



**HI CANADA**

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

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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**DATE & TIME:** Saturday May 27, 2017, 8:30 am – 5:00 pm  
Sunday May 28, 2017, 9:00 am – 10:30 am

**PLACE:** HI-Mosquito Creek

**PRESENT:** Lenore Neudorf Chair  
Meghan Trepanier 1<sup>st</sup> Vice Chair  
Peter Nietresta 2<sup>nd</sup> Vice Chair  
Andrew Crossett Director  
Betty LaFave Director  
Kie Shiroma Director

**REGRETS:** Alistair McLean, Kit Keener

**GUESTS:**

**STAFF:** Robb Cryder COO

**RECORDER:** Robb Cryder COO

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### 1. Review Previous Meeting Evaluation

- L. Neudorf reviewed the past meeting evaluation.

### 2. Call to Order

- L. Neudorf called the meeting to order at 8:30am MDT.

### 3. Adoption of Agenda

- L. Neudorf proposed the idea of using a consent agenda and referred the Board to the attachment included in the Board package. The Board agreed.  
- For this meeting the agenda, and board minutes dated April 08-09 and May 16, 2017, would be included in the consent agenda.

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**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board approves the Consent Agenda as presented for the May 27-28, 2017 board meeting, is hereby acknowledged and ratified by the Directors of the Association.**

**4. Attendance Review**

- R. Cryder advised all Directors are in compliance.

**5. Adoption of Minutes of last meeting**

1. April 08-09, 2017 Board Meeting Minutes
  - Approved in Consent agenda subject to edits suggested made by P.Nietresta and recorded by R.Cryder.
2. May 16, 2017 Board Minutes
  - Approved in Consent Agenda.

**6. Ownership Linkage**

1. Ownership Linkage Update Report
  - K.Shiroma referred the Board to the Ownership Linkage Committee report which was reviewed.
2. Ownership Linkage 3 Year plan Approval
  - K. Shiroma presented a draft of the Ownership Linkage Committee 3 Year Plan. There was a discussion around the plan.
  - B. LaFave said that hosting a meeting in Penticton needs to be reviewed. Concern about turnout was shared by the Board. The Board agreed that the location is TBD.
  - L. Neudorf led a conversation about communication with members. Agreement that communication to members will be scheduled and coordinated with staff.
  - Review of current member consent is required, including opting-in/opting-out of communication. Ensure compliance with privacy regulations.
  - Board wants to communicate to all HI-C-PM Region members.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board approves the Ownership Linkage Committee Three-Year Plan for 2016 – 2019 (draft 6) as submitted, is hereby acknowledged and ratified by the Directors of the Association.**

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3. Ownership Linkage Survey Summary
    - K. Shiroma advised the Board that a recent discussion took place with Kit Keener, Shelbey Sy and Alistair McLean. The primary focus was on releasing the Survey Summary to the members and how best to proceed in future surveys.
    - K. Shiroma advised about the discussion with staff around how best for the Board to communicate with the members/owners through surveying.

## 7. Board Education

1. Wilderness Hostels & Parks Canada – The Present & Future
  - L. Neudorf introduced R. Cryder, who presented on the Wilderness Hostels and the present and future relationship with Parks Canada.
  - R. Cryder directed the board to the presentation in the board package.
  - R. Cryder answered several questions around the presentation.
  - P. Nietresta recommends offering bike mechanic stations at hostels that receive many cyclists.
  - B. LaFave recommends offering showers at Jasper Parkway hostels.
  - L. Neudorf said the Board should announce the change in ownership and operation of HI-Castle Mountain.
  - This is part of a broader interest in raising the profile of the Board. The Ownership Linkage Committee will make recommendations to achieve this objective.
  - Other issues that were raised: hot tub is still listed for HI-Nordegg; propane lights listed for HI-Whiskey Jack. Neither is accurate and will be corrected.
  - L. Neudorf thanked R. Cryder for the presentation.

## 8. Items for Decision

1. ENDS
  - a. ENDS see agenda item at end of day
2. Governance Process
  - a. Board Calendar Review
    - P. Nietresta reviewed the Board calendar for upcoming meetings.
    - The next Board meeting and retreat are in September right after the AGM. These meetings are scheduled for HI-Castle Mountain for September 15-17, 2017.
    - Hostel bookings for scheduled meeting dates must be confirmed.

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- b. Audit Committee -Terms of Reference Review
    - B. LaFave advised that the committee reviewed the terms of reference and have no changes to recommend.
  - c. Governance Committee - Terms of Reference Review
    - P. Nietresta advised the Governance Committee met and recommends the following changes to the terms of reference.
    - Review composition of the Governance Committee.

