



HOSTELLING INTERNATIONAL
Pacific Mountain Region

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

**BOARD OF DIRECTORS
MEETING SUMMARY**

DATE & TIME: Saturday October 22, 2016 8:30am – 5:00pm PDT
Sunday October 23, 2016 8:00am – 3:00pm PDT

PLACE: HI-Vancouver Downtown

PRESENT:

Lenore Neudorf	Chair
Meghan Trepanier	1 st Vice Chair
Peter Nietresta	2 nd Vice Chair
Andrew Crossett	Director
Betty LaFave	Director
Kit Keener	Director (via Zoom)
Kie Shiroma	Director
James Wyatt	Director

REGRETS:

STAFF: Alistair McLean CEO

RECORDER: Alistair McLean CEO

1. **Review Meeting Evaluation fro May 28-29, 2016 Board Meeting**

- L. Neudorf reviewed the May 28-29, 2016 meeting evaluation and comments.

2. **Call to order**

- L. Neudorf called the meeting to order at 8:43am PDT

3. **Adoption of Agenda**

- L. Neudorf reviewed the agenda for the two day meeting.
- No changes made.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the agenda as presented, is

hereby acknowledged and ratified by the Directors of the Association.

4. **Attendance**

1. Attendance Review
 - A. McLean states that all directors are in compliance

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

1. May 28-29, 2016 Board Meeting
 - L. Neudorf reviewed the minutes of the May 28-29, 2016 board meeting
 - No changes were identified.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the May 28-29, 2016 board meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.**

2. September 17-18, 2016 Board Meeting Minutes

- L. Neudorf reviews the minutes of the September 17-18, 2016 board meeting and retreat.
- No changes were identified.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the minutes of the September 17-18, 2016 board meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.**

6. **Ownership Linkage**

1. Ownership Linkage Update – New Three Year Plan
 - K. Keener advised the committee met this past week.
 - K. Keener reviewed the committee report.
 - Suggestion to create a member survey. Quote received to develop a survey.
 - Discussion around the 2016-portion of the new plan.
 - Updates being planned for Edmonton, Calgary, Regina.

7. Board Education

1. Board Education – What is it and what is the right meeting time?

- P. Nietresta advised the Governance Committee met and recommended to the board a new definition of board education.
- It is recommended that the current 25% is ambitious and should be changed to an average of 1.5 – 2 hours per meeting over the board year.
- Meeting evaluation questionnaire will need to be adjusted.
- The Board agrees to the recommendation and requests the Governance Committee to review at the end of the year to see if appropriate.

2. Board Education Plan – 2016/17

- P. Nietresta directed the directors to the education topics provided in the board package for discussion.
- Short discussion around the draft plan topics.

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

3. Board Education – Role of Ownership Linkage in Policy Governance

- P. Nietresta presented a session on the Role of Ownership Linkage in Policy Governance models.
- Short discussion on presentation and definition of owners.

8. Items for Decision

1. Ends

- a. ENDS -Nothing to report this meeting

2. Governance Process

a. Board Calendar Review

- P. Nietresta reviewed the board calendar for the upcoming meetings.
- Committee Chairs were reminded of their tasks for the February board meeting.

b. Committee Related Decisions

i. Governance Committee – Terms of Reference

- P. Nietresta presented the revised Governance Committee terms of reference for discussion and approval.
- Discussion around the makeup of the committee. It was agreed to add the option of an external member to sit on this committee. Confidentiality must be kept in mind with any external member.
- Discussion of committee providing direction/sounding board to the Board Chair for President's Forum Call.
- Concern that we do not make the committee too large due to scheduling, everyone having a voice. We must not exclude the Board as a whole in direction. The Governance Committee does not replace the Board as a whole is a place to have strategic conversations.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the revised Governance Committee terms of reference as amended, is hereby acknowledged and ratified by the Directors of the Association.

ii. Governance Committee Membership

- P. Nietresta advised that at a recent Governance Committee meeting it was discussed to add a member at large to the committee.
- Risk mitigations will need to be kept in mind.
- Discussion around the current size of the committee.
- Further to the previous agenda item change to the committee terms of reference the board agreed to add M. Shui to the committee.

