



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

**BOARD OF DIRECTORS
MEETING SUMMARY**

Date & Time:	Saturday, April 8, 2017, 8:30am – 5:00pm Sunday, April 9, 2017, 9:00am – 1:30pm	
Place:	Regina Ramada Hotel	
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
	Kie Shiroma	Director
Regrets:	Alistair McLean	CEO
Staff:	Robb Cryder	COO
Guest:	Wayne Amundson	AXI Consultants (via ZOOM)
Recorder:	Robb Cryder	COO

1. **Meeting Evaluation – February 04-05, 2016**

- L. Neudorf reviewed the meeting evaluation of the February 04-05, 2017 board meeting.
- Board had a short discussion about the comments.

2. **Call to order**

- L. Neudorf called the meeting to order at 8:45am CDT.

3. Adoption of Agenda

1. Adoption of April 08-09, 2017 Agenda

- L. Neudorf reviewed the proposed agenda.
- - L. Neudorf wants to try a consent agenda, Board agreed. Will arrange with A. McLean.
- P. Nietresta asked that all board education items be labelled as such on the agenda to better keep track of the time devoted to these items.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the agenda as amended, is hereby acknowledged and ratified by the Directors of the Association.

4. Attendance

1. Attendance Review

- R. Cryder stated that all directors are in compliance.

5. Adoption of minutes of last meeting

5.1. December 09, 2016 Board Meeting

- L. Neudorf reviewed the minutes of the December 09, 2016 board meeting.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the minutes of the December 09, 2016 board meeting as presented, is hereby acknowledged and ratified by the Directors of the Association.

5.2 February 04-05, 2017 Board Meeting

- L. Neudorf reviewed the minutes of the February 04-05, 2017 board meeting.
- Section 13, P. Nietresta asks to delete "for 5 minutes" at the end of the sentence".

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the minutes of the February 04-05, 2017, board meeting as amended, is hereby acknowledged and ratified by the Directors of the Association.

6. **Ownership Linkage**

6.1 Ownership Linkage Update

- K. Keener provided a summary of the Membership Updates held in Calgary and Edmonton.
- 11 people expected at HI-Regina Membership Update being held April 9.
- Discussion about past events including attendance and location. Consideration of other locations, including Winnipeg. It was agreed that hosting a Membership Update in Winnipeg was not feasible in the current board year.
- Board supports reporting survey results or an executive summary to membership, excluding the written comments. - Board wants to increase communication with members. K. Keener will organize a meeting with A. McLean re: TERN. If this is not a suitable communication channel, other options will be considered.

7. **Board Education**

7.1 “Stretching Ends” presented by W. Amundson

- L. Neudorf welcomed W. Amundson to the Board Meeting via ZOOM.
- W. Amundson provided an educational session on “Stretching the Ends”.
- Board was unanimous in their support of the ideas presented by W. Amundson.
- L. Neudorf thanked W. Amundson for the presentation.

8. **Section 4 Policy Manual Revision Report and Q & A with W. Amundson**

- P. Nietresta provided background on the work conducted by W. Amundson, including the recommended revisions to the Section 4 Executive Limitations.
- W. Amundson provided a summary of the process and answered questions about the recommendations.
- During the discussion P. Nietresta and L. Neudorf made notes on questions and recommendations made by board members.
- Governance Committee will review comments made by the Board, consult with A. McLean and make recommendations on the adoption of changes to Section 4 at the May Board meeting. .

9. Items for Decision

9.1 ENDS

- Nothing for discussion at this meeting

9.2 Governance Process

a. Board Calendar Review

- P. Nietresta reviewed the board calendar for the upcoming meetings.
- The next board meeting is at HI Mosquito Creek May 28-29, 2017.
- L. Neudorf advised that A. McLean will not be attending and that R. Cryder will attend in his place.
- P. Nietresta presented dates and location for the 2017-18 meeting calendar.
- It was agreed that the October board meeting will be: October 21-22, 2017 in Banff; February 3-4, 2018 in Victoria; April 7-8, 2018 in Edmonton; May 26-27, 2018 in Vancouver.
- Proposed Board Retreat – HI Castle Mountain in September 2017 after the HI C-PM Region AGM.
- P. Nietresta highlighted that the CEO's compensation is to be reviewed in 2017 using the market comparison method and that the CEO Relationship Committee will lead this process.

b. 2017 HI-Canada NAGM & Board Nominations

- L. Neudorf provided background about the 2017 HI Canada NAGM.
- Discussion of the HI Canada Nominations report and possible board nomination from the HI PM Region.
- L. Neudorf advised that J. Wyatt is prepared to run for the HI Canada Board. After a short discussion, the Board endorsed J. Wyatt's candidacy
- L. Neudorf said there's an open position on the HI C Board. No board member indicated that they were interested in running for this opening.
- Discussion about the competencies required of Directors. Agreement that the regions and HI C are best served by qualified, experienced board members.

