



**HI CANADA**

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

**BOARD OF DIRECTORS  
MEETING SUMMARY**

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<b>DATE &amp; TIME:</b>	<b>Saturday October 21, 2017, 8:30am – 5:00pm Sunday October 22, 2017, 9:00am – 1:00pm</b>	
<b>PLACE:</b>	Zoom Call	
<b>PRESENT:</b>	Lenore Neudorf	Chair
	Meghan Trepanier	1 <sup>st</sup> Vice Chair (Oct 21pm only & Oct 22)
	Peter Nietresta	2 <sup>nd</sup> Vice Chair
	Andrew Crossett	Director
	Thomas Heyd	Director
	Kit Keener	Director
	Betty LaFave	Director
	Michael Shui	Director
<b>REGRETS:</b>	n/a	
<b>GUESTS:</b>	n/a	
<b>STAFF:</b>	Alistair McLean	CEO
<b>RECORDER:</b>	Alistair McLean	CEO

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**1. Review Meeting Evaluation from September 16-17, 2017 Meeting.**

- L. Neudorf reviewed the meeting evaluation results and comments from the September Board retreat.

**2. Call to Order**

- L. Neudorf called the meeting to order at 8:35am MDT.

**3. Approve the Agenda**

- L. Neudorf reviewed the weekend consent agenda.
- There were no changes.
- A. McLean reminded everyone that by approving the consent agenda they were approving agenda items 3,5, & 6.
- B. LaFave requested to discuss Agenda item 4 separately.

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**ON A MOTION DULY MADE:  
BE IT RESOLVED THAT: the Board approves the consent agenda as presented for the October 21-22, 2017 board meeting except Agenda Item 4, is hereby acknowledged and ratified by the Directors of the Association.**

**4. Items Delegated to CEO for Approval (Policy 4.1.6)**

- Agenda item was received and approved.
- B. LaFave inquired about filing for the HI Prairie Region.

**5. Attendance**

- Agenda item received and approved under the consent agenda.

**6. Adoption of minutes of last meeting**

1. Sept 16-17, 2017 Board Retreat Minutes

- Agenda item received and approved under the consent agenda.

2. True North AGM Minutes September 14, 2017

- Agenda item received and approved under the consent agenda.

**7. Ownership linkage**

(Presentations by or from owners or groups of owners, results of surveys, focus groups, etc)

1. Ownership Linkage Update

Verbal Update

- A. Crossett advised the Ownership Linage Committee met this week and reviewed the action items for the upcoming year.
- Committee is starting the planning for the meetups in the new year.
- New meetup being planned for Victoria at the February board meeting.

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## **8. Board Education**

### **1. Board Education Session 1 - Commercial Lending for Not For Profit Michael Choi - Sr. Commercial Account Manager, Public Sector / NFP - Commercial Financial Services, RBC**

- L. Neudorf welcomed Michael Choi from RBC to the meeting.
- A. McLean introduced Michael Choi to the meeting and the educational topic he would be presenting.
- Michael Choi provided a presentation on commercial banking and financing to the board which was timely for the board's understanding in more detail with the upcoming new Jasper hostel construction.
- Michael Choi responded to many questions and clarifications from the board members.
- L. Neudorf thanked Michael for his informative presentation.

### **2. Board Education Session 2 - BoardPaq Essentials**

- A. McLean provided a training session on the basic use of BoardPaq for the board members.
- There was a short video shown on the basic operation of the board program and where to find more in depth videos and guide in the program.

## **9. Items for Decision**

### **1. Ends**

#### **a. ENDS - See session later in agenda**

- An in-depth session on the Ends review process was discussed in a later agenda item.

### **2. Governance Process**

#### **a. Board Calendar Review**

- P. Nietresta reviewed the upcoming board calendar and reminded board members that the February meeting will be in Victoria and there will be a three hour joint meeting with the HI Canada Board on the Saturday afternoon.
- Section 2 monitoring survey to be issued in mid-December.

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- b. 2017/18 External Monitoring & Direct Inspection Plan
- P. Nietresta advised the Governance Committee will review whether any external or direct monitoring will be done this board year after the new Section 4 policies and new interpretations are approved.
- c. Review 2017 True North AGM
- L. Neudorf led a short review of the 2017 AGM.
  - A. McLean advised the AGM is in Edmonton on September 13, 2018.
  - P. Nietresta suggested we look at holding the AGM at the new Provincial Museum.
  - B. LaFave suggested doing an update on the Jasper project.
- d. Review 2017 and the 2018 Board Election Process
- L. Neudorf led a review of the 2017 Board election process.
  - K. Keener advised the Nominations Committee met recently and started the planning process for the 2018 election process.
  - K. Keener updated the board on the draft process for the 2018 board election.
  - There was a discussion around the board slate process. It was agreed to identify those candidates that are board endorsed in the online voting. Wording to be finalized.
  - K. Keener asked directors to think about potential names for next year and to advise Kit for follow up.
  - A. McLean asked the committee to concentrate on finding an additional candidate from the Southern Alberta region.
- e. International Meetings Update
- A. McLean provided an update on the HI CEO meeting he attended in Zurich in mid-September. He advised he provided a presentation on our new Trans Gender project.
  - A. McLean advised that HI Canada is hosting the Trilateral meeting next week in Toronto, Ontario. There are 15 delegates attending the meeting from Germany, USA and Canada. The future and relevance of the meeting will be one of the topics discussed. We have organized two external presentations during the meeting on China and the new HI Canada website and the PacRim marketing group.