**ON A MOTION DULY MADE:**

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

- a. Nominating Committee - Terms of Reference Review
  - A. Crossett directed the Board to the recommended changes from the Nominations Committee.
  - Need to confirm how nominations and elections are being held. Is it all through email? Any mailout?
  - After a short discussion the following motion was made.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: the Board approves the changes to the Nominations Committee Terms of Reference as amended, is hereby acknowledged and ratified by the Directors of the Association.**

- b. CEO Relationship Committee - Terms of Reference Review
  - L. Neudorf advised that the CEO Relationship Committee has no changes to the terms of reference to recommend.
- c. Ownership Linkage Committee - Terms of Reference Review
  - K. Shiroma advised the committee has no changes to the terms of reference.
- d. Board Education Topics 2017-18 Board Year
  - P. Nietresta provided a review of the Board Education Topics list and what had been covered this past board year.
  - The updated document highlighted changes in red.
  - B. LaFave says topic required for HI-C Board – PMR joint meeting presentation.
  - There was a discussion of topics for the next Board year. Five topics have been identified and three additional topics are required so that two can be presented at each Board meeting.

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- Additional topics: 1. Family travel including trends 2. Sustainability 3. Open Topic (personal development such as SDI assessment an option)
  - For many topics, hearing different perspectives are valuable. For example, from HI-PMR, HI International and generally in the hospitality accommodation sector.
- e. 2017 HI PM Region Board Slate & Board Elections
- A. Crossett updated the board that we have five positions open in this year's board election. Four 2 year terms and one 1 year term.
  - Currently there are five candidates in the board approved slate.
  - A notice went out to members May 18 requesting further nominations with a closing date of noon on June 15, 2017. Unless more are received there will not be an online election required.
  - To date no further nominations have been received.
- f. Presidents' Forum Call of May 10, 2017 – Update
- L. Neudorf referred the directors to her report in the board package.
  - Discussion ensued.
- k. 2017 HI-Canada Board Election Slate
- L. Neudorf directed the directors to the Nomination report from HI Canada Nominations Committee.
  - There are currently 3 incumbent HI Canada board members running for re-election and one member not running. There is one vacant position still to be filled.
  - Short discussion around this year's election process at the HI Canada NAGM.
  - L. Neudorf asked that the weighted vote of 15,878 be confirmed.
- l. 2017 HI Canada NAGM Motions and Agenda
- L. Neudorf advised that there is one special motion along with the normal NAGM motions.
  - The Directors reviewed the candidates running and the different regular and special resolution motions.
  - HI PM Region supports friendly amendment made by Q&O.

**ON A MOTION DULY MADE:**

**BE IT RESOLVED THAT: based on the information available today the Board endorses and directs the delegate and alternates to vote at the 2017 HI Canada National Annual General Meeting on June 11, 2017 or adjourned date in support of agenda item 1.0 Approval of the Agenda;**

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**to vote in support of agenda item 2.1 Approval of the HI Canada NAGM Minutes of June 05, 2016; to vote in support of agenda item 2.2 Approval of the HI Canada NSGM Minutes of June 12, 2016; 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 the Public Accountant; to vote against proposed bylaw amendment in agenda item 6.0 Special Resolution for Article 8 of the Canadian Hostelling Association Bylaws NO.1 and to vote in support of the friendly amendment by HI Quebec and Ontario to vote for the following candidates under agenda item 7.0 Election of Directors for the 2017-18 HI Canada National Executive Board - Per Unheim, Othello Tuason and James Wyatt and, is hereby acknowledged and ratified by the Directors of the Association.**

- m. True North 2016-17 Audited Financial Statements
  - Betty reminded the Board that the Audit Committee meets with the Auditors June 01 to review the draft audited statements and a Board Zoom call is organized on June 05 at 6pm PDT to approve the audited statements for the year ending March 31, 2017.
  
- n. 2016 HI PM Region AGM Location & Presentation
  - R. Cryder advised that staff is working to finalize the booking of the 2017 HI PM Region AGM hopefully at the new National Music Centre, a block from the Calgary hostel.
  - The AGM is scheduled for Thursday evening September 14, 2017 at 7:00pm.
  - A. Crossett will present his photographs of Peru.
  
- o. Board Accomplishments for 2016-17 Board Year
  - L. Neudorf reminded the board this is the time of year we identify and celebrate the accomplishments made during the 2016-17 Board year.
  - The Board discussed the work and accomplishments from the past year.
  - Reminder to be sent out next week to members needing to submit information for the 2017 Annual Report. Drop dead date will be provided.
  
- p. HI-Atlantic Region AGM Update
  - L. Neudorf reviewed the report from A. McLean on the April HI Atlantic AGM and their new board composition. Miles McInnis stepped down as their president and was replaced by Jeremy Fowler.