c. 2017 HI-C NAGM Attendance & Delegate Selection

- L. Neudorf advised that the board must decide on the primary delegate and alternates.
- There was a discussion around the number of directors to attend and who would be the delegate and alternate.
- Discussion around the need for all HI PM Region representatives to participate actively in all aspects of the weekend activities and support endorsed HI PM Region Board perspectives
- The board appointed L. Neudorf as the delegate and M. Trepanier and P. Nietresta as the alternates for the June 11, 2017 HI Canada NAGM in Charlottetown, PEI.
- Regular motions will be reviewed and direction given to the delegate and alternates at the May Board meeting.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board appoints L. Neudorf as the True North Hostelling Association delegate and M. Trepanier and P. Nietresta as alternates for the June 11, 2017 HI Canada NAGM in Charlottetown, PEI or adjourned date, is hereby acknowledged and ratified by the Directors of the Association.

d. 2017 HI-PM Region Election Update

- A. Crossett advised the Nominations Committee is preparing a slate of candidates for the board election.
- A. Crossett advised that there will be 4 two year terms and possibly 1 one year term available this board election.
- The Board did not decide on a slate.

e. 2017 HI-PM Region Board Election Documents

- A. Crossett referred the board to the board election documents in the board package.
- The board reviewed the draft documents and some minor edits were suggested .

f. 2017 HI-PM Region AGM Motions

- R. Cryder advised there are two standard motions for the 2017 True North Hostelling Association Annual General Meeting. The auditor motion (to retain PWC) requires pre-approval of the board for the meeting notice documents.

- L. Neudorf asked the board whether there are any other motions that the board would like to present to the members at the September 2017 meeting.
- There were none.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves PriceWaterHouseCoopers LLP as the auditor for the financial year ending March 31, 2018 for recommendation to the members at the 2017 Annual General Meeting of members, is hereby acknowledged and ratified by the Directors of the Association.

g. Review of Policies 2.1.2; 2.1.5; 2.6.3; 2.6.4; and 2.7.1, 2.7.2

- P. Nietresta advised that the Governance Committee has reviewed the identified policies from the February meeting and presented the committee recommendations for each.

ON A MOTION DULY MADE:

BE IT RESOLVED THAT: the Board approves the amendments to policies 2.1.2; 2.1.5; 2.6.3; 2.6.4; and 2.7.1, 2.7.2 as presented, is hereby acknowledged and ratified by the Directors of the Association.

h. Direct Inspection Update

- P. Nietresta to contact Margaret Mason re: external monitoring of privacy policy.

i. 2017 Annual Report – Board Inclusions

- R. Cryder referred the board to the attached version of the 2015/16 Annual Report. He advised the board that they must decide in which areas they will contribute content to the 2016/17 Annual Report.
- R. Cryder advised the Marketing Department requires this content by May 31, 2017.
- There was discussion about the board sections of the report. It was agreed to continue with the Chair's Report (L. Neudorf will prepare) and the Governance and Ownership Linkage sections.
- There will not be individual bios.
- There will be a group picture of the Board with their names.

j. Presidents' Forum Call March 16, 2017 Update

- L. Neudorf referred the board to her Presidents' Forum call report in the board package.
- Discussion around Q and O's potential project for HI-Toronto and need to ensure that non-profit status of HI-C and Regions is not impacted.

10. **HI-Canada Board Update (Meeting & Draft Ends)**

- L. Neudorf directed the board to the attached emails from the Chair of HI Canada regarding the recent HI Canada board meeting and the latest version of the new HI Canada draft Ends for review and comment.
- M. Trepanier is concerned that the Ends will be difficult to monitor.
- Clarification was made that within HI C Ends "member" refers to a HI C region, not an individual HI C member.
- L. Neudorf confirmed with the board that in principle there was agreement with Ends.
- L. Neudorf spoke with P. Harrison about the purpose of the national conference. This will be discussed at the 2017 conference.
- There is now National support for submitting a bid to host the 2020 HI International Conference. The Board supports the bid.

11. **Parking Lot**

- Discussion of HI-Castle Mountain being turned over to the First Nation's band under a federal land claim settlement.

Day 2

12. **Items for Decision**

12.1 Directors' 360 Review

- L. Neudorf led a discussion on whether to do a 360 performance review of the Directors.
- Board decided not to conduct a 360 review this year.

12.2 Review of Latest Financial YTD Statement

- B. LaFave walked the board through the February 2017 financial statements and answered some questions.
- L. Neudorf complimented B. LaFave on her concise and effective reporting.

