAMIOUSLY APPROVED  
BE IT RESOLVED THAT: As per bylaw 5.2 the Board sets the number of Directors for the 2016/17 True North Board year at eight (8), is hereby acknowledged and ratified by the Directors of the Association.**

#### 8.2.6 Board Election 2016 Update

- C. Brown provided an update.
- C. Brown asked the current board incumbents to identify their willingness to run again by the end of February.
- The Nominations Committee is currently reviewing the nominations process forms and steps.

#### 8.2.7 2016 AGM and Member Update Schedule & Locations

- The date of September 15, 2016 was set and agreed to for the 2016 AGM in Vancouver at the HI-Vancouver Jericho Beach hostel.
- After the AGM an e-mail blast will be issued to ALL member that the AGM has been held and where to find our annual report, minutes of the AGM and audited financials on the website.

**ON A MOTION DULY MADE: UNANAMIOUSLY APPROVED  
BE IT RESOLVED THAT: the Board set the date of the 2015/16**

**Annual General Meeting as Thursday September 15, 2016 in the City of Vancouver at the HI-Vancouver Jericho Beach Hostel, is hereby acknowledged and ratified by the Directors of the Association.**

8.2.8 Direct Inspection Update

- M. Shui advised the Board that he and M. Trepanier carried out the direct inspection of policy 4.5.6 at the HI-PM Regional Office this past week.
- M. Shui advised the inspection went well and were pleased with the outcome of their inspection.
- M. Shui advised that they did not review policy 4.5.9 as they realized this was reviewed the previous year.
- It was agreed that in future a short written inspection report should be submitted to the board.

**ON A MOTION DULY MADE: UNANIMOUSLY APPROVED  
BE IT RESOLVED THAT: the Board accepts the direct inspection report of policy 4.5.6 as carried out by the Governance Committee, is hereby acknowledged and ratified by the Directors of the Association.**

**9. Joint Board Meeting with HI-Canada Board**

- The Board held a joint meeting with the HI-Canada Board around the topic of the HI – Canada restructuring.
- The Board provided their position around the recent HI – C restructuring proposal.
- There was a good discussion around the proposal and position.

**10. Governance Process**

10.1 Education Session – HI – PM Region Board Policy Manual Review & Process setup

Wayne Amundson to lead board through an education session

- W. Amundson provided a short board educational session around the review of a board policy and the policy manual.
- W. Amundson provided a new direction to writing of policies and monitoring of same.
- The Board agreed to new direction.

- W. Amundson to produce template/tools for the Governance Committee to follow.

10.2 Strategic Map for 2016 - 18

- A. McLean presented the background information around the annual strategic plan and the format.
- The Board received the current Strategic Map for the Association from A. McLean and asked several questions.

10.3 2016 – 17 HI-PM Region Operation & Capital Budgets

- A. McLean presented the 2016-17 Operating and Capital budgets for information to the board.
- Several questions and explanations provided around the budget revenues, expenses and capital projects.

10.4 2016-17 Board Budget

- B. LaFave presented the Board budget for 2016/17.
- Discussion around several items and timing of expenses.
- Board Committees were reminded to obtain approval of funds from the Board Chair prior to engaging any external consultant or supplier.

**ON A MOTION DULY MADE: UNANIMOUSLY APPROVED, BE IT RESOLVED THAT: the Board Budget for 2016/17 for the year ending March 31, 2017 is approved as presented, is hereby acknowledged and ratified by the directors of the Association.**

10.5 Review of the Latest Financial YTD Statement

- As part of the board education, B. LaFave walked the board through the December 31, 2015 YTD consolidated financial statement.

10.6 IRSC Committee Update

- C. Brown advised that the IRSC committee held two conference calls since our last board meeting.
- The first call brought the committee up to date on the October 2015 Trilateral meeting in Germany, the financial situation of

IYHF and the Vienna CEO meeting.

- The second meeting had two main topics around the 2016 IYHF Bi-Annual conference and a Special Resolution put forward by HI-Slovenia regarding translation at the 2016 conference.

- The committee provided guidance to P. Nietresta to take back to the HI – Canada Board for final decision.

10.7 BC Societies Act

- A. McLean updated the board that there is a new BC Societies Act that has now been passed and come into effect in November 2016.

- There will be some transition work to be done under True North (BC) 2009 to implement this but at a much less scale than the recent federal societies act update we recently went through.

- A. McLean will be discussion this with our legal counsel and providing a plan of action at the April board meeting.

**11. Executive Limitations**  
(Development or revision of policies)

No items for this meeting

**12. Board – CEO Relationship**  
(Development or revision of policies)

No items for this meeting

**13. Monitoring CEO Performance (Ends & Executive Limitiations)**

Monitoring CEO Performance

No items for this meeting

**14. Monitoring Board Performance**

14.1 Section 2 Monitoring

- The Section 2 policies were monitored by the Board in advance of the meeting and feedback provided on improvement to the policies.

- M. Shui presented the results of the survey for those policies that needed further discussion as identified by the Governance Committee.

- Through the monitoring process the Board identified the following policy for review by the Governance Committee for the April 02-03, 2016 board meeting: 2.3.9 (is it needed).
- Policy 2.6 and 2.12 overriding statements to be removed from future section 2 monitoring.
- M. Shui to coordinate with AXI to carry out a 360 Board Review after the April 2016 board meeting.

14.2 Review of Policies 4.1; 4.1.4; 4.4; & 4.7.2

- M. Shui advised the Governance Committee that since the board was going to be starting the review of all section 4 policies they would hold off their review of these 4 policies identified at the last board meeting until that time.

**15.** 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)

15.1 Board Expense Update

- A. McLean provided an update of the 2015-16 board budget and answered several questions.

15.2 Jasper Development

- A. Mclean provided the Board with an update on the latest activities on design and costing along with his January meeting with Parks Canada and the Alberta Minister of Tourism.

**16.** In Camera Session – If Required

- Board went into camera at 2:40pm
- Board came out of into camera at 3:05pm.

**17.** Parking Lot

17.1 Parking Lot Item #1 Ownership Linkage Committee

- Discussion around what owner feedback we would like to receive during the member meetups.
- Board members to forward any other ideas to the committee.



17.2 Parking Lot Item #2 2016 Board Election

- M. Trepanier reported back to the board on two potential candidates.

17.3 Parking Lot Item #3 HI-Prairie Region

- A. McLean provided an update on the officers call with the president of the HI-Prairie Region on January 31, 2016

- The board agreed to move forward on with merger discussions.

**18.** Self-Evaluation of governance process at this meeting  
(how do you rate yourselves and this meeting as to how well you followed the governing style to which you have committed yourselves?)

18.1 Summary and Evaluation

- A. McLean asked everyone to complete the online meeting evaluation before leaving the meeting.

- A meeting evaluation using online Fluid Surveys was completed by all Board members in attendance at the end of meet, Sunday.

**19.** Adjournment

The meeting was adjourned Sunday January 31, 2016 at 2:30pm PST.

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**CHAIR**

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**SECRETARY**