- The board will review this decision at the May 2017 meeting.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the appointment of Michael Shui to the Governance Committee for the 2016-17 board year, is hereby acknowledged and ratified by the Directors of the Association.**

c. HI-Prairie Region Update

- A. McLean advised that there was a motion from HI-C missed at the Special Meeting of Members in July 2016 to terminate the membership of the HI-Prairie Region after it was merged into the HI-PM Region.
- A motion was presented at the September 19, 2016 Presidents Forum call and was tabled to a Special Meeting of Members by using a written consent resolution as attached in the board documents.
- The board agreed for the Board Chair to sign.
- The True North board meeting adjourned to hold a short Tue North (BC) 2009 board meeting to approve this resolution.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the signing of the HI-Canada consent resolution regarding the termination of membership of the HI-C Prairie Region, is hereby acknowledged and ratified by the Directors of the Association.**

WHEREAS it is in the best interest of the Canadian Hostelling Association / Association Canadienne De L'Ajisme – British Columbia Region (the “society”) that it amends its current Bylaws to comply with the Societies Act (the “New Act”) when the New Act comes into force;

BE IT RESOLVED THAT:

- 1. The replacement Bylaws for the Society which have been submitted to this meeting are hereby approved by the Board; and**
- 2. The Board will propose to the members of the Society as a special resolution to approve the replacement Bylaws, as circulated, at the Society’s next general meeting and to approve the filing of such Bylaws as soon as practicable once the New Act comes into force.**

d. 2016/17 External Monitoring & Direct Inspection Plan

- P. Nietresta presented the Governance Committee's recommendation for review and discussion.
- After discussion it was agreed that the following policies would be inspected:
 - Direct inspections 4.4.3; 4.7.3; 4.14.3 (after May 2017)
 - External Monitoring 4.3.2; 4.3.4; These to be completed by our auditors (PWC)

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the external monitoring of policies 4.3.2 and 4.3.4 by our auditors, PWC LLP, and direct inspection of policies 4.4.3; 4.7.3 and 4.14.3 for the 2016-17 board year, is hereby acknowledged and ratified by the Directors of the Association.

e. Review 2016 True North AGM

- L. Neudorf requested feedback of the September 15 True North AGM held in Vancouver.
- It was felt that the location was an issue this year on member turnout.
- Discussion around which committee should oversee the AGM. It was agreed to send this to the ownership Linkage Committee to review and present a recommendation at the February board meeting.
- The 2017 AGM will be held in Calgary, Alberta September 14, 2017.
- AGM to be held at HI-Calgary.
- No changes recommended for the format.

f. Review 2016 & 2017 Board Election

- Discussion around the process of the 2016 board of director's election.
- The signing of nominations process was discussed in depth. Nomination Committee to review annual process and provide a recommendation of any changes at the February Board meeting.
- Online voting: bios to be automatic not a link and candidate locations shown for all.
- Nomination Committee to review the nomination form and provide any recommendations for approval at the February 2017

board meeting.

- A. Crossett requested the 4 board members whose term is up at the end of this year to please advise him of their intention to return in early January 2017.

- L. Neudorf raised the issue of the vacant position on the HI-Canada Board. HI-Canada has approached J. Wyatt to possibly come over to the HI-C Board for the 2016-2017 board year.

- J. Wyatt said he would be willing to do this but would like to be able to return and complete his 2nd year of his HI-PM Board term. He would take a leave from the HI-PM Board until after the HI-PM Region Board in September 2017 AGM.

- There was discussion around J. Wyatt taking a leave of absence until after the HI-PM Region September 2017 AGM.

ON A MOTION DULY MADE,

BE IT RESOLVED THAT: the Board approves the leave of James Wyatt from the True North Board until after the September 2017 True North AGM subject to L. Neudorf carrying out due diligence with the HI-Q&O Region, the Hi-Atlantic Region and the HI-Canada Board in regards to possible assignment of James Wyatt to the HI-Canada Board for the remainder of their board year subject to a special meeting of Members and with the understanding J. Wyatt would not be involved in any True North Board work or committees until after the True North September 2017 AGM, is hereby acknowledged and ratified by the Directors of the Association.

g. 2016 Election Review; Policy Amendment; Board Slate; Skills Matrix

- A. Crossett advised the committee will be issuing a skills matrix to the board to be completed.

h. International Meetings/MOU Update

- A. McLean asking if there are any questions from the HI-Canada President's report following this year's HI bi-annual conference which was held in London, England.

- A. McLean advised there is currently an MOU that was signed by HI-Canada with YHA China in late 2014. There are obligations within that cannot be or ever could be carried out by the national office. The HI-PM Region is really the only region that can fulfil parts of the MOU.