12.3 Jasper Hostel Development Financial Proposal

- R. Cryder referred the board to the new HI Jasper hostel financial proformas included in the board package.
- R. Cryder noted that on Saturday B. LaFave requested a change to the treatment of the principle repayment in the proforma template. Instead of being added to the Cash Flow from Operations, the principle payment will be subtracted. This change will provide a clearer picture of the annual Net Cash Increase (decrease) generated by the hostel.
- R. Cryer responded to several questions about the project.
- P. Nietresta and K. Keener emphasized the need to view the project in a broader context.
- K. Keener requested that a longer loan amortization be considered to reduce annual debt servicing. R. Cryder said this would be discussed with RBC.
- R. Cryder mentioned that the salary expense, which is the hostel's largest expense line, is well above historical levels due to the proposed \$15 minimum wage in Alberta.
- Discussion about grants. These opportunities will continue to be pursued.
- R. Cryder informed the board that the tender documents had been sent out and that the Association expected to receive three submissions in late April.

12.4 Red Mountain Development

- R. Cryder informed the board that the owners of Red Mountain, in Rossland BC, are interested in developing a hostel that will be affiliated with HI.
- R. Cryder and A. McLean will meet with the development group on April 11 & 12, 2017.

12.5 HI-Cranbrook Disaffiliating

- R. Cryder informed the board that HI-Cranbrook (College of the Rockies) has given notice of disaffiliation. Increasing demand by summer students was the reason provided. Property was a summer operation only producing a small number of overnights.

12.6 Prairie Region Development

- R. Cryder said the intention is to affiliate a property in Saskatoon and Winnipeg.
- R. Cryder will be inspecting HI-Regina and HI-Rosburn in early summer and plans to meet with prospective affiliate operators at that time.

13. Executive Limitations

(Development or revision of policies)

- No items for this meeting

14. **Board-CEO Relationship**

(Development or revision of policies)

- a. Board-CEO Relationship
 - No items for this meeting

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

- a. Monitoring CEO Performance
 - No items for this meeting

16. **Monitoring Board Performance**

16.1. Section 3 Monitoring

- P. Nietresta referred the board members to the monitoring report prepared by the Governance Committee.
- No policies were identified for review.

17. **Information Requested by the Board**

17.1. Board Expense Update

- R. Cryder referred the board members to the latest board expense update as of March 20, 2017.

- B. LaFave advised the board will come in under budget for the 2016/17 operating year.
- R. Cryder reminded the board to please submit any 2016-17 expenses by April 10, 2017. Any expenses submitted after this date cannot be included in the 2016-17 fiscal year.

17.2. Jasper Icefields Trailway Update

- R. Cryder advised the board that A. McLean attended a stakeholders meeting in Jasper with Parks Canada presenting the new Jasper-Icefields' trail proposal prior to going for public consultation.
- R. Cryder highlighted the key elements of the project being it starts in Jasper near the train station and runs to the campground just past the Columbia Icefields; it runs parallel to the highway where possible and using old trails and original highway sections; it will cross the current highway several times and pedestrian walkways and lower speed limits will occur in these areas. There has been opposition to the trail by CPAWS and the Alpine Club. HI PM Management is in support of it.
- There was a short discussion about the project.
- P. Nietresta wants to ensure there are proper connections to our hostels – for example, off ramps.
- B. LaFave suggested that showers be developed at the hostels along the trail if the project goes ahead.
- The board expressed unanimous support for the initiative.

17.3. Canada 150

- R. Cryder referred the Board to the report on the planned activities for both HI Canada and HI PM Region for Canada 150.
- R. Cryder explained nationally we have been involved very closely through A. McLean chairing the Destination Canada Youth Council and their involvement with Bell Media.

18. **Parking Lot**

18.1. Item # 1 Website & Board Bios

- R. Cryder advised that the new HI Canada website is scheduled to launch Tuesday April 18, 2017.
- R. Cryder advised that under the new website and the section for the HI PM region there is a need for the board members to re-write their bios down to a max of 340 characters. He requested for each board member

to submit this to A. McLean by Monday April 17, 2017 so that we can have the documents translated.

- R. Cryder advised that with the launch of the new website we will be launching the new HI Canada brand. He showed the board members the two teaser programs that are being issued to staff as part of their training program and introduction to the new brand.

19. **Board In-Camera Session**

- The Board went into camera at 11:30am.

20. **Self Evaluation of governance process at this meeting**

20.1. Summary and Evaluation

- R. Cryder reminded the board members to complete the short online meeting evaluation before leaving the meeting.

21. **Overview of the HI-PM Region Owned Hostels**

- R. Cryder presented an overview of each of the 23 HI-PM Region owned hostels.

- R. Cryder answered questions about these properties.

- Board members thanked R. Cryder for the presentation and suggested the presentation be uploaded to BoardPaq

22. **Adjournment**

The meeting was adjourned Sunday April 09, 2017 at 1:30pm CDT.

Chair

Secretary