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- A. McLean advised that he has been in discussion with YHA China to rewrite the current MOU between them and HI Canada to make it more relevant and execution able.
  - A. McLean advised our region just finished hosting Kevin Kirschke, the manager from the DJH Passau hostel, for nearly 3 weeks. Jason Wong, our HI Calgary hostel manager is currently finishing his exchange in the Bavaria region of Germany.

f. HI Canada Joint Board Meeting - Topic Discussion

- L. Neudorf advised the board members of the joint meeting with the HI Canada Board and the purpose of the meeting.
- There was a discussion around possible topics for the joint meeting that the Chair would present to the HI Canada Board Chair.

g. HI Canada Nominations & Awards Committee Representative

- L. Neudorf advised that the HI Canada Nominations & Awards Committee is looking for representatives from the three Regions.
- L. Neudorf directed the board members to the agenda item attachment from HI Canada outlining the work of the committee.
- After a short discussion Kit Keener agreed to sit on this committee.

**10. Review of August Financial Statements**

- B. LaFave led the board through the financial statements for the month ending August 31, 2017.
- B. LaFave and A. McLean responded to several questions regarding revenue, daily overnight rate, depreciation and the balance sheet.

**11. Ends Review**

- P. Nietresta introduced the topic and outlined the upcoming review process over the next 6 months.
- Discussion around the current statement "emphasis on young people" in the sub ends.
- Discussion about "Who are we here to benefit? Primary and Secondary".

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- Discussion about "What results can you achieve for them that can really make a difference and what would they really miss if we did not exist. "What is that achievement worth"
  - The board felt that the word "community" really describes and anchors how we move forward on the revision of the Ends.
  - M. Shui acknowledged the amount of work the Governance Committee has done.

## **12. Board Education Session 3 - History of HI Canada**

- P. Nietresta provided the third board educational session of the day around the history of HI Canada that he presented at the HI Canada NAGM this past June.
- It provided a great background to the history of hostelling in Canada for the board members.

## **14. Executive Limitations**

### **1. Board - CEO Relationship**

#### **a. CEO Incentive Plan Review**

- A. McLean provided an overview of the incentive plan report and answered several questions.
- The Board then went in Camera at 9:40am for agenda items 15.1.a.i, ii and iii.
- The Board came back into meeting at 11:15am.

## **15. Monitoring CEO Performance (Ends & Executive Limitations)**

### **1. Approval of new Section 4 Policies and Update of Section 4 Interpretations.**

- P. Nietresta reminded the board of the work carried out reviewing the current Section 4 Policies in the Board Manual and the creation of the new draft Section 4 policies for the Board final review and approval.
- Discussion around current policy 4.14, its current non-compliance and whether it should be temporarily added to the new Section 4 Policies until compliance is achieved.
- It was agreed not to temporarily keep policy 4.14.
- The board approved the new Section 4 policies and revision to policy 2.14 as presented.

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**ON A MOTION DULY MADE:  
BE IT RESOLVED THAT: the Board approves the new Section 4 policies and the revisions to policies 2.14 as presented by the Governance Committee effective immediately, is hereby acknowledged and ratified by the Directors of the Association.**

**16. Budget Parameters 2018/19**

- A. McLean provided a power point presentation on the budget parameters that Senior Management will be using during the 2018/19 budget process this fall.
- A. McLean responded to several questions.
- B. LaFave advised she would be distributing Draft 1 of the 2018/19 board budget to the committee chairs for comment.

**17. Lake Louise Joint Venture Board Presentation**

Discussion of Cash Flow Disbursement

- A. McLean advised at a recent joint venture board meeting there was a discussion around the cash and cash equivalents in the Lake Louise Joint Venture account.
- A. McLean presented the figures and future use of some of the funds and a one-time disbursement of the remaining funds to the Joint Venture Partners for their use.
- A. McLean reminded the board that all loans and mortgages have been paid off in recent years.
- The board agreed any excess cash should be disbursed to the two joint venture partners at the ownership percentage and gave that direction to the HI PM Region board representatives.

**18. For Purposes of Keeping the Board Informed & Aware**

1. Board Expense Update

- A. McLean reviewed the current 2017/18 board budget update to October 10, 2017.

2. Jasper Development Update

- A. McLean provided an update on the new Jasper hostel project.
- Highlights on the land lease, site plan, railway proximity issue, construction schedule and construction contract.
- A. McLean responded to several questions.

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- P. Nietresta mentioned that any grants that Horizon North applies for under this project belong to HI PM Region as a credit to the project.

- B. LaFave inquired about the payment process for the project and the approval process of progress payments. A. McLean advised that he awaits three payment options from Horizon North and that the architect will be approving any progress payment.

3. Jasper Icefields Trailway Update

- A. McLean provided a short update on the Parks Canada Icefields' Trailway initiative.

- A. McLean advised that the final report has been delayed for further consultation with First Nations groups involved and Parks Canada hoped to have a final report completed by the end of the year.

4. Section 4 Non- Compliance Report

- A. McLean advised that this is a new agenda item and will show any non-compliance of Section 4 board policies at each meeting. He also advised that just because the board or management may be out of compliance to a policy that it is not necessarily bad.

- A. McLean directed the board to the short report attached to the agenda item.

- The board accepted the report.

5. Non-Compliance Report Policy 4.14.2 and 4.14.3 – Signage

- A. McLean provided an in depth report on the non-compliance of policy 14.14.2 and 14.14.3.

- The board accepted the report and would like a status update at the February 2018 meeting.

**19. Parking Lot**

- There were no parking lot items at this meeting

**20. Self-Evaluation of Governance process at this meeting**

- the Directors are to complete the online board meeting evaluation by Tuesday evening due to the lack on internet access.



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**21. Adjournment**

- M. Shui made the motion to adjourn the meeting
- The board meeting was adjourned at 12:50pm Sunday October 22, 2017

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**Chair**

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**Secretary**