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- q. Section 4 External Monitoring - Update
- P. Nietresta provided an update on the monitoring work of the Governance Committee.
  - P. Nietresta provided an overview of the Privacy monitoring report by Ryan Berger, one of our legal counsel.
  - Document presented with recommended changes in blue. Expectation is that operations will implement these changes.
  - M. Trepanier says Section 4 External Monitoring review is in progress
  - Discussion about the implementation of standardized new signage, that emphasized pictograms and bilingualism.
  - R. Cryder advised that Operations is not in compliance with the policy and as such Direct Inspection may not be useful to undertake
  - Board feels the project has been in progress for too long and still has not been completed.
  - R. Cryder will request that A. McLean contact P. Nietresta next week and advise that a non-compliance report is expected October 1, 2017.
- r. External Monitoring - Audit
- B. LaFave advised that she awaits the monitoring report from PWC. She expects to receive it during the Audit meeting with them later next week and will report to the Board at the June 05 board zoom call.
- s. Review March 2017 Financial Statements (Unaudited)
- B. LaFave provided a review and educational session on the unaudited YTD results of the region as of March 31, 2017.
  - L. Neudorf thanked her for this review.
- t. Ends, Missions Visions from the HI World
- P. Nietresta directed the Board to his report in the board package on Ends and Missions from around the hostelling world.
  - P. Nietresta reviewed the document and responded to several questions.
  - The Board discussed the appealing aspects of various international Ends and Missions in the context of our Association
  - P. Nietresta made notes in the document.

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## 10. Monitoring CEO Performance (Ends & Executive Limitations)

### 1. Board - CEO Relationship IN CAMERA SESSION

- The Board went in camera at the end of day one to discuss the CEO incentive plan recommendation, the 2017-18 incentive plan and external review proposals and "Board Only" Feedback in regards to policy manual 3.6.2.

#### a. CEO Incentive Plan Recommendation

- The Board reviewed the plan submitted and the Board Chair is to follow up with several questions with the CEO and report back to the board.

#### b. Review of CEO Incentive Plan for 2017-18

- This was tabled until Policy Section 4 and the Ends are revised and approved.  
- The board also decided to proceed with a review of the CEO Bonus Policy in January, 2018 with a view to having a new plan in place for April 2018 for the 2018/19 year and all subsequent years.

#### c. "Board only Feedback" re Policy 3.6.2

-The board provided feedback to the CEO Relationship Committee to review with the CEO.

### 2. Ends Monitoring

- P. Nietresta introduced the topic and a brief review of the documents took place.

- R. Cryder presented the annual monitoring report prepared by A. McLean.

- R. Cryder responded to several questions during the board discussion.

- L. Neudorf recommends that the Board be able to provide feedback to the development of the strategic plans to ensure they are directly connected to the Ends. W. Amundson will be asked for feedback about the best way to achieve this goal if is not provided in his feedback on the Stretch Ends.

-Board feels that the layout of the strategic map and reporting can be improved. Feel there must be a better way to connect monitoring reports and Ends and strategic plans to improve readability.



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- Some specific comments in response to the reporting: clarification sought on water consumption standard results at wilderness hostels; install computer monitor that highlights solar power system at Athabasca Falls; casino volunteer hours should be recorded separately from the volunteers leading activities through the hostels; membership survey needs to be conducted – Board wants to confirm a date with A. McLean and to whom the survey is sent.

#### **11. Project Review Section 4 Policy Manual**

- P. Nietresta advised that the Governance Committee has held several meetings since the April Board meeting.
- P. Nietresta presented a revised document with changes highlighted.
- A. McLean will be required to provide an interpretation of the objectives in the revised Section 4.
- Board agrees with the changes proposed to Section 4 by the Governance Committee with the assistance of W. Amundson subject to A. McLean's feedback.
- P. Nietresta will have a conversation with A. McLean to bring him up to speed.
- R. Cryder will tell A. McLean to contact P. Nietresta. Feedback to the Board will be submitted by mid-August.

#### **12. Monitoring Board Performance**

- No items for discussion at this meeting

#### **13. Information Requested by the Board**

1. Board Expense Update
  - R. Cryder reviewed the Board expenses to the year end of March 31, 2017 which showed the board did not use the total budget planned.
  - R. Cryder provided an update on the Board's budget to May 15, 2017 for the operating year of 2017-18.
2. Jasper Icefields Trail - Update
  - R. Cryder advised that there have not been any further updates from Parks Canada.
  - Parks Canada has completed their public forums and are analyzing the feedback.
  - Parks Canada is conducting a detailed impact analysis that will be presented to the Jasper Park Superintendent, who will make the final decision of approving or rejecting the project.

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- We await the outcome before further discussions can take place on several fronts.
  - P. Nietresta highlighted in the provided document that a decision will be made by Parks Canada in September.

3. New Jasper Hostel - Update

- R. Cryder provided an update on the new HI Jasper hostel project.
- A. McLean and R. Cryder are in the process of determining the time required to complete the permitting process.
- Board wants to convene a conference call in mid-June to receive updated information and discuss the situation.

**14. Parking Lot**

- There were no items discussed.

**15. Self-Evaluation of governance process at this meeting**

1. Summary and Evaluation

- L. Neudorf reminded everyone that since there is no internet access at this current time to please complete the survey upon returning home by Monday evening.

**16. Adjournment**

Meeting was adjourned at 10:35am MDT.

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**Chair**

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**Secretary**