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- A. McLean advised that he has requested the HI-Canada board to review the MOU and enter into discussion with YHA China to amend.
 - A. McLean provided an update on the possibility of a HI-Canada 2020 bid.
 - The board to send a thank you letter to HI-Canada to thank Per Unheim for his time and effort at the recent HI Bi- Annual Conference.
 - Lengthy discussion around the potential of the HI-C bid for the 2020 conference proposal. A. McLean to forward comments to HI-C board at next meeting.

i. Board Communication Discussion

- Being away, types of communication and direction of communication within board structure as well as communication to operational team through CEO unless otherwise stated.
- In camera meetings
- L. Neudorf reminded the board of the different types of communication within our board structure and the principles of interaction.
- A. McLean reminded the board to please reply to any BoardPaq email/request such as RSVP so that proper planning can take place by office staff.
- L. Neudorf asked whether there is a need to have in camera session at each meeting as was scheduled last year.
- Discussion around the need of a standing agenda item of in camera session. It was agreed to remain as a standing session whether used or not.

j. 2017/18 Board 7 operations Budget Parameters

- A. Mclean presented the Board and Operating budget parameters that senior staff will be referencing during the 2017-18 budgeting process.
- A. McLean provided a few highlights for the board to consider with their own budget for next year.
- A. McLean responded to several questions.

k. Presidents' Forum Call September 19, 2016 Update

- P. Nietresta represented L. Neudorf for this call and referred the directors to his report.
- P. Nietresta reviewed the highlights of this meeting.
- Several questions were answered from the report.

l. HI-Canada Joint Meeting February Topic Discussion

- L. Neudorf advised the board that at the February board meeting we will have a two hour joint meeting with the HI-Canada Board.
- The main topic will be around new HI-Canada Ends.
- L. Neudorf asked if there are any other specific topics that the board would like to raise during this joint meeting.
- Time to be scheduled to discuss in further detail on Day 1 of February meeting.

m. Policy Manual Revision – How do we approach?

- P. Nietresta advised the board that the main projects this year for the Governance Committee is the commencement of the revision of the board policy manual.
- P. Nietresta presented a proposal from AXI Consulting regarding a member survey and assistance through the total rewrite of section 4 of the Board Policy Manual.
- The board agreed to engage AXI for the design of the member survey and analysis of the survey.
- The board agreed that the next phase of the proposal (Section 4) would be approved after the survey results are seen.

n. Review of Latest Financial YTD Statement

- B. Lafave provided the board a review of the August 2017 balance sheet, cash flow and consolidated YTD results.

DAY 2

9. Executive Limitations

- a. Executive Limitations
Nothing to report at this meeting

1. Board-CEO Relationship

- a. Board-CEO Relationship (In Camera)
CEO Compensation Review as per Board Policy 3.4.3

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the committee's recommendation as presented, is hereby acknowledged and ratified by the Directors of the Association.**

10. Monitoring CEO Performance (Ends & Executive Limitations)

1. Monitoring Section 4 Executive Limitations

- P. Nietresta thanks the CEO for the Section 4 Monitoring report.
- The board went through the report on the policies identified for the discussion.
- The board identified the following policies to be sent to the governance committee for review and report back to the Board at the February 2017 board meeting: 4.1.3;
- CEO to update the following policies in the monitoring report: 4.2.3; 4.4.3; 4.4.4; 4.5.1; 4.5.3; 4.13.1.
- CEO to forward copy of board resolution around signing authority too the board for information.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the Section 4 Monitoring report with policy 4.1.3 being sent to the Governance Committee for review and the following policies 4.2.3; 4.4.3; 4.4.4; 4.5.1; 4.5.3; and 4.13.1 to be amended in the report for the February 2017 board meeting, is hereby acknowledged and ratified by the Directors of the Association.**

11. HI-USA Unification (Board Education Session)

- P. Nietresta and A. McLean presented a presentation on the HI-USA Unification process and outcomes.
- Short discussion around the future of HI-Canada and potential merging into one.
- Governance Committee to have initial discussion on process for possible future merger discussions.

12. Lake Louise Joint Venture Board Representatives

- A. McLean advised the need to renew the current three True North Board representatives on the Lake Louise Joint Venture Board.

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the reappointment of Andrew Crossett, Peter Crisfield and Alistair McLean to the Lake Louise Joint Board as the True North Board representatives, is hereby acknowledged and ratified by the Directors of the Association.**

13. Information Requested by the Board

1. Board Expense Updates
 - A. McLean provided an update on the Board budget.
2. Jasper Development
 - A. McLean provided the latest update on the design of the new hostel and discussions with Parks Canada.

14. Parking Lot

1. Committees Structure and Makeup
 - Discussion around current structure and make up.
 - Board reviewed make up of Governance and Nominations Committee

**ON A MOTION DULY MADE,
BE IT RESOLVED THAT: the Board approves the addition of L. Neudorf to the Nominations Committee, M. Trepanier to the Governance Committee and K. Shiroma to the Audit Committee subject to the leave of J. Wyatt to the HI-Canada Board, is hereby acknowledged and ratified by the Directors of the Association.**

15. Self Evaluation of governance process at this meeting

1. Summary and evaluation completed by the board members.

16. Adjournment

- The meeting was adjourned at 12:55pm PDT.