



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:	Saturday, May 28, 2016 – Sunday May 29, 2016	
TIME:	8:30 am – 5pm Saturday and 9:00am – 3:00pm Sunday	
PLACE:	HI-Kananaskis	
PRESENT:	James Wyatt	Chair
	Betty LeFave	1 st Vice Chair
	Meghan Trepanier	2 nd Vice Chair
	Michael Shui	Director
	Kie Shiroma	Director
	Lee Keener	Director
	Andrew Crossett	Director
	Alistair McLean	Ex-Officio
REGRETS:	Charles Brown	Director
GUEST:	Wayne Amundson	AXI - Consultant
RECORDER:	Alistair McLean	CEO

1. Meeting Evaluation – April 02 -03, 2016

-J.Wyatt reviewed the April 02-03, 2016 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, 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

- J. Wyatt reviewed the draft minutes of the January 30-31, 2016 board meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes dated
January 30-31, 2016 as presented, is hereby acknowledged and
ratified by the Directors of the Association.**

5.2 April 02-03, 2016 Board Meeting

- J. Wyatt reviewed the minutes of the April 02 -03, 2016 board meeting held in Nanaimo.
- Minor changes agreed to.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes dated April
02-03, 2016 as amended, is hereby acknowledged and ratified by the
Directors of the Association.**

6. Ownership Linkage

6.1 Ownership Linkage Update – Calgary Member Social; Committee update

- M. Trepanier referred the board to the written committee report and minutes.
- A. Crossett provided a short update of the Calgary Member Meetup held on Thursday May 26, 2016.
- Discussion around the next proposed event at HI-Castle Mountain and the discussion questions.
- Invitation sent to members in Edmonton, Calgary and Red Deer: 11 responses so far. Looking for 8-12 members.
- Discussion around earlier decisions on event dates and member

notices due to recent number of email blasts within two weeks to members and the subsequent backlash.

7. Board Education

7.1 Jasper Hostel Development Project

- A. McLean provided an educational session on the new Jasper Project, its background, financials, debt load and next steps.
- A. McLean answered questions on the presentation.
- J. Wyatt thanked A. McLean for his presentation.

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.
- Discussion around Board Retreat
- Next meeting October 22-23, 2016 in Regina, subject to merger.
- Discussion around future board locations.
- It was agreed to forward policy 2.9.5 to the Governance Committee for review.

b. Board Assessment Feedback

- W. Amundson provided an overview of the recent process.
- Short discussion around the process and feedback of its use and board felt it was a very positive process.
- Directors felt the new self-assessment section assisted in their review of the feedback received.
- Discussion around personality assessment for future board.

c. Audit Committee – Terms of Reference Review

- B. LaFave advised that the Audit Committee met and had no suggestions for changes to the terms of reference.

d. Governance Committee – Terms of Reference Review

- M. Shui advised that the committee met and reviewed the terms of reference and had the following recommendations that under item "G" name to add in "Rolling" and after to presented at "the May Board Meeting"

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the recommendations to the changes for the Governance Committee Terms of Reference as presented, is hereby acknowledged and ratified by the Directors of the Association.**

e. Nominating Committee – Terms of Reference Review

- B. LaFave advised the Nominations Committee had no suggestion of changes to the terms of reference.

f. CEO Relationship Committee – Terms of Reference Review

- J. Wyatt advised the CEO Relationship Committee had no suggestions for the terms of reference.

g. Ownership Linkage Committee – Terms of Reference Review

- M. Trepanier advised that the Ownership Linkage Committee has no suggested changes to the terms of reference.

h. Board Education Draft Plan

- M. Shui directed the board to the documents from the Governance Committee in the board package.
- Discussion through different sections of the draft rolling education plan and education reference plan.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Board Education Plan as amended, is hereby acknowledged and ratified by the Directors of the Association.**

i. 2016 HI-PM Region Board Slate & Board Elections

- B. LaFave presented the Nominating Committee report of the final board slate and next steps in the election process.
- A. McLean advised the committee has been forwarded two inquiries so

far from other members.

- A. McLean directed the board to the draft changes to the election document that will be sent out by our third party online voting supplier and requested any feedback. Suggestion to add in paragraph in the initial section regarding expiring terms.

j. Presidents' Forum Call March 14, 2016 Update

- J. Wyatt advised the April 04, 2016 call was cancelled and rescheduled for May 04, 2016.
- J. Wyatt provided an overview of the May 04, 2016 call.

k. 2016 HI-Canada Board Election Slate

- J. Wyatt referred the directors to the HI-Canada nomination report for this year's and reviewed same.
- Discussion around this year's election process.
- Discussion around governance model at the HI-Canada Board.

l. 2016 HI-Canada NAGM Motions and Agenda

- A. McLean advised that there are no major motions on the agenda this year.
- A. McLean advised there is a change in the Auditors for the year ending 2016-17 due to the recent change in location of HI-Canada accounting services to Vancouver. The recommended firm is PriceWaterhouseCooper LLP.
- The Directors reviewed the candidates running for election.
- J. Wyatt advised that there are only two candidates for the three positions available. Discussion around electing a third candidate from the floor after the first phase of the election process.

**ON A MOTION DULY MADE, Carried, B. LaFave voted against
BE IT RESOLVED THAT: based on the information available today the Board endorses and directs the delegate and alternate to vote at the 2016 HI-Canada National Annual Meeting of Members on June 05, 2016 or adjourned date in support of agenda item 1.0 Approval of the Agenda; to vote in support of agenda item 2.1 Approval of the HI-Canada NAGM Minutes of June 14, 2015; to vote in support of agenda item 4.0 Treasurer's report if appropriate after listening to it; to vote in support of agenda item 5.0 Appointment of Public Accountants; to vote in support of the following candidates under agenda item 6.0 Election of Directors for the 2016-17 HI-Canada National Executive Board subject to meeting them and listening to their presentations - Linda Ecklund**

and Sadie Xinxin, is hereby acknowledged and ratified by the Directors of the Association.

m. HI-Canada Memorandum Agreement

- J. Wyatt referred the directors to the comments from the region's legal counsel attached in the board package.
- A. McLean advised that the CED had already forwarded comments on the document and more specifically Schedule "A" to the HI-Canada Board President.
- There was a discussion on the document and the board directed the Chair to respond to the HI-Canada Board with their feedback.

n. Approval of True North 2015-16 Audited Financial Statements

- B. LaFave advised that the Audit Committee met with the Association's auditors, PriceWaterhouseCoopers LLP on Wednesday May 25, 2016 to review the auditor's report and the audited financial statements for the HI-PM Region for the year ending March 31, 2016.
- B. LaFave advised that again this year the audit is unqualified.
- B. LaFave walked the board through the audited statements.
- B. LaFave made a motion for the board to approve the audited statements and for presentation at the 2016 HI-PM Region Annual General Meeting.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the HI-Pacific Mountain Region Audited Financial Statements for the year ending March 31, 2016 as presented and for presentation to the Members at the HI-Pacific Mountain Region Annual General Meeting on September 15, 2016 in Vancouver, BC or at any adjourned date, is hereby acknowledged and ratified by the Directors of the Association.

o. 2016 HI-PM Region AGM Location & Presentation

- A. McLean advised that the AGM is currently scheduled to be held at the HI-Vancouver Jericho Beach Hostel in the TV Room on Thursday evening September 15, 2016.
- There was a discussion around the evening program and whether there will be any special presentation.

p. Review Policies 2.3.9; 3.5.1; 4.1; 4.1.4; 4.4; & 4.7.2

- M. Shui presented the Governance Committee recommendations on the board manual policies identified at the two previous board meetings.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: The Board approved the changes to policies 2.3.9; and 4.1.4; is hereby acknowledged and ratified by the Directors of the Association**

q. Board Accomplishments for 2015 – 16 Board Year

- Item was tabled.

r. HI-Prairie Region Future Update

- A. McLean provided a status update of the potential merger of the HI-Prairie Region into the HI-PM Region.
- A. McLean advised the HI-Prairie Region will be voting on this merger at their AGM currently scheduled for June 23, 2016 and will then move to the HI-Canada members, if approved, to approve a geographical change in the HI-PM region to include Saskatchewan and Manitoba. This will require a Special meeting of the Members which will be scheduled during the HI-Canada NAGM for late June/early July.
- Short discussion around the concurrent events and approval for the Chair to approve the geographical change at the scheduled HI-C SMM.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the geographical change in the HI-PM Region to include Saskatchewan and Manitoba and directs the Chair, as delegate, or alternate to the HI-Canada Special Meeting of Members, to be scheduled for late June/early July 2016, to vote in favour of the motion, is hereby acknowledged and ratified by the Directors of the Association.**

s. Reviewed March 2016 Financial Statements (Unaudited)

- Agenda was tabled.

8.3. Executive Limitations

8.3.1 Executive Limitations
No items for this meeting

9. Project Review Section 4 Policy Manual

- M. Shui has advised that the committee has meant several times to discuss a process to review the policies.
- The Board agreed to table the project to the new Board and Governance Committee this fall.

10. Monitoring CEO Performance (Ends & Executive Limitations)

(Affirmation that monitoring reports received since last meeting show compliance. This section should be very brief. Discussion is required only if a majority of the Board has concerns about the integrity of the monitoring report; do not feel adequate data has been provided to show compliance with a reasonable interpretation of the policy; or if there is non-compliance with a policy.)

1. Ends Monitoring

- A. McLean walked the board through the Ends dashboard.
- A. McLean answered questions on the dashboard
- A. McLean presented Ends Monitoring Report
- A. McLean provided feedback and answered questions from the Board
- Board went in camera at 11:00am

2. Board – CEO Relationship Development or revision of policies

a. CEO Incentive Plan Recommendation

- A. McLean provided background and answered a few questions on the CEO Incentive Plan report.
- Board went in Camera to discuss at 11:00am.

b. Review of CEO Incentive Plan for 2016 – 17

- Board went into Camera to discuss at 11.00am.

c. “Board only Feedback” re Policy 3.6.2

- Board went into Camera to discuss at 11:00am.
- Board to meet with CEO to discuss after HI-Canada NAGM.
- Board came out of camera at 2:15pm.

3. Monitoring Board Performance

a. No items for discussion at this meeting

4. Information Requested by the Board

1. Board Expense Update

- Agenda item was tabled.

5. Travel Expense Policy

- M. Trepanier raised a discussion around meals while on board travel.
- Discussion around policy clarification of same.
- No changes to be made.

6. Parking Lot

1. Item 1 - HI-BC Society Act Renewal

- A. McLean reminded the board that the BC Society Act has been updated and there is a transition process that the HI-BC Board will have to review and approve over the next few months.
- A. McLean advised that new bylaws are nearly finalized for review and then approval at which time we can complete the transition process. We have been working with legal counsel on this.

7. Self Evaluation of governance process at this meeting

1. Summary and Evaluation

- With no wifi available to the board at HI-Kananaskis the directors are to complete the new on-line meeting evaluation by Monday evening May 30, 2016

8. Adjournment

-This meeting was adjourned Sunday May 29th at 2:20pm MDT

Chair

Secretar1010y